

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

OTC Markets Group Inc.

OTC Pink Basic Disclosure Guidelines (v1.1 April 25, 2013)

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](http://www.OTCIQ.com) 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: 711 N Bell
Suite A
Cedar Park TX 78613

Address 2: _____
Address 3: _____
Phone: 512-554-4200
Email: jchavez@avewholdings.com
Website(s): www.avewholdings.com

IR Contact

Address 1: 711 N Bell Suite A
Cedar Park, TX 78613
Address 2: _____
Address 3: _____
Phone: 512-243-8498
Email: jchavez@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: 5,000,000,000 as of: 03/31/2017
Total shares outstanding: 887,116,722 as of: 03/31/2017

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: 03/31/2017
Total shares outstanding: 100,000 as of: 03/31/2016

Transfer Agent

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

OTC Markets Group Inc.

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. Tarragon Homes LLC	10-15-2014
2. Aview Real Estate Acquisitions	02-16-2015
3. Austin Estate Buyers RE-Activated	May 2016

Stock Splits On July 30, 2015 the company completed a reverse split of the total outstanding shares of the company's common stock on a 300-for-1 basis. Prior to this transaction, the total shares outstanding were 8,646,310,800. Immediately following the split, the total outstanding shares were 28,821,036.

Concurrent with the above split, the total authorized number of common shares was reduced from 10,000,000,000 to 80,000,000. In June 2016, AVEW filed an amendment to increase authorized common shares to 5,000,000,000.

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:

During the quarter ended December 31, 2016, the company had the following security issuances:

- 635,002,019 shares of restricted common issued for debt conversions and notes payables in the amount of \$215,805.00 and additional 333,667 shares of restricted common stock for services totaling \$701.00

During the quarter ended June 30, 2016, the company issued 506,141,164 of restricted common issued shares for debt and accrued salaries totaling \$89,135.00

The common shares were issued bearing a legend restricting their sale or transfer pursuant to Rule 144 of the Securities Act.

5) Financial Statements

OTC Markets Group Inc.

OTC Pink Basic Disclosure Guidelines (v1.1 April 25, 2013)

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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 otcq.com in the field below.

Quarterly Report	March 31, 2017 attached
Annual Report	December 31, 2016 posted
Quarterly Report	June 31, 2016 posted
Quarterly Report Extension	June 31, 2016 posted August 22, 2016
Quarterly Report	March 31, 2016 posted July 11, 2016
Annual Report	December 31, 2015 posted June 3, 2016
Quarterly Report	September 30, 2015 posted November 30, 2015
Quarterly Report	June 30, 2015 posted August 17, 2015
Quarterly Report	March 31, 2015 posted March 30, 2015
Annual Report	Year end December 2014 posted March 30, 2015
Quarterly Report	September 30, 2014 posted October 31, 2014
Annual Report	December 2013 posted may 6, 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 precious metal dealer in retail, whole sale and a precious metal recovery operation. Austin Estate Buyers is a three-year-old precious metal dealer, which was the original business model for AVEW Holdings. The precious metal industry is on a high growth path. AVEW Holdings has opened a precious metal dealer retail store in Cedar Park, Texas.

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

1986, Nevada

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

59449901 Jewelry, precious stones precious metals
1700 Construction- Special Trade Contractors

D. the issuer's fiscal year end date;

December 31, 2017

E. Principal products or services, and their markets;

Precious Metal Dealers
Construction- Special Trade Contractors

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.

The company leases 1300, square feet of class A retail and office space in Cedar Park, Texas.

Assets of company: service trucks, 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

- 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.

Jose Chavez	60,000 shares Series A Preferred (60%)
Joe Wooten	40,000 shares Series A Preferred (40%)

For both individuals, the address is 711 N Bell Suite A, Cedar Park, Texas 78613

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 Pittera

Firm: _____

Address 1: 2214 Torrance, Blvd, suite 101
Torrance, CA 90501

Address 2: _____

Phone: 310-328-3588

Email: jpitteralaw@gmail.com

Accountant or Auditor

Name: _____

Firm: Kalimah, Ltd

Address 1: 2700 Shelter Island Dr.
San Diego, CA 92106

Address 2: _____

Phone: 835-220-0515

Email: _____

Investor Relations Consultant

Name: none

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 Year End 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.

05/24/17 [Date]



Jose Chavez

CEO



Jose Chavez
CFO

AVEW HOLDINGS, INC.
Balance Sheets

	March 31, 2017	December 31, 2016
<u>ASSETS</u>		
CURRENT ASSETS		
Cash in bank	\$ 4,700	\$ 4,748
Other current assets	4,182	4,182
	<u>8,882</u>	<u>8,930</u>
Total current assets		
FIXED & OTHER ASSETS		
Plant and equipments at cost	85,036	85,036
Less: Accumulated depreciation and amortization	(70,729)	(67,190)
Total fixed & other assets	<u>14,307</u>	<u>17,846</u>
INTANGIBLE ASSETS		
Goodwill - excess of purchase contract over net assets	144,772	144,772
TOTAL ASSETS	<u>\$ 167,961</u>	<u>\$ 171,548</u>
<u>LIABILITIES AND STOCKHOLDERS' DEFICIT</u>		
LIABILITIES		
CURRENT LIABILITIES		
Accrued liabilities	\$ 32,382	\$ -
Derivative liabilities	-	1,124,012
Total current liabilities	<u>32,382</u>	<u>1,124,012</u>
LONG-TERM LIABILITIES		
Convertible notes payable (Unamortized Debt Discount, \$24,200 and \$74,200, respectively)	298,400	255,893
Total Long-Term Liabilities	<u>298,400</u>	<u>255,893</u>
TOTAL LIABILITIES	<u>330,782</u>	<u>1,379,905</u>
STOCKHOLDERS' DEFICIT		
Common stock - 5,000,000,000 shares authorized, \$0.001 par value; 887,116,722 and 672,116,772 issued and outstanding respectively	887,117	672,117
Preferred stock - 50,000,000 shares authorized, \$0.001 par value; 100,000 issued and outstanding	50,000	50,000
Additional paid-in capital	(426,957)	(233,457)
Accumulated deficit	<u>(672,981)</u>	<u>(1,697,017)</u>
Total Stockholders' Deficit	<u>(162,821)</u>	<u>(1,208,357)</u>

TOTAL LIABILITIES AND STOCKHOLDERS' DEFICIT	\$ 167,961	\$ 171,548
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The accompanying notes are an integral part of these consolidated financial statements.

AVEW HOLDINGS, INC.
Statements of Operations
For the three months ended March 31, 2017 and 2016

	March 31, 2017	March 31, 2016
REVENUES		
Construction and service income	\$ -	\$ 84,690
Total Revenue	<u>-</u>	<u>84,690</u>
Cost of Revenue		
Cost of construction and service	<u>-</u>	<u>52,494</u>
Net Revenue	<u>-</u>	<u>32,196</u>
OPERATING EXPENSES		
Depreciation expense	3,539	6,261
General and administrative expense	20,048	9,403
Amortization of debt discount	50,000	21,017
Total Operating Expenses	<u>73,587</u>	<u>36,681</u>
LOSS FROM OPERATIONS	(73,587)	(4,485)
OTHER INCOME (EXPENSE)		
Interest expense	(32,382)	(11,416)
Gain (loss) on derivative liability	1,130,005	(4,111,349)
Gain (loss) on settlement of debt	<u>-</u>	<u>8,000</u>
Total Other Income (Expense)	<u>1,097,623</u>	<u>(4,114,765)</u>
INCOME (LOSS) BEFORE TAXES	1,024,036	(4,119,250)
Provision for income taxes	<u>-</u>	<u>-</u>
NET INCOME (LOSS)	\$ <u>1,024,036</u>	\$ <u>(4,119,250)</u>

The accompanying notes are an integral part of these financial statements

AVEW HOLDINGS, INC
Statement of Stockholders' Deficit

	Preferred Stock		Common Stock		Additional Paid-In Capital	Accumulated Deficit	Total
	Shares	Amount	Shares	Amount			
Balance, December 31, 2014	100,000	50,000	28,281	28,281	168,374	(5,010,869)	(4,764,214)
Shares issued for conversion of debt			8,500	8,500	17,000		25,500
Net loss for the year ended December 31, 2015	-	-	-	-	-	(422,498)	(422,498)
Balance, December 31, 2015	100,000	50,000	36,781	36,781	185,374	\$ (5,433,367)	\$ (5,161,212)
Shares issued for conversion of debt			635,002	635,002	(419,197)	-	215,805
Shares issued for compensation			333,667	334	367		701
Net income for the year ended December 31, 2016	-	-	-	-	-	3,736,350	3,736,350
Balance, December 31, 2016	100,000	50,000	672,116	672,117	\$ (233,457)	\$ (1,697,017)	\$ (1,208,357)
Shares issued for conversion of debt			215,000	215,000	(193,500)		21,500
Net income for the quarter ended March 31, 2017						1,024,036	1,024,036
Balance, March 31, 2017	100,000	50,000	887,116	887,117	(426,957)	(672,981)	(1,186,857)

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

AVEW HOLDINGS, INC.
Statements of Cash Flows
For the Quarter Ended March 31, 2017 and 2016

	March 31, 2017	March 31, 2016
OPERATING ACTIVITIES		
Net income (loss)	\$ 1,024,036	\$ (4,119,250)
Adjustments to reconcile net loss to net cash used by operating activities:		
Depreciation	3,539	6,261
Amortization of debt discount	50,000	21,017
Gain on settlement of debt	-	(8,000)
Gain on change in derivative liability	(1,130,005)	4,111,349
Changes in operating assets and liabilities:		
Increase in accounts receivable	-	(6,999)
Decrease in accounts payable		(11,273)
Decrease in bank overdraft	-	7,859
Increase in accrued liabilities	32,382	11,416
Net cash used in operating activities	(20,048)	12,380
FINANCING ACTIVITIES		
Proceeds from non-convertible note payable	20,000	-
Net cash provided by financing activities	20,000	-
NET INCREASE (DECREASE) IN CASH	\$ (48)	\$ 12,380
CASH AT BEGINNING OF PERIOD	4,748	(8,926)
CASH AT END OF PERIOD	\$ 4,700	\$ 3,454
SUPPLEMENTAL DISCLOSURES OF CASH FLOW INFORMATION		
CASH PAID FOR:		
Income taxes	\$ -	\$ -
Interest	-	-
NON-CASH FINANCING AND INVESTING ACTIVITIES:		
Shares issued for conversion of debt	\$ 21,500	\$ -

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

AVEW HOLDINGS, INC.
NOTES TO FINANCIAL STATEMENTS
March 31, 2017
(Unaudited)

NOTE 1 -BASIS OF PRESENTATION

Unaudited Financial Statements

The accompanying unaudited 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 financial statements contain the balance sheet, statements of operations and cash flows, and equity statement of AVEW 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.

NOTE 2 – CONVERTIBLE NOTES PAYABLE

At March 31, 2017, the Company had convertible notes payable of \$322,000 which are convertible, in aggregate, into 2,128,135,284 shares of common stock. These notes bear interest at 8% per annum.

Convertible notes payable consisted of the following:

Name	Date of Issue	Original Amount	Conversion Price	Balance Remaining
Steel, Mike	2/21/14	\$15,000	0.0022	\$15,000
Steel, Mike	6/19/14	\$70,000	0.0022	\$70,000
Robinson, Clarence	8/7/14	\$10,000	0.00415	\$4,000
Ridge Point	9/17/14	\$35,000	0.0001	\$9,400
Ridge Point	11/11/14	\$22,000	0.0001	\$22,000
Ridge Point	11/25/14	\$20,000	0.0001	\$20,000
Ridge Point	12/12/14	\$5,000	0.0001	\$2,000
Kempff, Carlos	2/3/15	\$10,000	0.1	\$10,000
Ridge Point	2/23/15	\$5,000	0.0001	\$5,000
Yepez, Adolfo	3/16/15	\$7,000	0.0056	\$7,000
Yepez, Ramiro	3/16/15	\$7,000	0.0056	\$7,000
Yepez, Jennifer	4/11/15	\$10,000	0.0056	\$10,000
Yepez, Ramiro	4/11/15	\$10,000	0.0056	\$10,000
Yepez, Jennifer	6/29/15	\$5,000	0.0001	\$5,000
Ridge Point	7/21/15	\$5,000	0.0001	\$5,000
Ridge Point	9/18/15	\$5,000	0.0001	\$5,000
Ridge Point	10/6/15	\$5,000	0.0001	\$5,000
Ling, Jay	12/18/15	\$14,000	0.0001	\$14,000
Don Maler	6/16/16	\$6,000	0.0001	\$6,000
Ridge Point	7/29/16	\$2,000	0.0001	\$2,000
Ridge Point	8/5/16	\$2,000	0.0001	\$2,000
Ridge Point	8/26/16	\$30,000	0.0001	\$30,000
Ridge Point	11/1/16	\$2,000	0.0001	\$2,000
Ridge Point	11/15/16	\$1,000	0.0001	\$1,000
Ridge Point	11/18/16	\$25,000	0.0001	\$25,000
Ridge Point	11/30/16	\$2,200	0.0001	\$2,200
Ridge Point	12/16/16	\$5,000	0.0001	\$5,000
Ridge Point	1/30/17	\$5,000	0.0001	\$5,000
Ridge Point	2/6/17	\$3,000	0.0001	\$3,000
Ridge Point	2/15/17	\$2,000	0.0001	\$2,000
Ridge Point	3/2/17	\$10,000	0.0001	\$10,000
Ridge Point	5/5/17	\$2,000	0.0001	\$2,000

The Company evaluated the terms of the conversion features of its convertible debentures in accordance with ASC Topic No. 815 - 40, *Derivatives and Hedging - Contracts in Entity's Own Stock* and determined they have fixed conversion features and are not indexed to the Company's common stock. The Company therefore determined it was appropriate to recapture the derivative expense previously recorded as a result of the bifurcation of the conversion features and eliminated the remaining derivative liability. As a result, the Company recorded a gain on the change in the value of derivative liability of \$1,130,005 during the quarter ended March 31, 2017.

During the quarter ended March 31, 2017, the Company borrowed \$20,000 from Ridge Point Capital. The notes are convertible into shares of common stock at a fixed price of \$0.0001 and are due and payable twelve months from the date of issuance. As of March 31, 2017, the unamortized debt discount of \$24,200 was offset against the convertible notes payable.

NOTE 3 – CAPITAL STOCK

Preferred Stock – The Company is authorized to issue 50,000,000 shares of \$.001 par value preferred stock. As of March 31, 2017, 100,000 shares of preferred stock were issued and outstanding.

Common Stock - The Company is authorized to issue 5,000,000,000 shares of \$.001 par value common stock. As of March 31, 2017, there were 887,116,722 shares issued and outstanding.

During the quarter ended March 31, 2017, the company issued 215,000,000 shares of restricted common stock on the conversion of \$21,500 in notes payable.

NOTE 5 - SUBSEQUENT EVENTS

None.

AVEW Holdings Inc.

711 N Bell Suite A

Cedar Park, TX 78613

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Balance Report

Common 887,116,722 outstanding

Common Restricted 506,141,164

Preferred A 100,000 issued & restricted