

# **ACTIONVIEW INTERNATIONAL, INC.**

## **Annual Report**

December 31, 2013

## **Part A - General Company Information**

**Item I - The exact name of the issuer.**

ActionView International, Inc.

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

ActionView International, Inc.

12129 FM 620 # 605

Austin, TX 78750

Phone: 1-512-436-9496

URL: [www.AVEWHoldings.com](http://www.AVEWHoldings.com)

Investor Relations: James Ling  
512-436-9496  
[investors@avewholdings.com](mailto:investors@avewholdings.com)

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

ActionView International, 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 one vote per share 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
<i>Common:</i>					
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
<i>Preferred:</i>					
12/31/11	50,000,000	100,000	0	3	3
12/31/13	50,000,000	100,000	0	1	1

**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.**

ActionView International, Inc. (the "Company"), 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, 6126421 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](http://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 31 as 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 identified 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 have not been issued until such time that AVEW formalizes an accounts payable plan left in place and assesses the asset values of Austex Holdings Inc per the conditions 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 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, Austex 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 international and regional design awards.

The Company owns the URL addresses [www.avewholdings.com](http://www.avewholdings.com). The company revenues are generated through a combination of direct sales, referrals and high-end Magazine advertisements. In addition to pool design and construction, the company offers full landscaping and monthly pool service plans. 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 2012 revenues of \$2,594,956 and \$1,582,785 in 2013.

There are over eight pool construction companies in the Central Texas region, which compete with the company. 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 licenses in the State of Texas and complies with all state rules and regulations governing construction services. In addition, the Company carries a two million dollar per occurrence liability insurance covering all participants and the client.

Since the acquisitions, ActionView has spent approximately \$180,000 in reorganization, web development, over head, and marketing expenses.

The Company currently has two employees in addition to its officers and directors. About eighty five percent (85%) of all construction work has been provided by third-party 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	(3)
Sales and Design	(3)
Marketing	(2)
Administration & Finance	(2)

The Company is not subject to any collective bargaining agreements and does not have any employment contracts in place.



**Item IX The nature of products or services offered.**

AVEW provides a custom design and pool construction service with the 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.

***www.avewholdings.com***

The Company's website, [www.avewholdings.com](http://www.avewholdings.com) is also web-based social network focusing on high quality pool designs and construction expertise.

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, 2010.

***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 60% of current business is referral, 30% from Internet exposure and 10% 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 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: 1-512-436-9496

Name of employers, titles and dates of positions held during past five years with an indication of job responsibilities: Mr. Chavez is a degreed Electrical Engineer from University Texas El Paso with over 35 years



of 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 Action View International 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; 100,000 shares preferred stock

Title; President. Board Director

Name; James Ling

Age; 69

Name of employers, titles and dates of position held during past five years with indication of job responsibilities: 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 has a 45 year back ground in 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

Name of employers, titles and dates of position held during past five years with indication of job responsibilities: 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 and 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: VP, Board Director

Name: Mike Sharp

Age: 46

Name of employers, titles and dates of positions held during past five years with indication of job responsibilities: 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 Inc. Mr. Sharp studied Business and Psychology at Texas State University (formerly Southwest Texas State). He currently runs 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 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; 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 not engaged in any related party transactions.

**E. Disclosure of Conflicts of Interest.**

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.**

<b>Class of Shares</b>	<b>No. of Shares Held</b>	<b>% of Total</b>
Jose Chavez 12129 FM 620 #605 Austin, TX 78750		
Preferred "A"	100,000	100%



**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 – Lance Miyatovich, North Central Ave., Suite 1400, Phoenix, AZ (206)947-6482  
[lmiyatovich@msn.com](mailto:lmiyatovich@msn.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 Consultant – Gemini Communications, 29970 Technology Dr., Murrieta, CA 92563; 951-200-4107; [investors@avewholdings.com](mailto:investors@avewholdings.com)
7. 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.**

**A. 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.

ActionView International, Inc. is the parent company of Austex Holdings Inc., a wholly-owned operating subsidiary that designs and constructs custom pools in the Central Texas Region.

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 subsidiary, Austex Holdings Inc., which designs and constructs custom pools in the Central Texas area.

**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 and, remodel and pool services contracts. 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 September 30, 2013, long-lived assets consisted of capitalized web-design and computer equipment and three 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.

## **B. 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, 2013 were \$1,582,785.00, compared with revenues of \$1,979,967.00 for the prior year. The decrease in revenues resulted from the company re organization.

Company expenses for the year ended December 31, 2013 were \$658,186.00 compared with \$----- for 2012. This decrease is reflective of the company's reorganization.

Management anticipates that the company will be forced to make significant structural, capitalization and operations 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.

## **C. 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 1,488,518,000 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.

## **Part F Exhibits**

### **Item XVIII Material Contracts.**

None

**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.**

None.

**Item XXI Issuer's Certifications.**

I, Jose Chavez, certify that: 1. I have reviewed this annual disclosure statement of ActionView International, 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.

Date: April 16, 2014

/s/ Jose Chavez  
Jose Chavez  
Chief Executive Officer



**ACTIONVIEW INTERNATIONAL, INC.**

**CONSOLIDATED FINANCIAL STATEMENTS**

**As of December 31, 2013**

**(Unaudited)**



## INDEPENDENT ACCOUNTANT'S COMPILATION REPORT

To Management

ActionView International Inc. and its wholly owned subsidiary  
Austin Texas

I have compiled the accompanying consolidated balance sheet of ActionView International Inc and its wholly owned subsidiary as of December 31, 2013 and the related consolidated statement of operations for the year then ended. 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 America 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 and the statement of cash flows. If the omitted disclosures and the statement of cash flows 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

April 8, 2014

A handwritten signature in black ink that reads "Brian Hardin CPA".

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ActionView International, Inc

Consolidated Balance Sheet December 31, 2013

**Assets**

Current Assets		
Cash in Banks	\$ (26)	
Accounts Receivable	9,277	
Loans and employee advances	20,382	
Receivables - related party	9,799	
Other current assets	3,677	
Total Current Assets		\$ 43,109
Fixed & Other Assets		
Furniture and fixtures at cost	89,573	
Less accumulated Depreciation and Amortization	(34,366)	55,207
Total Assets		<u>\$ 98,316</u>

**Liabilities and Stockholders' Equity**

Current Liabilities		
Accounts payable and accrued expenses	443,449	
Total Current Liabilities		\$ 443,449
Notes payable- related parties	66,000	
Long term portion of notes payable	13,575	
Total Other		79,575
Shareholders' Equity		
Common Stock	10,145	
Additional paid in capital	21,555	
Retained Earnings (deficit) beginning of year	(265,368)	
Net loss for period	(191,040)	
Deficit at end of period		(424,708)
Total Liabilities and Equity		<u>\$ 98,316</u>

P.M.

ActionView International Inc.

Consolidated Statement of Operations - December 31, 2013

**Revenues**

Construction Income	\$	1,581,460
Other income		1,325

<b>Total Revenue</b>	\$	<u>1,582,785</u>
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**Cost of Revenue**

Cost of Construction	<u>1,113,274</u>
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<b>Net Revenue</b>	469,511
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**Less Expenses**

Advertising	26,267
Salaries and wages	366,260
Compensation Expenses	10,800
Auto and Travel	30,714
Rent, utilities	37,586
Taxes - payroll and property	28,095
Interest Expense	3,150
Depreciation and amortization	18,784
Fees	63,000
Other operating expense	60,049
Bad Debt Expense	13,481

<b>Total Expenses</b>	<u>658,186</u>
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<b>Net Income (Loss)</b>	(188,675)
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Loss on Disposal of Assets	(2,365)
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<b>Net Income (Loss)</b>	<u>\$ (191,040)</u>
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**ActionView International, Inc.**  
**Statement of Shareholders Deficit**  
**(Unaudited)**

	Common Shares		Preferred Shares		Additional Paid-In Capital	Accumulated Deficit
	Shares	Amount	Shares	Amount		
Balance at December 31, 2010	465,228,600	465,228	-	-	(46,050)	(432,855)
Shares issued in exchange for cash	804,208,000	804,208	-	-	(654,958)	-
Shares issued for debt	61,217,000	61,217	-	-	(27,566)	-
Shares issued for services	1,347,200	1,347	-	-	-	-
Shares issued for intellectual property	-	-	100,000	100	-	-
Net loss	-	-	-	-	-	(309,589)
Balance at December 31, 2011	1,332,000,800	\$1,332,000	100,000	\$100	\$(728,574)	\$(742,444)
Shares issued for debt	983,689,200	983,700	-	-	(932,200)	-
Shares issued for cash	684,310,000	684,300	-	-	(637,000)	-
Net loss	-	-	-	-	-	(64,333)
Balance at December 31, 2012	3,000,000,000	\$3,000,000	100,000	\$100	\$(2,297,774)	\$(806,777)
Balance at December 31, 2013	2,986,310,500	\$2,986,311	100,000	\$100	\$21,555	\$(424,708)

The accompanying notes are an integral part of these consolidated financial statement

**ACTIONVIEW INTERNATIONAL, INC**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**  
**December 31, 2011**  
**(Unaudited)**

**NOTE 1 -BASIS OF PRESENTATION**

*Unaudited Consolidated Financial Statements*

The accompanying unaudited consolidated financial statements have been prepared in accordance with United States generally accepted accounting principles. They may not include all information and footnotes required by United States generally accepted accounting principles for complete financial statement disclosure. In the opinion of Management, all adjustments considered necessary for a fair presentation, consisting solely of normal recurring adjustments, have been made. These consolidated financial statements contain the balance sheet, statements of operations and cash flows, and equity statement of ActionView International, Inc. and its wholly-owned subsidiary, Austex Holdings Inc..

*Going concern*

These unaudited consolidated financial statements have been prepared in accordance with United States generally accepted accounting principles, on a going concern basis, which contemplates the realization of assets and the satisfaction of liabilities and commitments in the normal course of business. The continuing operations of the Company is dependent upon the ability of the Company to obtain necessary financing to fund its working capital requirements, and upon future profitable operations. The accompanying financial statements do not include any adjustments relative to the recoverability and classification of asset carrying amounts or the amount and classification of liabilities that might result from the outcome of this uncertainty. There can be no assurance that capital will be available as necessary to meet the Company's working capital requirements or, if the capital is available, that it will be on terms acceptable to the Company. The issuances of additional equity securities by the Company may result in dilution in the equity interests of its current stockholders. Obtaining commercial loans, assuming those loans would be available, will increase the Company's liabilities and future cash commitments. If the Company is unable to obtain financing in the amounts and on terms deemed acceptable, the business and future success may be adversely affected. Management intends to finance operating costs over the next twelve months with private placement of capital stock and loans.

*Share Exchange*

In August 2009, ActionView consummated a share exchange with MatchFights, LLC. ("MatchFights"), a privately-held sports entertainment promoter. As a result of the transaction, ActionView agreed to issue a total of 100,000 new shares of Preferred Stock in exchange for 100% of MatchFights ownership units. Since ActionView's prior operation were sold immediately after the share exchange, the Company has treated the transaction as a reverse merger for accounting purposes. Accordingly, all financial information presented prior to the date of the share exchange is that of MatchFights exclusive of ActionView operations or assets. In addition, shares held by ActionView shareholders at the time of the share exchange have been treated as shares issued by MatchFights. The accompanying financial statements represent the consolidated operations of ActionView and MatchFights, collectively referred to hereafter as "the Company."

**NOTE 2 – LOANS PAYABLE**

During the year ended December 31, 2012, the Company issued a total of \$17,755 in notes payable to unrelated third parties in exchange for operating capital. \$51,000 in previously issued notes were due and payable were converted into 983,689,200 shares of restricted common stock. As of December 31, 2012, all of the note are due and payable and earn interest at 8% per annum.

During the year ended December 31, 2013, the company issued a total of \$74,000 in notes payable to previous officers of the company and \$77,000 notes payable to unrelated third parties. As of December 31, 2013 all the notes are due and payable and earn interest at 8% per annum.



### NOTE 3 – COMMON STOCK

The company has not issued any common stock 2013. The company transferred all preferred class “A” stock to Jose Chavez on March 2013.

### NOTE 4 – SUBSEQUENT EVENTS

Subsequent to December 31, 2012, the Company agreed to a transaction involving the Preferred Series A shareholders, pursuant to which ownership of the Series A stock was transferred to unrelated third parties. The effect of this transaction was to transfer control of the company to such individuals. The new Series A shareholders have subsequently named Jose Chavez to the Board of Directors and accepted the resignation of Joe Wooten as Chief Executive Officer, Chief Financial Officer, Secretary and Director. Management accepted a proposal to merge the operations of Austin Estate Buyers LLC, DBA Gold Buyers of Austin into ActionView International and to sell MatchFights, LLC to Mr. Wooten in exchange for the assumption by Mr. Wooten of all liabilities, contracts and obligations associated with MatchFights. Gold Buyers of Austin operates retail stores specializing in the purchase and sale of gold. The Company will treat this transaction as a reverse merger for accounting purposes. Accordingly, all future financial information presented prior to the date of the share exchange will reflect the operations of Gold Buyers of Austin, exclusive of the operations of MatchFights.

In September 26, 2013 the company entered into a agreement for Stock with Austex Holdings Inc. a Nevada Corporation doing business in Texas for acquisition of Austex Holdings Inc. No stock has been exchange as of December 31, 2013. The agreement calls for a value of \$100,000 in shares of stock at a future post split. The company is still reviewing the assets and operations of Austex Holdings Inc. The previous CEO and officers of Austex resigned and Jose Chavez was named CEO. S