ACTIONVIEW INTERNATIONAL, INC.

Annual Report

December 31, 2014

Part A - General Company Information

Item I - The exact name of the issuer.

AVEW Holdings, Inc.

Item II - The address of the issuer's principal executive offices.

AVEW Holdings, **Inc.**
12129 FM 620 #605
Austin, TX 78750
Phone: 1-512-436-9496

URL: www.AVEWHoldings.com

Investor Relations: James Ling
512-436-9496
investors@avewholdings.com

Item III - The jurisdiction(s) and date of the issuer's incorporation or organization.

AVEW Holdings Inc was incorporated in the State of Nevada on January 22, 1986

Part B Share Structure

Item IV - The exact title and class of securities outstanding.

Common Stock - Cusip # 00506R208
Trading symbol: AVEW

Preferred Stock: Series A

Item V - Par or stated value and description of the security.

A. *Par or Stated Value.*

Common Stock - Par Value $0.001
Preferred Stock - Par Value $0.001

B. *Common or Preferred Stock.*

1. For common equity, describe any dividend, voting and preemption rights.

Our common shares have no associated dividend or pre-emptive rights. Common shares have 25% vote of issued shares on all shareholder matters.

2. For preferred stock, describe the dividend, voting, conversion and liquidation rights as well as redemption or sinking fund provisions.

Our preferred shares are subject to further designation into one or more classes by our Board of Directors. There is presently one Class of preferred stock designated, issued and outstanding: Series A Preferred.

Our Series A Preferred stock is not entitled to receive dividends. The Series A Preferred can convert into that number of common shares equal to seventy-five percent (75%) of the issued and outstanding common stock on a post-conversion basis at a date twelve months after issuance. The Series A Preferred has voting rights on all shareholder matters equal to that number of common shares into which they are convertible.

3. Describe any other material rights of common or preferred stockholders.

There are no other material rights of either the common or preferred stockholders.

4. Describe any provision in issuer's charter or by-laws that would delay, defer or prevent a change in control of the issuer.

There are no provisions in our charter or bylaws that would delay or prevent a change in control.

Item VI - The number of shares or total amount of the securities outstanding for each class of securities authorized.

In answering this item, provide the information below for each class of securities authorized. Please provide this information (i) as of the end of the issuer's most recent fiscal quarter and (ii) as of the end of the issuer's last two fiscal years.

Date	# Shares Authorized	# Shares Outstanding	Shares in the Float	# of Beneficial Shareholders	# of Shareholders of Record
Common:					
12/31/11	2,000,000,000	1,332,000,630	1,115,000,561	1	228
12/31/13	3,000,000,000	2,986,310,800	2,986,310,800	1	235
12/31/14	10,000,000,000	5,791,310,936	5,206,844,936	1	252
Preferred:					
12/31/13	50,000,000	100,000	0	3	3
12/31/14	50,000,000	100,000	0	2	2

Part C Business Information

Item VII - The name and address of the transfer agent

Transfer Online, Inc.
512 SE Salmon Street
Portland, OR 97214

Phone: (503) 227-2950

Our transfer agent is registered under the Exchange Act, and is regulated by the Securities and Exchange Commission.

Item VIII - The nature of the issuer's business.

A. Business Development.

AVEW Holdings Inc (the "company"), formally ActionView International, Inc was incorporated on January 26, 1986, as Vantage, Inc, under the laws of the State of Nevada.

Following a number of name changes since incorporation, the Company changed its name from Acquisition Media, Inc. to ActionView International, Inc. on August 20, 2003. This was done to better reflect its new-business operations during the process of acquiring 100% of ActionView Advertising Systems Inc, a company incorporated in British Columbia on July 6, 1999, and related Intellectual Property Rights through its 100% owned subsidiary company, Canada Ltd ("612 Canada"), incorporated in Canada on August 10, 2003. This acquisition closed in September 2003.

Until 2009, the Company, through its wholly-owned subsidiaries, custom-designed, marketed and manufactured illuminated programmable motion billboard signs for use in airports, mass transit stations, shopping malls and other high traffic advertising locations designed to reach people on the go with targeted messaging. The Company's products and marketing strategy saw limited success and, during 2009, the business effectively ceased operations.

On August 18, 2009, the Company entered into a share-exchange agreement (the "Agreement") with MatchFights, LLC, a Utah limited liability company operating in the sports entertainment industry. Pursuant to the terms of the Agreement, the Company acquired 100% of the capital of MatchFights in exchange for 100,000 shares of Series A Preferred Stock. MatchFights operated the website www.wcfc.com a web based social network targeting the mixed martial arts industry and broadcasts live, pay-per-view MMA events over the Internet. As a result of this transaction, control of the Company shifted to the owners of MatchFights, LLC, who, through the Series A Preferred Stock effectively control 75% of the voting interest of the Company.

In October 2009, the Company sold its subsidiary, ActionView Advertising Systems Inc.in exchange for the assumption by the purchasers of the associated liabilities of ActionView Advertising Systems, Inc.

ActionView International has set December 31as the end of its fiscal year. The Company has never been in bankruptcy, receivership or any similar proceeding. During the last three years, the Company has not been in default of the terms of any note, loan, lease, or other indebtedness or financing arrangement except as indentified below.

On March 21, 2013 the company entered a merger with Austin Estate Buyers and sell preferred stock to Jose Chavez as part of the transaction. The company announced a change control and change of corporate direction. The company discontinued its action sports operations and spin off the MatchFights subsidiary. The company concentrated its operations as a gold exchange business. Austin Estate Buyers became a wholly owned subsidiary of ActionView International, Inc. The former officers and directors of ActionView International resigned and Jose Chavez became the sole director and CEO of ActionView International Inc.

On September 26, 2013 the company entered into an agreement for the exchange of stock with Austex Holdings Inc. and acquired Austex Holdings Inc., as a wholly owned Subsidiary of ActionView International Inc. The transaction consisting of a $100,000.00 estimated post reverse shares of Common Stock but not less than 14,000,000 shares. These shares were not issued due to conditions not met per the agreement between Austex Holdings and ActionView International Inc. All previous management resigned and Jose Chavez was named CEO and sole director of the company. The acquisition of Austex Holdings was **rescinded** in July 16, 2014 due to undisclosed legal issues and non-performance of the Conditions Agreement dated September 23, 2013.

In February 15,2014 AVEW acquired Austin premier Pools & Spas from Mr. Neal Puckett, a 35 year designer and custom pool builder. Mr. Puckett continued with AVEW as COO of Austin Premier Pools & Spas and was nominated to AVEW company director. Mr. Puckett has designed and built over 1500 custom pools in Dallas and the Austin metro areas. Premier has received national, regional, and local awards for its pool designs.

On February of 2014, AVEW acquired Fantastic Pool Services (FPS) from Mr. Mike Sharp. Mr. sharp is a 15-year previous Apple Computer project manager. FPS services over 100 pool customers in the Austin area. FPS is also a service depot center for Pentair pool equipment. Pentair is a worldwide public company water products manufacture. FPS is on track to contract 200 pool customers in 2014.

AVEW acquired Tarragon Homes in October of 2014. Tarragon is a custom homebuilder and remodel company serving Austin and the Hill Country. Tarragon has been in business for over 12 years building custom homes. Tarragon is expected to double revenues from 1.6 million to 3.5 million in 2015. Tarragon operates as a division of AVEW newly formed AVEW Custom Homes.

In December of 2014, AVEW acquired Metroplex Commercial Pools located in Dallas Texas. Metroplex is a 30 year-old custom commercial and residential pool builder. Metroplex is poised to generate over 4 million in revenues form its pool construction.

The Company is not subject to any current, past, pending or threatened legal proceedings or administrative actions either by or against the Company that could have a material effect on the issuer's business, financial condition, or operations. The Company is not subject to any current, past or pending trading suspensions by a securities regulator.

B. Business of Issuer.

The Company's operating subsidiary, AVEW Holdings is a pool construction and pool remodel business with marketing concentration in Central Texas. The company has constructed over 200 new custom design pools over the past three years. The average price of its pools has been roughly $65,000.00. The company has been recognized with multiple national and regional design awards.

The Company owns the URL addresses www.avewholdings.com. The company revenues are generated through a combination of direct sales, referrals, web and high-end Magazine advertisements. In addition to pool design and construction, the company offers full landscaping and monthly pool service plans. AVEW has also expanded its revenue sources to Custom new home building and remodel. The management feels that this division alone will generate revenues in excess of 8 million in 2014. The company plans to expand outside its regional market while pursuing a vertical integration strategy through acquisitions of service and construction companies that compliment current business.

General Business Matters

To the best of our knowledge, the company has never been a "shell company". The company had revenues of $2,594,956 in 2012, $1,582,785 in 2013 and $694,859 in 2014. The combined revenues for all divisions/acquisitions in 2014 are **$4,989,189**. **The reported revenues for AVEW Holdings only represent revenues allowed for the period of time acquisitions were owned by AVEW Holdings.**

There are over eight pool construction companies in the Central Texas region, which compete with the company. There are over 20 home and remodel construction companies in AVEW's market area. The company has constructed over 200 custom pools in the business sector of central Texas, which is experiencing a high growth rate. The company can sell, design and construct in the state of Texas but currently does business in central Texas. The Company currently operates under a sales license in the State of Texas and complies with all state rules and regulations governing construction services. In addition, the Company carries atwo million dollar per occurrence liability insurance covering all participants and the client.

Since the acquisitions, AVEW has spent approximately $295,000 in reorganization, web development, overhead, and marketing expenses.

The Company currently has executed employment contracts with officers and directors. Over 85% of all construction work is performed by outside sub-contractors.

Over the coming twelve months, the Company anticipates hiring administrative and marketing staff that will oversee the office reception and maintain the books and records. The following breakdown of employees by major category is expected:

Management	(4)
Sales and Design	(3)
Marketing	(2)
Administration & Finance	(3)

The Company can be subject to collective bargaining agreements with officer/director employment contracts in place. All company officers have a minimum of two-year contract with annual stock options at a discount after first year employment anniversary. In addition, all officers have a non-compete two year 100 mile clause.

Item IX The nature of products or services offered.

AVEW provides a custom design and pool construction service with over 40 years plus of pool construction and design experience of its people. The company has had multiple international and regional design awards over the past few years, and its designers are renowned through the pool industry. In addition, the company's main pool designer is a registered Certified Building professional.

The Company's website, www.avewholdings.com also web-based social network focusing on high quality pool designs and construction expertise. AVEW has expanded its services to Custom home building and remodel. The AVEW services also include pool maintenance and service. The construction services encompass landscaping, fencing, outdoor living construction, and commercial pools.

Visitors to the web site can see all the different types of pool designs and contact on line references. The visitor can also request a design or a sales person to visit and propose a pool construction based on some pre selected criteria available for the visitor to select. The visitor can select style, equipment options, tile and coping options and out door living, landscaping and monthly pool service options.

The Company launched its social network on April 2012.

Marketing

Marketing activities have focused on reaching the target audience with disposable income and homes ranging from $250,000 to $2,000,000. Our web site is high on the search engine list for the central Texas area. About 50% of current business is referral, 30% from Internet exposure and 20% has been from high-end home magazines distributed to the targeted areas.

The Company partners with local builders, architectures, and construction sub contractors.

Item X - The nature and extent of the issuer's facilities.

The Company presently leases executive offices under a year lease contract with the Lake Creek Shopping Center in North Austin. AVEW is looking into a space with a yard for construction materials and pool equipment inventories.

Part D Management Structure and Financial Information

Item XI The name of the chief executive officer, members of the board of directors, as well as control persons.

A. Officers and Directors.

Title: Chief Executive Officer, Chairman of the Board of Directors
Name: Jose Chavez
Age: 63
Office Street Address: 12129 FM 620 #605
Telephone Number: (512) 436-9496

Mr. Chavez is a degreed Electrical Engineer from University Texas El Paso with over 35 years.

Professional experience in engineering, management, real estate investments, acquisitions, and 15 years experience with publicly held companies. Founder of MSI Inc. a high tech company that he took from pink sheet to NASDAQ (MSIA). Founder of Texas Realty, Austin Estate Buyers and co-founder of Stealth Logistics Inc. Mr. Chavez has been in the position of CEO for AVEW Holdings since March 2013. Mr. Chavez oversees the operations and direction of the company. AVEW is in the process of acquisitions and expansion of business development to increase greatest potential for shareholder returns.

Education (degrees, schools, and dates): Bachelor of Science degree EE from University Texas El Paso, 1976

Capital Ownership: -0- shares common stock; 60,000 shares preferred stock

Title: President. Board Director
Name: James Ling
Age: 69

Mr. Ling attended SMU, North Texas State University, and the New York Institute of finance. He became a Allied Member of the NYSE. Founder of a construction company and CEO of a mining and oil and Gas exploration company prior to joining AVEW in January of 2013 Mr. Ling's 45-year business back ground encompass both private and public businesses. Mr. Ling is a Trustee for a non -profit humanitarian foundation.

Title: VP, Board
Director
Name: Neal Puckett
Age: 62

Neal Puckett is a renowned pool building professional, involved in all phases of construction, design and sales. Mr. Puckett attended the University of Texas Arlington, and the University of North Texas. His expertise spans three and a half decades in Austin and Dallas. Mr. Puckett is founder of Austin Premier Pools & Spas, which has been acquired by AVEW. He is a registered Certified Building Professional with both National and International design awards to his credit.

Title: SR VP, Board Director
Name: Mike Sharp
Age: 46

Mike Sharp has 15 years of management experience in Worldwide Operations at Apple Inc. He left Apple to found Fantastic Pool Services in Q1 of 2013 and one year later was acquired by AVEW Holdings Mr. Sharp studied Business and Psychology at Texas State University (formerly Southwest Texas State).
He currently is C.O.O. of the Pool Services division at AVEW and serves on the board of directors.

B. Legal/Disciplinary History.

None of our officers or directors have been the subject of a conviction in a criminal proceeding or named as a defendant in a pending criminal proceeding (excluding traffic violations and other minor offenses); the entry of an order, judgment, or decree, not subsequently reversed, suspended or vacated, by a court of competent jurisdiction that permanently or temporarily enjoined, barred, suspended or otherwise limited such person's involvement in any type of business, securities, commodities, or banking activities; a finding or judgment by acourt of competent jurisdiction (in a civil action), the Securities and Exchange Commission, the Commodity Futures Trading Commission, or a state securities regulator of a violation of federal or state securities or commodities law, which finding or judgment has not been reversed, suspended, or vacated; the entry of an order by a self-regulatory organization that permanently or temporarily barred, suspended or otherwise limited such person's involvement in any type of business or securities activities.

C. Disclosure of Family Relationships.

There **are** no family relationships among and between our directors, officers or beneficial owners of more than five percent (5%) of the any class of our equity securities.

D. Disclosure of Related Party Transactions.

During the previous twelve months, the Company has engaged in related party transactions. AVEW bought 51,631,761 common shares from shareholder. The AVEW board of directors also bought rule 144 common shares in the open market.

E. Disclosure of Conflicts ofInterest.

We are unaware of any conflicts of interest with any of our officers, directors of owners of more than five percent of our equity securities.

Item XII Financial information for the issuer's most recent fiscal period.

Our financial statements for the most recent fiscal period are attached hereto as Exhibit XII.

Item XIII Similar financial information for such part of the two preceding fiscal years as the issuer or its predecessor has been in existence.

Our financial statements for preceding two fiscal years are attached hereto as Exhibit XIII

Item XIV Beneficial Owners.

Class of **Shares**	No. of Shares **Held**	**% of Total**
Jose Chavez 12129 FM 620 #605 Austin, TX 78750		
Preferred "A"	60,000	60%
Joe Wooten 477 Morning Canyon Rd Corona Del Mar, CA 92625	40,000	40%

Item XV The name, address, telephone number, and email address of each of the following outside providers that advise the issuer on matters relating to operations, business development and disclosure:

1. Investment Banker - None
2. Promoters - None
3. Counsel – Joseph Pittera, 2214 Torrance Blvd, Suite 101, Torrance, CA (206) 947-6482 jpitteralaw@gmail.com
4. Auditor- LBB & Associates. LLP; 10264 Westheimer Rd, #310, Houston TX 77442, (713) 800-4343
5. Public Relations Consultant(s) - None
6. Investor Relations – James Ling
8. Any other advisor(s) that assisted, advised, prepared or provided information with respect to this disclosure statement - None

Item XVI Management's Discussion and Analysis or Plan of Operation.

i. Plan of Operation.

The following discussion and analysis should be read in conjunction with our financial statements and the notes referenced in Item 3 above.

AVEW Holdings Inc. is the parent company of Austin Premier Pools & Spas, Fantastic Pool Services, Metroplex Commercial Pools and Tarragon Homes LLC, all wholly-owned operating subsidiaries that designs and constructs custom pools, homes remodel and pool service and maintenance.

The Company expects to focus on creating additional revenues by pursuing a vertical integration strategy through acquisitions of service and construction companies that compliment current operations.

Revenue recognition

Revenues are recognized by our operating subsidiaries.

Cash and cash equivalents

We consider all liquid investments with a maturity of three months or less from the date of purchase that are readily convertible into cash to be cash equivalents. We maintain our cash in bank deposit accounts which, at times, may exceed federally insured limits. We have not experienced any losses in such accounts and believe we are not exposed to any significant credit risk on cash and cash equivalents.

Concentration of Risk

All of our revenues are generated from pool construction, remodel and pool services contracts, custom home buildings and remodel services. Regional economic conditions and capitalization of the company may affect our ability to sustain operations.

Property - office equipment

Office equipment is depreciated on a straight-line basis over the estimated useful life of the asset of three to five years. Office equipment is stated at cost net of accumulated depreciation and is reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount of such assets may not be recoverable.

Long-Lived Assets

Long-lived assets are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount of an asset or group of assets may not be recoverable. Recoverability of long-lived assets or groups of assets is assessed based on a comparison of the carrying amount to the estimated future net cash flows. If estimated future undiscounted net cash flows are less than the carrying amount, the asset is considered impaired and expense is recorded at an amount required to reduce the carrying amount to fair value. At December 31, 2014, long-lived assets consisted of capitalized web-design and computer equipment and four vehicles.

Off- Balance Sheet Arrangements

Issuer's off-balance sheet arrangements that have or are reasonably likely to have a current or future effect on the financial condition:

None.

ii. Management's Discussion and Analysis of Financial Condition and Results of Operations.

1. *Full fiscal years.* Discuss the issuer's financial condition, changes in financial condition and results of operations for each of the last two fiscal years. This discussion should address the past and future financial condition and results of operation of the issuer, with particular emphasis on the prospects for the future. The discussion should also address those key variable and other qualitative and quantitative factors that are necessary to an understanding and evaluation of the issuer.

Revenues for the year ended December 31, 2014 were $694,859.00, compared with revenues of $1,582,785.00 for the prior year. The decrease in revenues resulted from the company re-organization and the rescind of several acquisitions that were not conducive to AVEW Holdings Inc.

Company expenses for the year ended December 31, 2014 were $570,035.00 compared with $658,186.00 for 2013. This decrease is reflective of the company's reorganization.

Management anticipates that the company will be forced to make significant structural, capitalization and operation changes in order to maintain operations. Such changes may include searching for merger and acquisition candidates to bolster revenues and market penetration, raising substantial additional capital in order to compete in multiple markets. There is no assurance that the company will be successful in any of these objectives.

iii. Off Balance Sheet Arrangements.

We do not have any off-balance sheet arrangements.

Part E Issuance History

Item XVII List of securities offerings and shares issued for services in the past two years.

List below any events, in chronological order, that resulted in changes in total shares outstanding by the issuer (1) within the two-year period ending on the last day of the issuer's most recent fiscal year and (2) since the last day of the issuer's most recent fiscal year. The list shall include all offerings of securities, whether private or public, and shall indicate:

(i) The nature of each offering (e.g., Securities Act Rule 504, intrastate, etc.);

(ii) Any jurisdictions where the offering was registered or qualified;

(iii) The number of shares offered;

(iv) The number of shares sold;

(v) The price at which the shares were offered, and the amount actually paid to the issuer;

(vi) The trading status of the shares; and

(vii) Whether the certificates or other documents that evidence the shares contain a legend (1) stating that the shares have not been registered under the Securities Act and (2) setting forth or referring to the restrictions on transferability and sale of the shares under the Securities Act.

The list shall also include all shares or any other securities or options to acquire such securities issued for services in the past two fiscal years and any interim periods, describing (1) the securities, (2) the persons or entities to whom such securities were issued and (3) the services provided by such persons or entities. With respect to private offerings of securities, the list shall also indicate the identity of the persons who purchased securities in such private offering; *provided, however,* that in the event that any such person is an entity, the list shall also indicate (a) the identity of each natural person beneficially owning, directly or indirectly, more than five percent (5%) of any class of equity securities of such entity and (b) to the extent not otherwise disclosed, the identity of each natural person who controlled or directed, directly or indirectly, the purchase of such securities for such entity.

During the previous 24 months, the company had the following securities issuances:

- A combined total of 1,488,518,00 shares were sold under an exemption provided by Regulation D of Rule 504 in exchange for total cash proceeds of $196,550. These shares were issued without restrictive legend.
- A combined total of 1,044,906,200 shares were issued under an exemption provided by Rule 144 in exchange for the conversion of notes payable totaling $85,151. These shares were issued bearing a restrictive legend preventing their resale or transfer.
- A total of 1,347,200 shares were issued in exchange for services valued at $1,347. These shares were issued under Rule 144 and bore a restrictive legend preventing their resale or transfer.
- A total of 2,805,000,136 common shares were issued in 2014 on pre-existing ActionView International conversion notes.

Part F Exhibits

Item XVIII Material Contracts.

Asset Purchase Agreement Notes:	Balance	
FPS and Tarragon Homes	$155,000.00	
Convertible Notes Payable:		
Don Maler	$ 25,000	2/21/13
Mike Steele	$ 56,000	6/16/14
Mike Steele	$ 70,000	6/19/14
Clarence Robinson, Jr.	$ 10,000	8/7/14
Monica Muniz Sharp	$ 56,000	9/8/14
Monica Sharp	$ 6,000	9/15/14
RidgePoint Capital	$ 22,000	11/11/14
RidgePoint Capital	$ 20,000	11/25/14
Ridgepoint Capital	$ 6,250	12/12/14
Michael Chavez	$ 50,000	2/21/13
Michael Chavez	$ 24,000	3/31/12

Item XIX Articles of Incorporation and Bylaws.

The Company's Articles of Incorporation and Bylaws were previously submitted. Amendments to the Articles and Bylaws since the last annual filing are attached hereto.

Item XX Purchases of Equity Securities by the Issuer and Affiliated Purchasers.

AVEW has entered into a contract to purchase 51,631,761 common shares from shareholder for $10,000.00 $2,000.00 payment made balance on company 8% interest bearing note. The AVEW directors have also bought 30,000,000 shares in open market with rule 144 label.

Item XXI Issuer's Certifications.

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

Date: April 16, 2014

/s/ Jose Chavez
Jose Chavez
Chief Executive Officer

AVEW Holdings Inc.

Compiled Consolidated Financial Statements

December 31 2014

H B A R D I N
certified • public • accountant

INDEPENDENT ACCOUNTANT'S COMPILATION REPORT

To Management
AVEW Holdings Inc. and its wholly owned subsidiaries
Austin Texas

I have compiled the accompanying consolidated balance sheet of AVEW Holdings Inc. and its wholly owned subsidiaries as of December 31, 2014 and the related consolidated statement of operations for the year then ended and the Consolidated Statement of Cash Flows for the year. I have not audited or reviewed the accompanying consolidated financial statements and, accordingly, do not express an opinion or provide any assurance about whether the consolidated financial statements are in accordance with generally accepted accounting principles.

Management is responsible for the preparation and fair presentation of the consolidated financial statements in accordance with accounting principles generally accepted in the United States of American and for designing, implementing and maintaining internal control relevant to the preparation and fair presentation of the consolidated financial statements.

My responsibility is to conduct the compilation in accordance with Statements on Standards for Accounting and Review Services issued by the American Institute of Certified Public Accountants. The objective of a compilation is to assist management in presenting financial information in the form of consolidated financial statements without undertaking to obtain or provide any assurance that there are no material modifications that should be made to the consolidated financial statements.

Management has elected to omit substantially all of the disclosures ordinarily included in consolidated financial statements prepared under generally accepted accounting principles. If the omitted disclosures were included in the consolidated financial statements, they might influence the user's conclusions about the Company's assets, liabilities, equity, revenues, and expenses. Accordingly, the consolidated financial statements are not designed for those who are not informed about such matters.

Brian Hardin

March 26, 2015



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900 West Avenue • Austin, TX 78701 • 512/708-8654 • Fax 512/708-8658

Avew Holdings Inc.
Consolidated Balance Sheet December 31 2014

Assets			
Current Assets			
Cash in Banks	$ 32,965		
Accounts Receivable	79,143		
Other current assets	2,695		
Total Current Assets		$	114,803
Fixed & Other Assets			
Furniture and fixtures at cost	88,397		
Less accumulated Depreciation and Amortization	(28,242)		60,155
Intangible Assets			
Goodwill - excess of purchase contract over net assets			229,619
Total Assets		$	404,577
Liabilities and Stockholders' Equity			
Current Liabilities			
Accounts payable and accrued expenses		$	253,290
Long term portion of convertible and non convertible notes payable			391,350
Billings in Excess of Earnings			57,385
Shareholders' Equity (Deficit)			
Common Stock	314,805		
Preferred Stock	50,000		
Retained Earnings (deficit) beginning of year	(456,408)		
Adjustments to the opening balance of retained earnings	158,418		
Net loss for the year ended ended 12/31/14	(364,263)		
Deficit at end of period			(297,448)
Total Liabilities and Deficit		$	404,577

See Accountant's Compilation Report

Avew Holdings Inc.
Consolidated Income of Operations Year Ended December 31 2014

Revenues		
Construction and Service Income	$	752,244
Less in Billings in Excess of Earnings		(57,385)
Total Revenue		694,859
Cost of Revenue		
Cost of Construction and Service		489,087
Net Revenue		205,772
Less Expenses		
Advertising		70,276
Salaries and wages		221,587
Insurance		26,920
Auto and Travel		34,384
Rent, utilities		37,629
Interest Expense		18,056
Depreciation and amortization		18,700
Fees		55,093
Other operating expense		87,390
Total Expenses		570,035
Net Income (Loss)	$	(364,263)

See Accountant's Compilation Report

Avew Holdings Inc.
Consolidated Statement of Cash Flows
Year Ended December 31 2014

Operating Activities	
Net Income (loss)	$ (364,263)
Adjustments to reconcile Net Income to net cash provided by operations:	
Depreciation and amortization	18,700
Accounts Receivable	(64,728)
Billings in excess of earnings	57,385
Accounts payable and accrued expenses	79,330
Net Cash provided by Operating Activities	(273,576)
Investing Activities	
Purchase of Goodwill	(146,781)
Fixed Assets	(55,515)
Net Cash provided by Investing Activities	(202,296)
Financing Activities	
Long term portion of notes payable	150,694
Common Stock issued	289,660
Preferred Stock issued	50,000
Net Cash provided by Financing Activities	490,354
Net Cash Increase (Decrease) for period	14,482
Cash at beginning of period-restated for acquisitions	18,483
Cash at end of period	$ 32,965

See Accountants Compilation Report

ACTIONVIEW INTERNATIONAL, INC.

12444 Research Blvd Suite 102
Austin, TX 78759 United States

Phone: 512-554-4200
chavezgroup10@gmail.com
www.actionviewinternational.ca

Shareholder List

Cutoff Date: 12/31/2014
Run On: 2/27/2015

Includes Good Addresses & Bad Addresses
Includes All Securities
Outstanding Stocks Only
Includes Non-Restricted & Restricted Stocks
Order Total Shares by Ascending

Security	# of Shareholders	Shares Issued	Outstanding	Non-Restricted	Restricted	Authorized
Common	252	5,791,310,800	5,791,310,800	5,206,844,936	584,465,864	10,000,000,000
Preferred A	2	100,000	100,000	0	100,000	50,000,000

TRANSFER online
A Stock Transfer Agent

512 SE Salmon Street
Portland, OR 97214-3444
2nd Floor

Phone: 503-227-2950
Fax: 503-227-6874
info@transferonline.com
www.transferonline.com

Certified By: _____ Date: _____

OTC Markets

OTC Pink® Basic Disclosure Guidelines

Federal securities laws, such as Rules 10b-5 and 15c2-11 of the Securities Exchange Act of 1934 ("Exchange Act") as well as Rule 144 of the Securities Act of 1933 ("Securities Act"), and state Blue Sky laws, require issuers to provide *adequate current information* to the public markets. With a view to encouraging compliance with these laws, OTC Markets Group has created these OTC Pink Basic Disclosure Guidelines. We use the basic disclosure information provided by OTC Pink companies under these guidelines to designate the appropriate tier in the OTC Pink marketplace: Current, Limited or No Information. OTC Markets Group may require companies with securities designated as Caveat Emptor to make additional disclosures in order to qualify for OTC Pink Current Information tier.

Qualifications for the OTC Pink - Current Information Tier

Companies that make the information described below publicly available on a timely basis (90 days after fiscal year end for Annual Reports; 45 days after each fiscal quarter end for Quarterly Reports) qualify for the Current Information Tier. Financial reports must be prepared according to U.S. GAAP or IFRS, but are *not required to be audited* to qualify for the OTC Pink Current Information tier.

Initial Qualification:

1. Subscribe to the OTC Disclosure & News Service on www.OTCIQ.com to publish your financial reports and material news.

2. Create the following documents, save them in PDF format and upload them via www.OTCIQ.com:
   - Annual Financial statements (Document must Include: Balance Sheet, Income Statement, Statement of Cash Flows, Notes to Financial Statements) for the previous two fiscal years. If these reports are audited, please attach the audit letter from the PCAOB registered audit firm. Each year's Annual Financial statements should be posted separately under the report type "Annual Report" in OTCIQ.
   - Any subsequent Quarterly Reports since the most recent Annual Report.
   - The most recent fiscal period end report should also include information in accordance with these OTC Pink Basic Disclosure Guidelines; use the fillable form beginning on page 3.

3. If financial reports are not audited by a PCAOB registered audit firm:
   - Submit a signed Attorney Letter Agreement (first two pages of the Attorney Letter Guidelines).
   - After following the appropriate procedures with a qualified attorney, upload an Attorney Letter complying with Attorney Letter Guidelines through your otciq.com account.

Ongoing Qualification:

1. **For each Fiscal Quarter End**, upload a Quarterly Report via www.OTCIQ.com within **45** days of the quarter end. (A separate quarterly report is not required for the 4th quarter.) The Quarterly Report should include:
   - Information in accordance with these OTC Pink Basic Disclosure Guidelines -- use the fillable form beginning on page 3.
   - Quarterly financial statements (Balance Sheet, Income Statement, Statement of Cash Flows, Notes to Financial Statements).
   - No Audit Letter or Attorney Letter is required.

2. **For each Fiscal Year End**, upload an Annual Report within **90 days** of the fiscal year end. The Annual Report should include:
   - Information in accordance with these OTC Pink Basic Disclosure Guidelines -- use the fillable form beginning on page 3.
   - Annual financial statements (Balance Sheet, Income Statement, Statement of Cash Flows, Notes to Financial Statements, and Audit Letter, if the financial statements are audited).

3. If financial reports are not audited by a PCAOB registered audit firm, upload an Attorney Letter via www.OTCIQ.com complying with the Attorney Letter Guidelines within **120 days** of the fiscal year end.

Qualifications for the OTC Pink - Limited Information Tier

Companies that make the information described below publicly available within the prior 6 months qualify for the Limited Information Tier.

1. Subscribe to the OTC Disclosure & News Service on www.OTCIQ.com to publish your financial reports and material news.
2. Create a Quarterly Report or Annual Report for a fiscal period ended within the previous 6 months, save it in PDF format and upload it via www.OTCIQ.com. The Quarterly Report or Annual Report includes:
   - Balance Sheet, Income Statement, and Total Number of Issued and Outstanding Shares. Financial statements must be prepared in accordance with US GAAP, but are not required to be audited. (Please note that Cash Flow Statements are not required to qualify for the Limited Information tier; however, unless the financial statements include a Cash Flow Statement, no financial data will be included in the OTC Financials Data Service, which distributes company financial data to online investor portals and makes the data available on your company's Financials tab on www.otcmarkets.com)
   - A company in the Limited Information tier, may, but is not required to, include information in accordance with these OTC Pink Basic Disclosure Guidelines using the fillable form beginning on page 3.

Current Reporting of Material Corporate Events

OTC Markets Group encourages companies to make public disclosure available regarding corporate events that may be material to the issuer and its securities. Persons with knowledge of such events would be considered to be in possession of material nonpublic information and may not buy or sell the issuer's securities until or unless such information is made public. If not included in the issuer's previous public disclosure documents or if any of the following events occur after the publication of such disclosure documents, the issuer shall publicly disclose such events by disseminating a news release within 4 business days following their occurrence, and posting such news release through the OTC Disclosure & News Service.

Material corporate events include:

- Entry or Termination of a Material Definitive Agreement
- Completion of Acquisition or Disposition of Assets, Including but not Limited to mergers
- Creation of a Direct Financial Obligation or an Obligation under an Off-Balance Sheet Arrangement of an Issuer
- Triggering Events That Accelerate or Increase a Direct Financial Obligation or an Obligation under an Off-Balance Sheet Arrangement
- Costs Associated with Exit or Disposal Activities
- Material Impairments
- Sales of Equity Securities
- Material Modification to Rights of Security Holders
- Changes in Issuer's Certifying Accountant
- Non-Reliance on Previously Issued Financial Statements or a Related Audit Report or Completed Interim Review
- Changes in Control of Issuer
- Departure of Directors or Principal Officers; Election of Directors; Appointment of Principal Officers
- Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year
- Amendments to the Issuer's Code of Ethics, or Waiver of a Provision of the Code of Ethics
- Other events the issuer considers to be of importance

OTC Pink Basic Disclosure Guidelines

1) Name of the issuer and its predecessors (if any)

In answering this item, please also provide any names used by predecessor entities in the past five years and the dates of the name changes.

AVEW HOLDINGS Inc. 02/25/2014
NYBD Holdings Inc. 11/20/2012
ActionView International Inc. 8/20/2003

2) Address of the issuer's principal executive offices

Company Headquarters
Address 1: 12129 FM 620
Suite 605
Austin, TX 78750
Address 2: _____
Address 3: _____
Phone: 512-554-4200
Email: Jchavez@avewholdings.com
Website(s): www.avewholdings.com

IR Contact
Address 1: 12129 FM 620 #605
Austin, TX 78750
Address 2: _____
Address 3: _____
Phone: 512-436-9496
Email: jay@avewholdings.com
Website(s): www.avewholdings.com

3) Security Information

Trading Symbol: AVEW
Exact title and class of securities outstanding: common
CUSIP: 00506R208
Par or Stated Value: .001
Total shares authorized: 10,000,000,000 as of: 9/30/2014
Total shares outstanding: 5,791,310,800 as of: 12/31/2014

Additional class of securities (if necessary):
Trading Symbol: AVEW
Exact title and class of securities outstanding: Preferred
CUSIP: 00506R208
Par or Stated Value: .001
Total shares authorized: 50,000,000 as of: 9/30/2014
Total shares outstanding: 100,000 as of: 12/31/2014

Transfer Agent
Name: Transfer Online, Inc.
Address 1: 512 SE Salmon ST

Portland, OR 97214
Address 2: ____
Address 3: ____
Phone: 503-227-2950
Is the Transfer Agent registered under the Exchange Act?* Yes: X☐ No: ☐

*To be included in the OTC Pink Current Information tier, the transfer agent must be registered under the Exchange Act.

List any restrictions on the transfer of security:

N/A

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

N/A

List any stock split, stock dividend, recapitalization, merger, acquisition, spin-off, or reorganization either currently anticipated or that occurred within the past 12 months:

Acquisitions: 1. Austex Holdings Inc. **Rescinded**
2. Fantastic pool services 2/01/2014
3. Austin Premier Pools & Spas 2/15/2014
4. JD Construction Austin Patio & Outdoor Living) 6/10/2014 (closed 12-15-2014)
5. Definitive Agreement to acquire Countryside Nursery & Landscape Inc. 9/16/2014
6. Definitive Agreement Kustom Fence & Construction 9/8/2014
7. Tarragon Homes LLC 10-15-2014
8. LOI Diamond Head Pools, **Rescinded**
9. Prostar Dirt Works Inc. **Rescinded**
10. Metroplex Commercial Pools 12-29-2014

4) Issuance History

List below any events, in chronological order, that resulted in changes in total shares outstanding by the issuer in the past two fiscal years and any interim period. The list shall include all offerings of equity securities, including debt convertible into equity securities, whether private or public, and all shares or any other securities or options to acquire such securities issued for services, describing (1) the securities, (2) the persons or entities to whom such securities were issued and (3) the services provided by such persons or entities. The list shall indicate:

A. The nature of each offering (e.g., Securities Act Rule 504, intrastate, etc.);

NO Change

B. Any jurisdictions where the offering was registered or qualified;

N/A

C. The number of shares offered;

N/A

D. The number of shares sold;

N/A

E. The price at which the shares were offered, and the amount actually paid to the issuer;

N/A

F. The trading status of the shares; and

N/A

G. Whether the certificates or other documents that evidence the shares contain a legend (1) stating that the shares have not been registered under the Securities Act and (2) setting forth or referring to the restrictions on transferability and sale of the shares under the Securities Act.

N/A

5) Financial Statements

Provide the financial statements described below for the most recent fiscal year end or quarter end to maintain qualification for the OTC Pink Current Information tier. For the initial disclosure statement (qualifying for Current Information for the first time) please provide reports for the two previous fiscal years and any interim periods.

A. Balance sheet;
B. Statement of income;
C. Statement of cash flows;
D. Financial notes; and
E. Audit letter, if audited

The financial statements requested pursuant to this item shall be prepared in accordance with US GAAP by persons with sufficient financial skills.

You may either (i) attach/append the financial statements to this disclosure statement or (ii) post such financial statements through the OTC Disclosure & News Service as a separate report using the appropriate report name for the applicable period end. ("Annual Report," "Quarterly Report" or "Interim Report").

If you choose to publish the financial reports separately as described in part (ii) above, you must state in the accompanying disclosure statement that such financial statements are incorporated by reference. You may reference the document(s) containing the required financial statements by indicating the document name, period end date, and the date that it was posted to otciq.com in the field below.

Annual Report Year End December 2014 posted March 30, 2015
Annual Report Year end December 2013 posted may 6, 2014

Quarterly Report	**March 31, 2014 posted June 5, 2014**
Quarterly Report	June 30, 2014 posted August 4, 2014 amended September 17,2014
Quarterly Report	September 30, 2014 posted October 31, 2014

Information contained in a Financial Report is considered current until the due date for the subsequent Financial Report. To remain in the OTC Pink Current Information tier, a company must post its Annual Report within 90 days from its fiscal year-end date and Quarterly Reports within 45 days of its fiscal quarter-end date.

6) Describe the Issuer's Business, Products and Services

Describe the issuer's business so a potential investor can clearly understand the company. In answering this item, please include the following:

A. a description of the issuer's business operations;

AVEW Holdings Inc. is a high end pool design and construction, pool service and maintenance, landscaping, outdoor living design and construction company servicing Central Texas. The Pool construction is done by Austin Premier Pools & Spas and by Metroplex Commercial Pools. The pool service and maintenance is done by Fantastic Pool Services and the outdoor living design and construction is done by Austin Patio & Outdoor Living. Tarragon Homes is

a custom home builder and remodel company. These four companies are subsidiaries of AVEW Holdings Inc. AVEW Holdings Inc. business model is to grow horizontal and vertically through in house growth and through acquisitions of companies in the same industry.

B. Date and State (or Jurisdiction) of Incorporation:

1986, Nevada

C. the issuer's primary and secondary SIC Codes;

1700 Construction- Special Trade Contractors

D. the issuer's fiscal year end date;

December 31, 2014

E. principal products or services, and their markets;

Construction- Special Trade Contractors
Pool construction, Pool Design, pool services, landscape, out door living design and construction

7) Describe the Issuer's Facilities

The goal of this section is to provide a potential investor with a clear understanding of all assets, properties or facilities owned, used or leased by the issuer.

In responding to this item, please clearly describe the assets, properties or facilities of the issuer, give the location of the principal plants and other property of the issuer and describe the condition of the properties. If the issuer does not have complete ownership or control of the property (for example, if others also own the property or if there is a mortgage on the property), describe the limitations on the ownership.

If the issuer leases any assets, properties or facilities, clearly describe them as above and the terms of their leases.

Lease, 2700 Sq ft of Class A office space in Austin, Texas
Assets of company, five service trucks, and construction equipment, office furniture, office computers and office miscellaneous equipment

8) Officers, Directors, and Control Persons

The goal of this section is to provide an investor with a clear understanding of the identity of all the persons or entities that are involved in managing, controlling or advising the operations, business development and disclosure of the issuer, as well as the identity of any significant shareholders.

A. Names of Officers, Directors, and Control Persons. In responding to this item, please provide the names of each of the issuer's executive officers, directors, general partners and control persons (control persons are beneficial owners of more than five percent (5%) of any class of the issuer's equity securities), as of the date of this information statement.

Jose Chavez, CEO
James Ling, President
Neal Puckett, Director
Mike Sharp, Director

B. Legal/Disciplinary History. Please identify whether any of the foregoing persons have, in the last five years, been the subject of:

1. A conviction in a criminal proceeding or named as a defendant in a pending criminal proceeding (excluding traffic violations and other minor offenses);

   None

2. The entry of an order, judgment, or decree, not subsequently reversed, suspended or vacated, by a court of competent jurisdiction that permanently or temporarily enjoined, barred, suspended or otherwise limited such person's involvement in any type of business, securities, commodities, or banking activities;

   None

3. A finding or judgment by a court of competent jurisdiction (in a civil action), the Securities and Exchange Commission, the Commodity Futures Trading Commission, or a state securities regulator of a violation of federal or state securities or commodities law, which finding or judgment has not been reversed, suspended, or vacated; or

   None

4. The entry of an order by a self-regulatory organization that permanently or temporarily barred suspended or otherwise limited such person's involvement in any type of business or securities activities.

   None

C. Beneficial Shareholders. Provide a list of the name, address and shareholdings or the percentage of shares owned by all persons beneficially owning more than ten percent (10%) of any class of the issuer's equity securities. If any of the beneficial shareholders are corporate shareholders, provide the name and address of the person(s) owning or controlling such corporate shareholders and the resident agents of the corporate shareholders.

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9) Third Party Providers

Please provide the name, address, telephone number, and email address of each of the following outside providers that advise your company on matters relating to operations, business development and disclosure:

Legal Counsel
Name: Joseph L. Pittera
Firm: _____
Address 1: 2214 Torranace Blvd, suite 101
Torrance, CA 90501
Address 2: _____
Phone: 310-328-3588
Email: jpitteralaw@gmail.com

Accountant or Auditor
Name: Brian Hardin
Firm: Hardin CPA
Address 1: 900 West Ave
Austin, TX 78701
Address 2: _____
Phone: 512-708-8654
Email: info@lincoln-tax.net

Investor Relations Consultant
Name:

Firm:
Address 1:
Address 2: _____
Phone:
Email:

Other Advisor: Any other advisor(s) that assisted, advised, prepared or provided information with respect to this disclosure statement.
Name: none
Firm: _____
Address 1: _____
Address 2: _____
Phone: _____
Email: _____

10) Issuer Certification

The issuer shall include certifications by the chief executive officer and chief financial officer of the issuer (or any other persons with different titles, but having the same responsibilities).

The certifications shall follow the format below:

I, Jose Chavez certify that:

1. I have reviewed this Quarterly Disclosure Statement of AVEW Holdings Inc;

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

3. Based on my knowledge, the financial statements, and other financial information included or incorporated by reference in this disclosure statement, fairly present in all material respects the financial condition, results of operations and cash flows of the issuer as of, and for, the periods presented in this disclosure statement.

09/31/14 [Date]

Jose Chavez [CEO's Signature]

JC [CFO's Signature]
(Digital Signatures should appear as "/s/ [OFFICER NAME]")

CEO [Title]