

# **Quarterly Report**

For the Three and Six Months Ended  
**June 30, 2010**

**AVISIO, INC.**

**Item 1 Exact name of the issuer and address of the issuer's principal executive offices:**

Avisio Inc.  
1650 Spruce St., Suite 500, Riverside, CA 92507  
Telephone: 951-786-9474  
Fax: 951-786-9472  
<http://www.avisioinc.com>

**Name of Predecessor and date of change**

Actiga Corporation, August 20, 2009  
Puppy Zone Enterprises, Inc.  
December 31, 2007

**The Issuer's Public Relations firm is**

Longview Communications Corp.  
20 Truman, Suite 211  
Irvine, CA 92620

**Item 2 Shares outstanding**

i) Period end dates	<u>June 30, 2010</u>
ii) Shares of common stock authorized	1,800,000,000
iii) Number of shares of common stock outstanding	55,768,850
iv) Freely tradable shares of common stock (public float)	23,459,753
v) Total number of beneficial shareholders	1,817*
vi) Total number of shareholders of record	43

\* Total number of beneficial shareholders known by Broadridge is accurate as of July 9, 2010.

**Item 3 Interim financial statements**

**AVISIO, INC.**

*FINANCIAL STATEMENTS*

**For the Three and Six Months Ended  
June 30, 2010**

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**Avisio, Inc.**  
**(A Development Stage Company)**  
**Consolidated Balance Sheets**  
**June 30, 2010 and December 31, 2009**

	<b>June 30, 2010 (unaudited)</b>	<b>December 31, 2009 (audited)</b>
<b>Assets</b>		
Current:		
Cash and equivalents	\$ 69,867	\$ -
Deposits and prepaid expenses	75,350	-
<b>Total Assets</b>	<b>\$ 145,217</b>	<b>\$ -</b>
<b>Liabilities</b>		
Current:		
Accounts payable	\$ 224,059	\$ 213,721
Accrued payroll and payroll taxes	335,307	335,307
Notes payable	3,039,622	2,931,083
Net liabilities in excess of discontinued operations	1,308,667	1,465,525
<b>Total Liabilities</b>	<b>4,907,655</b>	<b>4,945,636</b>
<b>Stockholders' Deficit</b>		
Common stock (par value \$0.001) –		
Authorized, 1,800,000,000 common shares issued and		
outstanding, 55,768,850 and 54,331,350 shares at		
June 30, 2010 and December 31, 2009, respectively	55,769	54,331
Additional paid-in capital	9,536,781	9,299,182
Accumulated deficit	(14,354,988)	(14,299,149)
<b>Total Stockholders' Deficit</b>	<b>(4,762,438)</b>	<b>(4,945,636)</b>
<b>Total Liabilities and Stockholders' Deficit</b>	<b>\$ 145,217</b>	<b>\$ -</b>

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

F-1

**Avisio, Inc.**  
**(A Development Stage Company)**  
**Consolidated Statements of Operations**  
**For the Three and Six Months Ended June 30, 2010 and 2009**  
**From January 1, 2010 (Inception of development stage) to June 30, 2010**  
**(Unaudited)**

	<b>Three Months Ended June 30,</b>		<b>Six Months Ended June 30,</b>		<b>From January 1, 2010 (Inception of development stage) to June 30, 2010</b>
	<b>2010</b>	<b>2009</b>	<b>2010</b>	<b>2009</b>	
Operating expense:					
General and administrative	\$ 65,016	\$ -	\$ 94,473	\$ -	\$ 94,473
Loss from continuing operations	(65,016)	-	(94,473)	-	(94,473)
Non-operating expenses:					
Interest expense	(50,269)	(118,739)	(100,538)	(237,399)	(100,538)
Loss before discontinued operations	(115,285)	(118,739)	(195,011)	(237,399)	(195,011)
Net income (loss) from discontinued operations	9,369	(24,942)	139,172	(84,019)	139,172
Net loss	\$ (105,916)	\$ (143,681)	\$ (55,839)	\$ (321,418)	\$ (55,839)
Loss per share, basic and diluted, before discontinued operations	\$ -	\$ -	\$ -	\$ -	\$ -
Loss per share, basic and diluted, from discontinued Operations	-	-	-	-	-
Net Loss per share, basic and diluted	-	-	-	-	-
Weighted average shares outstanding	54,890,279	47,756,277	54,718,507	47,756,277	54,718,507

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

**Avisio, Inc.**  
**(A Development Stage Company)**  
**Consolidated Statement of Stockholders Deficit**  
**As of June 30, 2010**  
**(Unaudited)**

	<u>Common Stock</u>		<u>Additional</u>	<u>Accumulated</u>	
	<u>Shares</u>	<u>Amount</u>	<u>Paid-In Capital</u>	<u>Deficit</u>	<u>Total</u>
<b>Balance, December 31, 2008</b>	<b>47,756,278</b>	<b>\$ 47,756</b>	<b>\$8,246,425</b>	<b>\$(13,614,996)</b>	<b>\$(5,320,815)</b>
Conversion of Notes Payable	6,575,072	6,575	1,052,757	-	1,059,332
Net Loss	-	-	-	(684,153)	(684,153)
<b>Balance, December 31, 2009</b>	<b>54,331,350</b>	<b>54,331</b>	<b>9,299,182</b>	<b>(14,299,149)</b>	<b>(4,945,636)</b>
Conversion of Notes Payable	825,000	825	13,212	-	14,037
Private Placements	612,500	613	224,387	-	225,000
Net loss	-	-	-	(55,839)	(55,839)
<b>Balance, June 30, 2010</b>	<b>55,768,850</b>	<b>\$ 55,769</b>	<b>\$9,536,781</b>	<b>\$(14,354,988)</b>	<b>\$(4,762,438)</b>

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

**Avisio, Inc.**  
**(A Development Stage Company)**  
**Consolidated Statements of Cash Flows**  
**For the Six Months Ended June 30, 2010 and 2009**  
**Period from January 1, 2010 (Inception of development stage) to June 30, 2010**  
**(Unaudited)**

	2010	2009	From January 1, 2010 (Inception of development stage) to June 30, 2010
<b>Cash Flows From Operating Activities</b>			
Net loss before discontinued operations	\$ (195,011)	\$ (237,399)	\$ (195,011)
Adjustments to reconcile net loss to cash flows used in operating activities:			
Deposits and prepaid expenses	(75,350)	-	(75,350)
Accounts payable	10,338	-	10,338
Accrued expenses	100,538	237,399	100,538
Cash provided by (used in) operating activities	(159,485)	-	(159,485)
<b>Cash Flows From Financing Activities</b>			
Borrowings on note payable	8,000		8,000
Proceeds from private placement	225,000	-	225,000
Cash provided by (used in) financing activities	233,000	-	233,000
<b>Cash Flows From Discontinued Operations</b>			
Net cash flow from discontinued operations	(3,648)	-	(3,648)
Net increase (decrease) in cash	69,867	-	69,867
Cash, opening	-	-	-
<b>Cash, closing</b>	<b>\$ 69,867</b>	<b>\$ -</b>	<b>\$ 69,867</b>
Supplemental cash flow information			
Cash paid during the year for:			
Interest	\$ -	\$ -	\$ -
Income taxes	\$ -	\$ 800	\$ -
Non-cash financing activities			
Conversion of notes payable to equity	\$ 14,037	\$ -	\$ 14,037

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

**Avisio, Inc.**  
**(A Development Stage Company)**  
**Notes to Consolidated Financial Statements**  
**June 30, 2010**

**1. ORGANIZATION AND PRINCIPAL ACTIVITIES**

Avisio Inc (“Avisio” or “the Company”) is a corporation organized under the laws of the State of Nevada.

On June 29, 2009, we announced a new corporate direction and business model which is to acquire and commercialize underutilized but potentially high value assets and transform them into profitable subsidiary companies.

**2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES**

***Accounting Principles***

The consolidated balance sheets and related consolidated statements of operations and cash flows contained in this Quarterly Report include the accounts of the Company and its wholly-owned subsidiaries. All significant intercompany balances and transactions have been eliminated in consolidation. In the opinion of management, all entries necessary for a fair presentation of such consolidated financial statements have been included. These entries consisted only of normal recurring items.

The accompanying unaudited interim financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America and the rules of the Securities and Exchange Commission (“SEC”), and should be read in conjunction with the audited financial statements and notes thereto contained in the Company’s annual report. In the opinion of management, all adjustments necessary in order for the financial statements to be not misleading have been reflected herein. The results of operations for interim periods are not necessarily indicative of the results to be expected for the full year. Notes to the financial statements which would substantially duplicate the disclosure contained in the audited financial statements as of and for the periods ended December 31, 2009 have been omitted.

The preparation of financial statements in conformity with United States generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and the disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results may differ from those estimates.



### ***Development Stage Company***

The accompanying 2010 financial statements have been prepared in accordance with Accounting Standards Codification (“ASC”) 915-10, Development Stage Entities, as the Company commenced its new business model effective January 1, 2010. A development stage enterprise is one in which planned principal operations have not commenced or if its operations have commenced, there has been no significant revenues there from.

### ***Cash and cash equivalents***

Cash and cash equivalents consist primarily of cash on deposit.

### ***Revenue recognition***

The Company recognizes revenue in accordance with the provision of the Securities and Exchange Commission Staff Accounting Bulletin (“SAB”) No. 104 which establishes guidance in applying generally accepted accounting principles to revenue recognition in financial statements. SAB No. 104 requires that four basic criteria must be met before revenue can be recognized: (1) persuasive evidence of an arrangement exists; (2) delivery has occurred or services rendered; (3) the price to the buyer is fixed and determinable; and (4) collectability is reasonably assured.

### ***Research and development and software under development***

All costs of research and development activities are expensed as incurred.

### ***Income taxes***

The Company records deferred tax assets and liabilities based on the net tax effects of tax credits, operating loss carryforwards and temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for income tax purposes. The Company assesses the likelihood that its deferred tax assets will be recovered from future taxable income and the Company establishes a valuation allowance to reduce deferred tax assets to an amount which it believes to be more likely than not realizable. The valuation allowance is based on the Company’s estimates of taxable income by jurisdiction in which it operates and the period over which its deferred tax assets will be recoverable.

### ***Going concern***

The accompanying financial statements have been prepared assuming that the company will continue to operate as a going concern. Through June 30, 2010, the Company has not generated operating or net profits. As of June 30, 2010, the accumulated deficit is \$14,354,988 and the working capital deficiency is \$4,762,438.

### ***Inventories***

All inventories are stated at the lower of weighted average cost or market. Potential losses from obsolete and slow-moving inventories are provided for when identified.

### ***Computer equipment, software and equipment***

Property, plant and equipment are stated at original cost less accumulated depreciation and amortization.

Depreciation is provided to write off the cost of property, plant and equipment using the straight-line method at rates based on their estimated useful lives from the date on which they become fully operational and after taking into account their estimated residual values.

### ***Accounting for the impairment of long-lived assets***

The long-lived assets held and used by the Company are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount of assets may not be recoverable. It is reasonably possible that these assets could become impaired as a result of technology or other industry changes. Determination of recoverability of assets to be held and used is by comparing the carrying amount of an asset to future net undiscounted cash flows to be generated by the assets. If such assets are considered to be impaired, the impairment to be recognized is measured by the amount by which the carrying amount of the assets exceeds the fair value of the assets. Assets to be disposed of are reported at the lower of the carrying amount or fair value less costs to sell.

### ***Operating leases***

Leases where substantially all the rewards and risks of ownership of assets remain with the leasing company are accounted for as operating leases.

### ***Use of estimates***

The preparation of the consolidated financial statements in conformity with US GAAP requires the Company's management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of financial statements and the reported amounts of revenues and expenses during the reported periods. Actual amounts could differ from those estimates. Estimates are used for, but not limited to, the accounting for certain items such as allowance for doubtful accounts, depreciation and amortization, inventory allowance, taxes and contingencies.

### ***Allowance for doubtful accounts***

Accounts receivable are stated at the amount billed to customers. The Company recognizes an allowance for doubtful accounts to ensure trade and other receivables are not overstated due to uncollectibility. The Company's estimate is based on a variety of factors, including historical collection experience, existing economic conditions and a review of the current status of the receivable.

### ***Related parties***

Parties are considered to be related if one party has the ability, directly or indirectly, to control the other party or exercise significant influence over the other party in making financial and operating decisions. Parties are also considered to be related if they are subject to common control or common significant influence.

### ***Basic and Diluted Net Earnings (Loss) per Share***

Basic net earnings (loss) per common share is computed by dividing net earnings (loss) applicable to common shareholders by the weighted-average number of common shares outstanding during the period. Diluted net earnings (loss) per common share is determined using the weighted-average number of common shares outstanding during the period, adjusted for the dilutive effect of common stock equivalents, consisting of shares that might be issued upon exercise of common stock options. In periods where losses are reported, the weighted-average number of common shares outstanding excludes common stock equivalents, because their inclusion would be anti-dilutive.

### ***Recently issued accounting standards***

In May 2009, the FASB issued SFAS 165 (ASC 855-10) entitled "Subsequent Events". Companies are now required to disclose the date through which subsequent events have been evaluated by management. Public entities (as defined) must conduct the evaluation as of the date the financial statements are issued, and provide disclosure that such date was used for this evaluation. SFAS 165 (ASC 855-10) provides that financial statements are considered "issued" when they are widely distributed for general use and reliance in a form and format that complies with GAAP. SFAS 165 (ASC 855-10) is effective for interim and annual periods ending after June 15, 2009 and must be applied prospectively. The adoption of SFAS 165 (ASC 855-10) during the quarter ended September 30, 2009 did not have a significant effect on the Company's financial statements as of that date or for the quarter or year-to-date period then ended. In connection with preparing the accompanying unaudited financial statements as of June 30, 2010 and for the quarter period ended June 30, 2010, management evaluated subsequent events through the date that such financial statements were issued.

In June 2009, the FASB issued SFAS 168, The FASB Accounting Standards Codification and the Hierarchy of Generally Accepted Accounting Principles. ("SFAS 168" or ASC 105-10) SFAS 168 (ASC 105-10) establishes the Codification as the sole source of authoritative accounting principles recognized by the FASB to be applied by all nongovernmental entities in the preparation of financial statements in conformity with GAAP. SFAS 168 (ASC 105-10) was prospectively effective for financial statements issued for fiscal years ending on or after September 15, 2009 and interim periods within those fiscal years. The adoption of SFAS 168 (ASC 105-10) on July 1, 2009 did not impact the Company's results of operations or financial condition. The Codification did not change GAAP, however, it did change the way GAAP is organized and presented.

With the exception of the pronouncements noted above, no other accounting standards or interpretations issued or recently adopted are expected to have a material impact on the Company's financial position, operations or cash flows.

### 3. NET LIABILITIES IN EXCESS OF DISCONTINUED OPERATIONS

The primary components comprising the net liabilities in excess of discontinued operations are as follows:

	June 30, 2010 (unaudited)	December 31, 2009 (audited)
<b>Assets</b>		
Accounts receivable, net of allowance	\$ -	\$ -
Inventory	-	-
Fixed assets, net	13,267	17,550
<b>Total Assets</b>	<u>13,267</u>	<u>17,550</u>
<b>Liabilities</b>		
Accounts payable	(1,274,230)	(1,435,371)
Accrued payroll and payroll taxes	(47,704)	(47,704)
<b>Total Liabilities</b>	<u>(1,321,934)</u>	<u>(1,483,075)</u>
<b>Net Liabilities in Excess of Discontinued Operations</b>	<u>\$ (1,308,667)</u>	<u>\$ (1,465,525)</u>

#### **4. NOTES PAYABLE**

On April 15, 2008, the Company consummated an initial closing of a \$100,000 bridge offering of unsecured notes with an option to convert, the maximum amount of which is \$1,000,000. The notes were issued pursuant to a Subscription Agreement, dated April 15, 2008, among the Company and the purchasers of the notes.

Investors will receive 12% interest in cash one year from the applicable closing of the notes and will have the option to either receive the principal amount of their investment in cash or convert their notes into shares of common stock, par value \$0.001 of the Company at an exercise price of \$2.00 per share. In the event that the Company secures subsequent financing prior to the maturity date in the aggregate amount exceeding \$3,000,000 (the “Subsequent Financing”), the Company will have the right to prepay the principal amount of the notes in full at any time before the applicable maturity date and at such time the Company will pay to its investors the entire unpaid interest as of the maturity date. In the event the Company elects to prepay the notes, investors may either: (i) receive the principal amount of their investment in cash or (ii) convert their notes into shares of common stock at the lower of (a) \$2.00 or (b) the lowest conversion price of the Subsequent Financing.

The offers and sales of securities in the Offering were made pursuant to the exemption from registration provided by Section 4(2) of the Securities Act of 1933, as amended, including pursuant to Rule 506. Such offers and sales were made solely to “accredited investors” under Rule 506 and were made without any form of general solicitation and with full access to any information requested by the investors regarding the Company or the securities offered in the Offering. (See paragraph starting September 28, 2009, for further information)

On April 15, 2008, the Company consummated a closing of two unsecured promissory notes in the aggregate amount of \$350,000. Under the terms of the promissory notes, the lender will receive the principal amount plus interest at the rate of 15% on the one year anniversary of the promissory note. In the event the Company defaults on the promissory notes, interest will continue to accrue until and including the date of repayment in full. The promissory notes may be prepaid in full at any time and in which case the Company will be subject to a prepayment premium which shall be the total interest due on the promissory notes on the one year anniversary. (See paragraph starting September 28, 2009, for further information).

On August 12, 2008, the company consummated a closing of a \$1,500,000 Unsecured Promissory Note (the “Unsecured Note”). Under the terms of the Unsecured Note, lender will receive the principal amount of \$1,500,000 plus simple interest, in cash, at the rate of 25% per annum two years from the closing date of the Unsecured Note (the “Maturity Date”). Lender also received two additional benefits as part of the Unsecured Note: (i) a warrant to purchase one million, five-hundred thousand (1,500,000) shares common stock of the Company, at the exercise price of \$1.75 per share and (ii) three percent (3%) of all net revenues received by Company pursuant to the licensing agreement, dated July 1, 2008, between CBS and the Company, during the term of this Unsecured Note. On December 31,

2008 the Unsecured Note was collateralized with perfected security interest in all assets of the Company and subsidiaries. The collateral includes all 19,333,858 Company shares owned by the Albanna Family Trust. On October 30, 2009 the Unsecured Note was amended to a 10% interest rate as of November 1, 2009 and the due date was extended to December 31, 2010.

On September 4, 2008, the Company consummated a closing of an unsecured promissory note in the aggregate amount of \$80,000. Under the terms of the promissory note, the lender will receive the principal amount plus interest at the rate of 12% on the one year anniversary of the promissory note. In the event the Company defaults on the promissory notes, interest will continue to accrue until and including the date of repayment in full. The promissory notes may be prepaid in full at any time and in which case the Company will be subject to a prepayment premium which shall be the total interest due on the promissory notes on the one year anniversary.

On October 3, 2008, the Company consummated a closing of four unsecured promissory notes in the aggregate amount of \$140,000. Under the terms of the promissory notes, the lender will receive the principal amount plus interest at the rate of 12% on the one year anniversary of the promissory note. In the event the Company defaults on the promissory notes, interest will continue to accrue until and including the date of repayment in full. The promissory notes may be prepaid in full at any time and in which case the Company will be subject to a prepayment premium which shall be the total interest due on the promissory notes on the one year anniversary. (See paragraph starting September 28, 2009 for further information)

On October 17, 2008 the Company filed a Form 8-K with the SEC to report a default on the repayment of a 12% note with an option to convert due on May 15, 2009 in the amount of \$50,000 that was subscribed for as part of our bridge offering. Upon an event of default, the lender at its election may call for the repayment in cash of the full principal amount of the Note together with interest and other amounts owing under the Note. (See paragraph starting September 28, 2009 for further information)

On December 17, 2008 the Company renegotiated \$166,416 of accounts payable for 750,000 shares in the Company.

On September 28, 2009 the Company renegotiated an aggregate \$1,127,695 of notes payable and new notes were issued for \$519,512. The maturity date of the notes was extended to December 31, 2010, the interest rate was amended to 10% and additionally 3,817,799 shares of the company stock and 6,318,566 of Company stock warrants were issued to noteholders. The difference of \$608,183 was recorded to Additional Paid in Capital.

On September 28, 2009 the Company renegotiated \$681,260 of accounts payable. As part of the settlement, notes payable were issued for \$307,068. The maturity date of the notes is December 31, 2010 with an interest rate of 0% and additionally 2,757,275 shares of the company stock and 2,892,328 of Company stock warrants were issued to noteholders. The difference of \$374,192 was recorded to Additional Paid in Capital.

## **5. LITIGATION**

On April 1, 2010, the Company entered into a Stipulation for Entry of Judgment (“Settlement Agreement”) pursuant to which Aptus Games, Inc., agreed to pay the sum of \$12,000 in installments commencing March 2010 and ending July 2010. Payments are scheduled to be \$600 for the first four months of the agreement and a final payment in the amount of \$9,600 in July 2010. Under this Settlement Agreement, Avisio also agreed to deliver 75,000 shares of common stock of Avisio, Inc to certain affiliates of the plaintiff. The original demand was for \$24,999.

## **6. PRIVATE PLACEMENTS**

On July 7, 2008 the Company raised \$75,000 from the sale of units pursuant to a private placement agreement dated May 15, 2008. Each unit of the Company (the “Unit”) consisting of 50,000 shares of common stock and 25,000 warrants exercisable for 25,000 shares of the Company’s common stock. Each warrant is immediately exercisable at \$1.75 and exercisable for a period of five years commencing on the closing of the placement of the Units. The Company consummated the closing of an aggregate of 3.67 Units of the Company with total proceeds of \$275,025 in the third quarter 2008. The offer and sale of securities was made pursuant to the exemption from registration provided by Section 4(2) of the Securities Act of 1933, as amended, including pursuant to Rule 506. Such offer and sale was made to an “accredited investors” under Rule 506 and was made without any form of general solicitation and with full access to any information requested by the investors regarding the Company or the securities offered.

On February 2, 2010 the Company raised \$150,000 pursuant to a private placement agreement dated December 18, 2009. Each unit of the Company consisting of 100,000 shares of common stock and 175,000 warrants exercisable for 175,000 shares of the Company’s common stock. Each warrant is immediately exercisable at \$0.50 and exercisable for a period of five years commencing on the closing of the placement of the units. The Company consummated the closing of an aggregate of 3.00 units of the Company with total proceeds of \$150,000. The offer and sale of securities was made pursuant to the exemption from registration provided by Section 4(2) of the Securities Act of 1933, as amended, including pursuant to Rule 506. Such offer and sale was made to an “accredited investors” under Rule 506 and was made without any form of general solicitation and with full access to any information requested by the investors regarding the Company or the securities offered.

On April 28, 2010, OIFactor Laboratories, Inc., majority-owned subsidiary of Avisio, Inc. (“OLI”), raised \$50,000 in a private placement agreement dated April 16, 2010 with five accredited investors. Each unit of OLI (the “Unit”) consisting of 250 shares of common stock. The Company consummated the closing of an aggregate of 5.00 Units of OLI with total proceeds of \$50,000 and issuance of 1,250 shares. The offer and sale of securities was made pursuant to the exemption from registration provided by Section 4(2) of the Securities Act of 1933, as amended, including pursuant to Rule 506. Such offer and sale was made to an “accredited investors” under Rule 506 and was made without any form of general solicitation and with full access to any information requested by the investors regarding the Company or the securities offered.

On May 6, 2010 the Company raised \$25,000 in a private placement agreement dated April 15, 2010 with an accredited investor for 312,500 shares of common stock. The offer and sale of securities was made pursuant to the exemption from registration provided by Section 4(2) of the Securities Act of 1933, as amended, including pursuant to Rule 506. Such offer and sale was made to an “accredited investors” under Rule 506 and was made without any form of general solicitation and with full access to any information requested by the investors regarding the Company or the securities offered.

## **7. DISCONTINUED OPERATIONS**

The Company’s former operations were discontinued in 2008 and have been accounted for as discontinued operations. The results of operations have been removed from the results of continuing operations for all periods presented. The assets and liabilities of discontinued operations have been reclassified and are segregated in the consolidated balance sheets.



## **Item 4 Management's Discussion and Analysis or Plan of Operation**

**A. Plan of Operations.** *The following discussion and analysis of our financial condition and results of operations should be read in conjunction with our consolidated financial statements and related notes appearing elsewhere in this Report. The following discussion may contain, among other things, certain "forward-looking statements". Such forward-looking statements involve significant risks and uncertainties. Such statements may include, without limitation, statements with respect to the Company's plans, objectives, projections, expectations and intentions and other statements identified by words such as "projects," "may," "could," "would," "should," "believes," "expects," "anticipates," "estimates," "intends," "plans," or similar expressions. These statements are based upon the current beliefs and expectations of the Company's management and are subject to significant risks and uncertainties, including those detailed in the Company's Initial Company Information and Disclosure Statement ("Initial Report") posted on July 30, 2010 with the Pink Sheets OTC Markets. Actual results may differ significantly from those set forth in the forward-looking statements. These forward-looking statements involve certain risks and uncertainties that are subject to change based on various factors (many of which are beyond the Company's control).*

*Our financial statements are stated in United States Dollars (US\$) and are prepared in accordance with United States Generally Accepted Accounting Principles in this Quarterly Report, unless otherwise specified, all references to "common shares" refer to the shares of common stock of the company.*

### *1. The business of the Company overview*

Avisio Inc., formerly known as Actiga Corp., was incorporated in the State of Nevada on April 27, 2005 under the name Puppy Zone Enterprises, Inc. On January 14, 2008, we effectuated the merger of our subsidiary with and into QMotions, Inc., ("QMotions") with QMotions becoming the surviving wholly owned subsidiary of the Company. Until October 23, 2008, we, through our wholly-owned subsidiaries QMotions and Aptus Games Inc., operated our business as a developer, manufacturer and distributor, marketer and seller of motion-based controllers for on-line video games and developer of three-dimensional gaming software. We changed our name to Avisio, Inc., on August 20, 2009 to reflect the new business model of the company, which is to acquire and commercialize underutilized but potentially high value assets into profitable companies. Currently, we operate under the new business model through three majority-owned subsidiaries, Diagnostic Nano Applications Corporation, formed November 16, 2009, OIfactor Laboratories, Inc., formed February 9, 2010, and Nano Engineered Applications, formed March 25, 2010.

A summary of the product research and development that will be undertaken during the next 12 months can be found in Item VIII of the Company's Initial Report filed on July 30, 2010. As part of our current plan of operation over the next 12 months Avisio Plans:

- To increase its number of employees up to 25 as needed for Avisio and all of its subsidiaries in aggregate,
- To establish an Insectary, a simulated field testing laboratory and an electro-physiology laboratory for OLI.
- To establish a bench testing laboratory for DNA.
- To establish a bench testing laboratory for NEA.

### *Going concern*

The accompanying financial statements have been prepared assuming that the company will continue to operate as a going concern. Through June 30, 2010, the Company has not generated operating or net profits. As of June 30, 2010, the accumulated deficit is \$14,354,988 and the working capital

deficiency is \$4,762,438. Our ability to continue present operations will be dependent upon our ability to obtain significant external funding. Additional sources of funding have not been established. We are exploring various financing alternatives. There can be no assurance that we will be able to secure such financing at acceptable terms, if at all. If adequate funds are not available, or if we determine it to otherwise be in our best interests, we may consider additional strategic financing options, including sale of assets. The Company is unable to meet its current cash requirements.

## **B. Management's Discussion and Analysis of Financial Condition and the Results of Operations:**

### **Comparison of the Three and Six Months Ended June 30, 2010 and Three and Six Months Ended June 30, 2009**

Until October 23, 2008, we, through our wholly-owned subsidiaries QMotions and Aptus Games Inc., operated our business as a developer, manufacturer and distributor, marketer and seller of motion-based controllers for on-line video games and developer of three-dimensional gaming software. These subsidiaries are now classified as discontinued for 2009 and 2010.

*The Company is a development stage company with no sales.*

#### *Operating Expenses*

Our operating expenses for the three and six months ended June 30, 2010 compared to the three and six months ended June 30, 2009 consist primarily of general and administrative expenses.

General and administrative expenses for the three months ended June 30, 2010 were \$65,016 consisting primarily of professional fees of \$20,370 which includes legal, accounting and auditing fees. General and administrative expenses for the comparable three months ended June 30, 2009 were \$32,384 and consisted of professional fees of \$31,207 and are included in the results of discontinued operations. General and administrative expenses for the six months ended June 30, 2010 were \$94,473 consisting primarily of professional fees of \$37,972 which includes legal, accounting and auditing fees. General and administrative expenses for the comparable six months ended June 30, 2009 were \$91,806 and consisted of professional fees of \$71,765 and are included in the results of discontinued operations.

Interest expense for the three months ended June 30, 2010 totaled \$50,269 and compared to \$118,739 for the three months ended June 30, 2009. Interest expense for the six months ended June 30, 2010 totaled \$100,538 and compared to \$237,399 for the six months ended June 30, 2009. This reflects the ability of the company to renegotiate the debts maturity and interest rates.

#### *Discontinued operations*

The Company's former operations were discontinued in 2008 and have been accounted for as discontinued operations. The results of operations have been removed from the results of continuing operations for all periods presented. The assets and liabilities of discontinued operations have been reclassified and are segregated in the consolidated balance sheets.

Discontinued operations generated net income of \$9,369 for the three months ended June 30, 2010 as compared to a loss of \$24,942 for the three months ended June 30, 2009. Discontinued Operations generated net income of \$139,172 for the six months ended June 30, 2010 as compared to a loss of \$84,019 for the three months ended June 30, 2009. The results are due to the company's ability to negotiate favorable equity settlements with vendors.

### *Net Loss*

As a result of the foregoing, we reported a net loss for the three months ended June 30, 2010 of \$105,916 compared to a loss of \$143,681 for the three months ended June 30, 2009. For the six months ended June 30, 2010, we reported a net loss of \$55,839 compared to a loss of \$321,418 for the six months ended June 30, 2009.

### *Liquidity and Capital Resources*

There is substantial doubt about our ability to continue as a going concern as the continuation of our business is dependent upon obtaining further long-term financing, successful and sufficient market acceptance of our products and achieving a profitable level of operations. The issuance of additional equity securities by us could result in a significant dilution in the equity interests of our current stockholders. Obtaining commercial loans, assuming those loans would be available, would provide liquidity and increase our liabilities and future cash commitments. Presently, our revenues are not sufficient to meet our operating and capital expenses. Management projects that we will require additional funding to maintain our current operations

Operating Activities: Net cash used in operating activities for the six months ended June 30, 2010 was \$159,485. The increase is primarily due to the net loss of \$195,011 in 2010, increase in deposits and prepaid expenses of \$75,350, a decrease in accounts payable of \$10,338 and decrease in accrued expenses of \$100,538. The net loss is primarily \$100,538 consisting of interest expense accrued for notes payable. The decrease in accounts payable reflects the company's effort to settle amounts owed to vendors with equity and warrants. The decrease in accounts receivable reflect uncollectable accounts written-off against the allowance for doubtful accounts.

Financing Activities: Net cash received by financing activities for the six months ended June 30, 2010 of \$233,000 is due to primarily from proceeds from private placements.

As a result of the above activities, the Company recorded cash and cash equivalent balance of \$69,867 as of June 30, 2010, the same cash equivalent of \$0 as compared to the six months ended June 30, 2009. The ability of the Company to continue as a going concern is dependent on its success in obtaining additional financing.

### **Going Concern**

In their report on our financial statements for the year ended December 31, 2009, our independent registered public accounting firm included an explanatory paragraph expressing substantial doubt about our ability to continue as a going concern. Our financial statements contain additional note disclosures describing the circumstances that lead to this disclosure. See "Report of Independent Registered Public Accounting Firm" contained in the Company's Initial Report filed on July 30, 2010.

There is substantial doubt about our ability to continue as a going concern, and the continuation of our business is dependent upon our obtaining further long-term financing, successful and sufficient market acceptance of our products and ultimately achieving a profitable level of operations. We have historically incurred losses, and from our inception through June 30, 2010 have incurred losses of \$14,354,988.

There are no assurances that we will be able to either (1) achieve a level of revenues adequate to generate sufficient cash flow from operations; or (2) obtain additional financing through either private placement, public offerings and/or bank financing necessary to support our working capital requirements. To the extent that funds generated from operations and any private placements, public

offerings and/or bank financing are insufficient, we will have to raise additional working capital. No assurance can be given that additional financing will be available, or if available, will be on terms acceptable to us. If adequate working capital is not available we may not increase our operations.

### ***Application of Critical Accounting Policies***

Our financial statements and accompanying notes are prepared in accordance with generally accepted accounting principles in the United States. Preparing financial statements requires management to make estimates and assumptions that affect the reported amounts of assets, liabilities, revenue, and expenses. These estimates and assumptions are affected by management's application of accounting policies. We believe that understanding the basis and nature of the estimates and assumptions involved with the following aspects (i.e. Allowance for doubtful account and Product returns) of our financial statements is critical to an understanding of our financials.

In preparing financial statements in conformity with generally accepted accounting principles, management is required to make estimates and assumptions that affect the reported amounts of assets and liabilities and the disclosure of contingent assets and liabilities at the date of the financial statements and revenues and expenses during the reported period. Actual results could differ from those estimates.

### ***Recent Accounting Pronouncements***

In May 2009, the FASB issued SFAS 165 (ASC 855-10) entitled "Subsequent Events". Companies are now required to disclose the date through which subsequent events have been evaluated by management. Public entities (as defined) must conduct the evaluation as of the date the financial statements are issued, and provide disclosure that such date was used for this evaluation. SFAS 165 (ASC 855-10) provides that financial statements are considered "issued" when they are widely distributed for general use and reliance in a form and format that complies with GAAP. SFAS 165 (ASC 855-10) is effective for interim and annual periods ending after June 15, 2009 and must be applied prospectively. The adoption of SFAS 165 (ASC 855-10) during the quarter ended September 30, 2009 did not have a significant effect on the Company's financial statements as of that date or for the quarter or year-to-date period then ended. In connection with preparing the accompanying unaudited financial statements as of June 30, 2010 and for the quarter and six month period ended June 30, 2010, management evaluated subsequent events through the date that such financial statements were issued.

In June 2009, the FASB issued SFAS 168, The FASB Accounting Standards Codification and the Hierarchy of Generally Accepted Accounting Principles. ("SFAS 168" or ASC 105-10) SFAS 168 (ASC 105-10) establishes the Codification as the sole source of authoritative accounting principles recognized by the FASB to be applied by all nongovernmental entities in the preparation of financial statements in conformity with GAAP. SFAS 168 (ASC 105-10) was prospectively effective for financial statements issued for fiscal years ending on or after September 15, 2009 and interim periods within those fiscal years. The adoption of SFAS 168 (ASC 105-10) on July 1, 2009 did not impact the Company's results of operations or financial condition. The Codification did not change GAAP, however, it did change the way GAAP is organized and presented.

As a result, these changes impact how companies reference GAAP in their financial statements and in their significant accounting policies. The Company implemented the Codification in this Report by providing references to the Codification topics alongside references to the corresponding standards.

With the exception of the pronouncements noted above, no other accounting standards or interpretations issued or recently adopted are expected to have a material impact on the Company's financial position, operations or cash flows.

***C. Off-balance Sheet Arrangements***

Avisio is not a party to any off-balance sheet arrangement.

**Item 5 Legal Proceedings**

Reference is made to Initial Report filed on July 30, 2010

**Item 6 Defaults upon senior securities**

None

**Item 7 Other Information**

None

**Item 8 Exhibits**

Reference is made to Initial Report filed on July 30, 2010, Articles of Incorporation filed on August 6, 2010 and Corporate By-Laws filed on August 9, 2010.

## Item 9 Certifications

I, Amro Albanna, Chief Executive Officer and Chief Financial Officer of Avisio Inc. certify that:

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

Date: August 16 2010

/s/ Amro Albanna

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Amro Albanna

Chief Executive Officer and Chief Financial