NUVIM INC
Form 10-Q
August 19, 2008

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

FORM 10-Q

(Mark One)

/X/ QUARTERLY REPORT UNDER SECTION 13 OR 15(d) OF THE SECURITIES ECHANGE ACT OF 1934
For the quarterly period ended June 30, 2008
or
/ / TRANSITION REPORT UNDER SECTION 13 OR 15(d) of the SECURITIES EXCHANGE ACT OF 1934
For the Transition Period from to

Commission File No. 000-50508

NUVIM(R), INC.
(Exact name of registrant as specified in its charter)

Delaware (State or other jurisdiction of incorporation or organization)	13-4083851 (I.R.S. Employer Identification No.)
12 North State Route 17 Paramus, NJ (Address of principal executive offices)	07652 (Zip Code)

(201) 556-1010
(Issuers Telephone Number)

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

Indicate by a check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company.

Large accelerated filer	/ /	Accelerated filer	/ /
Non-accelerated filer	/ /	Smaller reporting company	/X/

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

At August 1, 2008, 16,361,959 shares of the registrant's Common Stock, par value $0.00001 per share, were outstanding.

NUVIM, INC.

Quarterly Report on Form 10-Q

Quarterly Period Ended June 30, 2008

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PART I. FINANCIAL INFORMATION

Item 1. FINANCIAL STATEMENTS

NUVIM, INC.
BALANCE SHEETS

	June 30 2008
ASSETS	(unaudited)
Current Assets:	
Cash and cash equivalents	$0
Accounts receivable, net	15,887
Inventory	176,394
Prepaid expenses and other current assets	18,362
Total Current Assets	210,643
Equipment and furniture, net	-

Deposits and other assets	6,206
Distribution rights	90,400
TOTAL ASSETS	$307,249

LIABILITIES AND STOCKHOLDERS' DEFICIT

Current Liabilities:	
Bank line of credit	$49,263
Advance from Officer	25,000
Current portion of accounts payable	247,131
Accrued expenses	141,901
Accrued compensation	133,250
Rescinded series B offering payable	18,920
Other notes payable, net of unamortized discount of $3,400 at June 30, 2008 and $5,100 at December 31, 2007	136,600
Accrued Interest - other notes payable	40,317
TOTAL CURRENT LIABILITIES	792,382
Other Liabilities:	
Accounts payable, net of current portion	206,430
Deferred officers compensation	352,283
Senior notes payable - related parties, net of unamortized discount of $0 at June 30, 2008 and $11,619 at Decemer 31, 2007	500,000
Accrued interest - senior notes payable - related parties	229,160
Stockholder loans - subordinated covertable promissory notes	150,000
Accrued interest stockholder loans	39,770
TOTAL OTHER LIABILITIES	1,477,643
TOTAL LIABILITIES	2,270,025
Commitments and Contingencies	
Stockholders' Deficit:	
Common Stock, 120,000,000 shares authorized, $.00001 par value, 16,361,959 shares issued and outstanding at June 30, 2008 and 14,740,782 shares issued and outstanding at December 31, 2007	163
Additional paid-in capital	22,030,624
Accumulated deficit	(23,993,563)
Total Stockholders' Deficit	(1,962,776)
TOTAL LIABILITIES AND STOCKHOLDERS' DEFICIT	$307,249

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NUVIM, INC.
STATEMENTS OF OPERATIONS

Three Months Ended June 30,

	2008	2007	
	(unaudited)	(unaudited)	(
Gross sales	156,707	347,170	
Less: discounts, allowances and promotional payments	49,492	114,924	
Net sales	107,215	232,246	
Cost of sales	86,925	224,592	
Gross profit	20,290	7,654	
Selling, general and administrative expenses	252,709	677,381	
Loss from operations	(232,419)	(669,727)	
Other Income (Expense):			
Interest expense	(20,805)	(20,974)	
Gain on settlement of accounts payable	19,881	13,521	
Total other income (expense) - net	(924)	(7,453)	
Net loss before income tax benefit	(233,343)	(677,180)	
Net loss	(233,343)	(677,180)	
Basic and diluted loss per share	(.01)	(.05)	
Weighted average number of common shares outstanding - basic and diluted	16,189,130	14,532,782	1

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NUVIM, INC.
STATEMENT OF CHANGES IN STOCKHOLDERS' DEFICIT
FOR THE SIX MONTHS ENDED June 30, 2008
(unaudited)

	Common Stock		Additional Paid-In Capital	Accumul Defic
	Shares	Amount		
Balance at December 31, 2007	14,740,782	$147	$21,655,862	($23,473
Stock sold to accredited investors, net	441,177	4	74,996	
Stock issued for services	524,000	5	89,975	
Stock issued for accounts payable	656,000	7	131,193	
Employee stock based compensation	-	-	78,598	
Net Loss	-	-	-	(520

Balance at June 30, 2008 (unaudited)	16,361,959	$163	$22,030,624	($23,993

NUVIM, INC.
STATEMENTS OF CASH FLOWS

	Six Months Ended June 30,	
	2008	2007
	(unaudited)	(unaudited)
Cash Flow From Operating Activities:		
Net loss	($520,165)	($958,363)
Adjustment to reconcile net loss to net cash used in operating activities:		
Depreciation	54	452
Amortization of debt discount on notes payable	13,319	10,500
Stock issued for services	89,975	49,100
Employee stock based compensation	78,598	343,969
Stock issued for compensation	-	46,583
Gain on settlement of accounts payable	(19,881)	(13,521)
Provision for discounts, allowances and promotional payments	108,483	106,977
Changes in Operating Assets and Liabilities:		
Accounts receivable	(106,776)	(63,417)
Inventory	29,062	(19,092)
Prepaid expenses and other assets	10,258	83,661
Accounts payable	12,053	(201,261)
Accounts payable and accrued expenses - related party	-	
Accrued expenses	24,807	26,980
Accrued compensation	112,000	(30,780)
Accrued interest	30,799	30,800
Net Cash Used in Operating Activities	(137,414)	(587,412)
Cash Flow From Financing Activities:		
Related party advance	25,000	-
Other borrowing	20,000	
Bank borrowings	2,600	-
Net proceeds from issuance of common stock	75,000	683,820
Net Cash Provided by Financing Activities	122,600	683,820
(Decrease) Increase in Cash and Cash Equivalents	(14,814)	96,408
Cash and Cash Equivalents at Beginning of Period	14,814	55,472
Cash and Cash Equivalents at End of Period	$-	$151,880

NUVIM, INC.

NOTES TO FINANCIAL STATEMENTS

NOTE 1 - BUSINESS AND BASIS OF PRESENTATION

A. BUSINESS

NuVim, Inc. (the "Company") markets and distributes ready to drink dietary supplement beverages and powder mixes, which enhance the immune system, promote joint and muscle health, and help the body absorb vitamins and minerals, especially calcium. In addition to the four major health benefits, Nu\Vim has 100% of the daily requirements of vitamins C, E, B12, and zinc as well as all 9 key amino acids, anti-oxidant vitamins, with only 45 calories per 8 ounce serving. NuVim has no high fructose corn syrup, fat, cholesterol, lactose, caffeine, or artificial flavors or colors. The Company distributes its products through supermarkets, Wal-Mart supercenters, military commissaries, and hospital cafeterias in approximately 12 states in the eastern United States.

B. Going Concern

The accompanying financial statements have been prepared assuming the Company will continue as a going concern. As shown in the accompanying financial statements, the Company incurred net losses of $233,343 and $520,165 for the three and six months ended March 31, 2008 and $677,180 and $958,363 for the three and six months ended March 31, 2007, respectively. Management also expects operating losses to continue in 2008. The Company's continued existence is dependent upon its ability to secure adequate financing to fund future operations and commence profitable operations. To date, the Company has supported its activities through borrowings and equity investments. During 2007, the Company raised net proceeds of $683,000 through the sale of equity securities. During 2008, the company has raised approximately $75,000 from the sale of its equity securities.

It is the Company's intention to raise additional capital through additional sales of its common stock. No assurance can be given that these funding strategies will be successful in providing the necessary funding to finance the operations of the Company. Additionally, there can be no assurance, even if successful in obtaining financing, the Company will be able to generate sufficient cash flows to fund future operations. These conditions raise substantial doubt about the Company's ability to continue as a going concern. The accompanying financial statements do not include any adjustments relating to the recoverability and classification of recorded assets or amounts and classification of liabilities that might be necessary related to this uncertainty.

C. BASIS OF PRESENTATION

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The unaudited financial statements included herein have been prepared by the Company pursuant to the rules and regulations of the Securities and Exchange Commission. Accordingly, they do not include all of the information and footnotes required by accounting principles generally accepted in the United States for complete financial statements. The unaudited interim financial statements as of June 30, 2008 and 2007 reflect all adjustments (consisting of normal recurring accruals) which, in the opinion of management, are considered necessary for a fair presentation of its financial position as of June 30, 2008 and as of the result of its operations and its cash flows for the periods ended

June 30, 2008 and 2007.

The Unaudited Statements of Operations for the three and six months ended June 30, 2007 and 2008 are not necessarily indicative of results for the full year.

While the Company believes that the disclosures presented are adequate to make the information not misleading, these financial statements should be read in conjunction with the financial statements and accompanying notes included in the Company's Current Report on Form 10KSB for the year ended December 31, 2007.

NOTE 2 - SIGNIFICANT ACCOUNTING POLICIES

A. Net Loss Per Share

Basic loss per share has been calculated using the weighted average number of common shares outstanding in accordance with FASB 128 "Earnings Per Share." All potentially dilutive securities, including options, convertible notes, convertible preferred stock and warrants have been excluded as common stock equivalents and diluted loss per share has not been presented as such securities are antidilutive due to the Company's net loss for all periods presented. At December 31, 2007 and June 30, 2008, the Company had warrants to purchase 7,013,800 and 6,999,398 shares of common stock, respectively, and employee stock options to purchase 3,746,147 and 4,296,147 shares of common stock outstanding which are not included in the calculation.

B. Use of Estimates

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

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C. Reclassifications

Certain reclassifications were made to the presentation of the 2008 financial statements in order to conform to the 2007 financial statements. Such reclassifications had no effect on the prior year's results of operations.

D. Stock-Based Compensation

In December 2004, the Financial Accounting Standards Board ("FASB") issued Statement of Financial Accounting Standards No. 123R (revised 2004), "Share-Based Payment" which revised Statement of Financial Standards No. 123, "Accounting for Stock-Based Compensation" This statement supersedes Opinion No. 25, "Accounting for Stock Issued to Employees." The statement addresses the accounting for share-based payment transactions with employees, eliminates the ability to account for share-based compensation transactions using the intrinsic value method pursuant to APB 25 and requires that the compensation costs relating to such transactions be recognized at fair value in the statement of operations. The revised statement has been implemented by the Company effective January 1, 2006. The Company continued to account for stock awards issued to non-employees under the fair value method as described in EITF 96-18 "Accounting for Equity Investments that are issued to Other than Employees for Acquiring or in Conjunction with Selling Goods or Services." The Company recorded approximately $26,549 and $52,049 in expenses related to stock options for the three and six months ended June 30, 2008. Such amount is included in General and administrative expenses at June 30, 2008.

E. Recent Accounting Pronouncements

FASB 161 - Disclosures about Derivative Instruments and Hedging Activities

In March 2008, the FASB issued FASB Statement No. 161, which amends and expands the disclosure requirements of FASB Statement No. 133 with the intent to provide users of financial statements with an enhanced understanding of; how and why an entity uses derivative instruments, how the derivative instruments and the related hedged items are accounted for and how the related hedged items affect an entity's financial position, performance and cash flows. This Statement is effective for financial statements for fiscal years and interim periods beginning after November 15, 2008. Management believes this Statement will have no impact on the financial statements of the Company once adopted.

NOTE 3 - STOCKHOLDERS' DEFICIT

A. Sales for Cash

In March 2008, the Company issued 294,118 shares of common stock and 147,059 warrants to purchase shares of common stock at $.25 each to an individual for $50,000 in cash.

In April 2008, the Company issued 147,059 shares of common stock and 73,529 warrants to purchase shares of common stock at $.25 each to an individual for $25,000 in cash.

B. Stock Issued for Services

In February and March 2008, the Company issued 410,000 shares of common stock and 25,000 warrants to purchase shares of common stock at $.25 each. These shares and warrants were issued for services and were expensed at the then fair market value of the shares issued or the value of the services tendered. The amount expensed at March 31, 2008 was $82,000.

In May 2008, the Company issued 114,000 shares of common stock for services with a fair value of $7,980.

C. Stock Issued for Accounts Payable

In April 2008, the Company entered into an agreement to issue 656,000 shares of common stock and a $20,000 note payable due on January 15th, 2009 for the satisfaction of a $161,081 trade payable. The Company recorded a gain of $19,881 on the transaction, representing the excess of the amount of the accounts payable retired over the fair value of the note and stock.

NOTE 4 - RELATED PARTY TRANSACTIONS

Included in selling, general and administrative expenses are salaries to immediate family members of an executive officer of the Company of approximately $9,000 and $18,000 for the three and six month periods ended June 30, 2008 and $9000 and $12,000 for the three and six month periods ended June 30, 2007.

In March 2008, an officer of the Company loaned the Company $25,000. The loan bears no interest and is due on demand.

In March 2008 an officer of the Company deferred $352,283 of accrued compensation, representing the officer's unpaid 2006 and 2007 salary and 2007 bonus. The deferrals are to be paid no earlier than January 2011. The Board approved a deferral agreement pursuant to which in January 2011 the officer may either demand payment in cash or accept shares of common stock computed at $0.20 per share, the closing price on the day the Board approved the deferral, in lieu thereof.

The entertainer Dick Clark and Stanley Moger hold $500,000 of NuVim's Senior Debt, due to mature in January 2009. They also held warrants to purchase a total of 1,015,000 shares of NuVim common stock at prices ranging from $0.35 to $2.00. In exchange for an extension of the payment of the principal and interest of the Senior Debt to January 2011 and the cancelation of all of the existing warrants, NuVim agreed to issue five year warrants to purchase a total of 755,000 shares of NuVim common

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stock at $0.10. As a result of this extension, the payment of the principal and interest of $150,000 of Shareholders debt has also been extended to January 2011.

NOTE 5 - SUBSEQUENT EVENTS

In July 2008, an Officer and Director of the Company lent the Company $20,000. In August 2008, a Director lent the Company $20,000. Both loans mature March 31, 2009 and bear interest at the rate of 8% per annum, payable quarterly. The Board of Directors approved both transactions.

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

The following discussion and analysis of our financial condition and results of operations should be read in conjunction with our financial statements and related notes included elsewhere in this Quarterly Report on Form 10-Q. This discussion contains forward-looking statements that are based on our management's beliefs and assumptions and on information currently available to our management. Forward-looking statements include, but are not limited to, statements regarding:

o possible or assumed future results of operations, including statements regarding revenue mix, cost of revenues, promotion of our products through advertising, sampling and other programs, changes to our internal financial controls, trends in our operating expenses and provision for income taxes, increased costs as a result of becoming a public company and expenses related to stock-based compensation;

o financing plans, including the adequacy of financial resources to meet future needs;

o business strategies, including any expansion into new products;

o our industry environment, including our relationships with our significant customers and suppliers;

o potential growth opportunities; and

o the effects of competition.

Some of our forward-looking statements can be identified by use of words such as "may," "will," "should," "potential," "continue," "expects," "anticipates," "intends," "plans," "believes" and "estimates."

Forward-looking statements involve many risks, uncertainties and assumptions. Actual results may differ materially from those expressed in the forward-looking statements for a number of reasons, including those appearing under the caption "Factors Affecting Operating Results" and elsewhere in this Quarterly Report on Form 10-Q. The cautionary statements contained or referred to in this report should be considered in connection with any subsequent written or oral forward-looking statements that may be issued by us or persons acting on our three quarters. We undertake no obligation to release publicly any revisions to any forward- looking statements to reflect events or circumstances after the date hereof or to reflect the occurrence of unanticipated events.

Overview

We produce, market, and distribute NuVim(R) beverage dietary supplements in refrigerated and shelf stable ready-to-drink beverages and powder mixes. NuVim utilizes the prebiotic fiber NutraFlora(R), minerals, vitamins and whey protein to provide important health benefits to its consumers. Whey protein, NuVim(R)'s largest ingredient, other than water, enhances physical

performance, enhances cardiovascular health, and promotes well being. NutraFlora(R), a prebiotic fiber is uniquely capable of promoting health supported by clinical studies by supporting the growth of beneficial (probiotic) bacteria which in turn provide health benefits such as an enhanced immune system and improved calcium and mineral absorption for better bone health. Studies also show that NutraFlora(R) helps improves digestive functions, contributes to a healthy cholesterol, and metabolism. In addition NuVim contains 100% of vitamin C, E, B12, and Zinc and 30% vitamin A of the recommended daily requirement. NuVim products contain no fat, cholesterol, lactose, caffeine, artificial flavors or high fructose corn syrup. As we move forward each year, we try to discover additional ingredients that can deliver health benefits and not compromise the NuVim great taste to help us make NuVim the best thing you can drink.

During the third quarter of 2007, we ran a production test run of a shelf stable version of our beverages in the same flavors as the chilled versions. In the first quarter 2008 we commercially produced these products and began to offer them for sale. Sold in single serve 12 ounce bottles, distribution is targeted primarily to, K through 12 school systems, colleges, and hospital and business cafeterias. Selected convenience store groups will be a secondary target. NuVim(R)'s breakthrough is the result of three years work to develop a shelf stable product which duplicates the great taste of the refrigerated products and brings the consumer the same wonderful health benefits.

As the products are introduced to the schools, colleges, and business/hospital cafeterias it is expected that they will be met with high acceptance as a contribution to curbing obesity and diabetes, conditions that have reached epidemic proportions. Because the limited number of beverages selections offered in these points of distribution the ability for NuVim to gain consumer awareness and trial is much higher and at less marketing costs then it would be in outlets where the number of single serve beverages offered is much, much greater. For instance in a large convenience store the number of beverages offered could exceed 300 versus a school, college or hospital/business cafeteria where the total number of beverages in the cooler would be only 10 or 12.

The US has over 5,500 hospitals with 5 million employees including

700,000 physicians. There are 41 million students in K through 12 and over 35 million students in high schools and colleges. These institutions are the initial targets on which NuVim(R) will focus its network of commissioned sales representatives.

We focus on developing the NuVim(R) brand through a mix of advertising and promotional programs that build consumer awareness, trial and repeat purchases. The marketing consists of television advertising newspaper advertising/advertorials, product sampling, coupon distribution, promotional price discounts, and a newly formed consumer NuVim(R) e-mail health newsletter that is distributed to consumers throughout the US every three weeks. NutraFlora(R) through their public relations firm also develops and airs news segments that include NuVim(R)'s health benefits. The television program Eye On America hosted by Greg Gumbel featuring NuVim products and their health benefits has aired nationally and regionally during the May and June.and will have repeat airings in the third quarter. The NuVim segment on Eye On America includes interviews from nationally known nutritional experts Ruth Carey and Coni Francis

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Each marketing program adds to building the brand and these expenditures are essential to maintain the distribution and build the NuVim(R) brand. We continue to test various ways to find the most cost efficient means to use our marketing funds to increase consumer awareness, trial and repeat purchases. We believe that these advertising and promotional activities are critical to the long term growth of our business and expect to continue these programs in the future.

We have distributed our refrigerated beverages since the year 2000 and are in over 1,000 Supermarkets in the Eastern United States. In late 2003 we began a test program with a single Wal-Mart supercenter. We are now in distribution in approximately 120 Wal-Mart supercenters in Florida.

In the second quarter of 2008 we began distribution of our refrigerated beverage in US Military Base Commissaries. There are approximately 170 commissaries in the United States, each serving a US Military Base. In April 2008, we made our first shipments to two distribution centers serving 36 commissaries. These commissaries serve as the supermarket for our active and retired military personnel and their families, now stock all three NuVim(R) flavors in 64 ounce containers. We have and will continue to support the commissary business with on site sampling and couponing. Initial sales results are positive and we are striving to gain distribution in a larger percentage of the commissaries by the end of the year.

We continue to sell to high potential retailers like Wal-Mart and regional supermarket chains and seek other avenues of high volume and profitable business like the military troop feeding, army hospitals, Veteran's hospitals, military Post Exchanges, schools, colleges and hospital/business groups. In the second half of the year we will begin programs to drive sales of both the powder mixes and the shelf stable single serve 12 ounce through our web-site store.

We have produced a 30 second television commercial for the refrigerated products, a 60 second television commercial for the powder product and a 5 minute educational video for the product and will air these commercials throughout 2008 through Platinum Television Group headquartered in Deerfield Beach Florida. The commercials run every week in selected markets on tightly targeted television programs. Platinum Television airs these commercials as part of our 2005 stock deal and our on going relationship with them. We have a commitment from PTG to air approximately 1,100 of these commercials during 2008.

In 2008 we have had very limited funds to support any marketing activities especially the essential product sampling and advertising programs, which we believe are critical to maintain and increase sales of our products. Therefore, we used the small amount of funds available on promotions in accounts that we believe will offer the greatest potential for sales growth and expansion opportunities until we are able to raise funding for additional marketing programs. For this reason sales have fallen in 2008 as we adjust our distribution system in the Northeast to improve per case profitability and we have also reduced the marketing area we are serving for Wal-Mart. Despite the reductions we have a solid footprint in the military, Wal-Mart, several supermarket chains and now have been able to launch the single serve 12 ounce products. We also expect that we will enter the lemonade and tea categories to move the company from a strictly nutracuetical beverage company to one that also is in the higher volume thirst quenching

categories of tea and lemonade. These new products will deliver the same health benefits of our refrigerated products with the exception of the whey protein.

Our focus is to push forward in eight areas:

- o Increase the sales per store in existing Wal-Mart supercenters.

- o Increase the number of Wal-Mart distribution centers/stores stocking the NuVim(R) 64 ounce size.

- o Increase the business with the current profitable supermarket chain store groups.

- o Expand from the military commissary base of 36 to all 170 commissaries in the United States and further expand commissary distribution to the US bases worldwide

- o Begin a 2008 test with the Department of Defense for using NuVim in troop feeding, army hospitals, veterans hospitals and the post exchange stores.

- o Introduce our new shelf stable 12 ounce beverages in three varieties to the K through 12 school systems, colleges and universities, hospital/business cafeterias, health clubs, and selected convenience stores.

- o Sell the shelf stable 12 ounce from the NuVim web-site store at a delivered price of approximately $2.75 per bottle (currently selling at www.nuvim.com) o Increase sales of the powder mixes through the Company web-site, nutritional supplement retail chains and home shopping networks.

- o Gain accesses to the food service markets with the shelf stable products through beer distributors and the independent non-alcoholic distributors.

- o Open the export market with the 12 ounce shelf stable products.

We continue to talk with other private beverage companies that provide synergy for a possible merger opportunity. We reviewed several potential candidates in the first half of 2008.

We have produced a 30 second television commercial for the refrigerated products, a 60 second television commercial for the powder product and a 5 minute powder infomercial for the product and plan to air these commercials in 2008 in selected programs like Eye on America, The Health Forum, The Competitive Edge and Today's Family. The 30 second commercials are aired monthly and will continue throughout the year 1,100 times. Eye on America will also run a 5 minute segment featuring NuVim(R). The segment aired on CNN Headline news and Region News Networks beginning in the second quarter. Exclusive interviews with nutrition experts Ruth Carey R.D. LD and Coni Francis Ph.D. will discuss the lifetime benefits of drinking NuVim.

Sales Results

The table set forth below discloses selected data regarding sales for the quarter and the six months ended June 30, 2008 and 2007. The data is not necessarily indicative of continuing trends.

Sales of beverages are expressed in unit case volume. A "unit case" means a unit of measurement equal to 512 U.S. fluid ounces of finished beverage (eight 64-ounce containers). Unit case volume means the number of unit cases (or unit case equivalents) of beverages directly

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or indirectly sold by us. Gross cases sold to the customer represent the number of cases shipped to the customer prior to any returned cases containing product that has not been sold by its expiration date.

Unit Case Volume/Case Sales

	Three Months Ended June 30,		Six Months Ended June 30,	
	2008	2007	2008	2007
Gross Cases Sold	8,312	19,037	18,247	36,643
Gross Sales	$ 156,707	$ 347,170	$ 340,690	$ 675,303
Net Sales	$ 107,215	$ 232,246	$ 232,207	$ 473,068

Case shipments of our refrigerated product decreased by 10,725 and 18,396 or 57% and 51%, respectively, during the second quarter and the first half of 2008 compared with the same periods in the prior year. The reasons for the three month and six month declines were the elimination of accounts that did not offer the possibility of future profits, a reduction in the number of Wal- Mart stroes serviced and less promotional spending. The new military commissary business has begun to show the improvement in the trend of declining sales. We expect this improvement to continue at a much increased rate in the third and fourth quarter. The improvement is anticipated due to the sales at the new business in the military commissaries and also the single serve 12 ounce and some sales of lemonade and tea products. We have experienced a substantial restructure of our business in the first half of this year to prepare the company for these new future sales opportunities. A bright note that in the same store sales on the same varieties basis in the Wal-Mart Acradia distribution center we increased store sales by 16% and through the stores through the Winterhaven distribution center same store sales per variety increased 10%.

Results of Operations

Results of operations for the three months ended June 30, 2008 compared to the three months ended June 30, 2007

Gross Sales. For the three months ended June 30, 2008, gross sales were

$156,707, a decrease of $190,463 or 55% over gross sales of $347,170 for the three months ended June 30, 2007. The decrease in gross sales is primarily attributable NuVim's decision to close marginal accounts and the decrease in the number of Wal-Mart stores serviced offset somewhat in this quarter by the new military commissary business.

Discounts, Allowances and Promotional Payments. For the three months ended June 30, 2008, promotional allowances and discounts were $49,492 a decrease of $65,437 or 57% from the promotional allowances and discounts of $114,924 for the three months ended June 30, 2007. This decrease is primarily attributable to lower returns of product after expiration date and less price based promotion, as well as lower sales.

We record the price reductions, which are reimbursed by us to the retailers, in accordance with Financial Accounting Standards Board Emerging Issues Task Force, No. 01-09, Accounting for Consideration Given by a Vendor to a Customer. We expect to continue to use price

promotions and coupon distribution selectively as a means to promote consumer sampling and trial of our product into the foreseeable future. As the product matures and a higher percentage of users of our product are repeat purchasers, we expect coupon expense, relative to gross sales, to decline although we will continue to use these marketing programs when needed. Product returned after its expiration date increased primarily due to the lower sales volume discussed above. Total Discounts, Allowances and Promotional payments as a percentage of gross sales decreased from 33.1% for the three months ended June 30, 2007 to 31.6% for the three months ended June 30, 2008.

	Three Months Ended June 30,		Increase (Decrease)	Percenta
	2008	2007		
Discounts for timely payment	$ 518	$ 2,719	$ (2,201)	(80.9%
Product returned after its expiration date	18,192	29,675	(11,483)	(38.7%
Promotional price allowances, coupons and other incentives	30,782	80,203	(49,421)	(61.6%
Slotting fees	0	2,327	(2,327)	100%
Total Discounts, Allowances and Promotional Payments	$ 49,492	$ 114,924	$ (65,432)	(56.9%

Net Sales. Net sales for the three months ended June 30, 2008 were $107,215, a decrease of $125,031, or 54% below net sales of $232,246 for the three months ended June 30, 2007. The decrease in net sales is primarily attributable to the elimination of unprofitable accounts offset by reduced price discounting.

Cost of Sales. For the three months ended June 30, 2008, cost of sales was $86,925, a decrease of $137,667 or 61% from the cost of sales of $224,592 for the three months ended June 30, 2007. This reduction exceeds percentage reduction in both Gross and Net Sales. Cost of sales as a percentage of gross sales decreased due to the continued control of production and distribution costs.

Gross Profit. Gross profit was $20,290 for the three months ended June 30, 2008, a increase of $12,636 from the gross profit of $7,654 for the three months ended June 30, 2007. Gross profit as a percentage of gross sales was 4% for the three months ended June 30, 2008 compared to 2% for the three months ended June 30, 2007. Both Gross Profit amount and percentage increased despite the reduction in Net Sales. The increase in gross profit as a percentage of gross sales was primarily due to less promotional spending, improved production and distribution cost control.

Selling, General and Administrative Expenses. Selling, general and administrative expenses were $252,709 for the three months ended June 30, 2008, a decrease of $424,672, or 63% from selling, general and administrative expenses of $677,381 for the three months ended June 30, 2007. This is the result of continued economies in the executive suite.

Loss from Operations. Loss from operations was $232,419 for the three months ended June 30, 2008 compared to $669,727 for the three months ended June 30, 2007, also a reduction

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of 63%. The decreased loss is due to improved Gross Profit, continuing operating improvements, and reduced administrative expenses.

Other Expense. Other Expense for the three months ended June 30, 2008 was $924 consisting of Interest expense almost $20,805 (almost identical to the $20,974 recorded in the second quarter of 2007) almost entirely offset by gains on accounts payable settlements. The decrease of $6,529 in Other Expense is almost entirely due to an increase of $6,360 in gains on settlement of accounts payable for 2008 compared with the three months ended June 30 in 2007.

Net Loss. Net loss was $233,343 for the three months ended June 30, 2008 compared to $677,180 for the three months ended June 30, 2007. The $443,837 decrease in net loss is due to improved Gross Profit and the sharp reduction of Selling, General, and Administrative Expenses.

Results of operations for the six months ended June 30, 2008 compared to the six months ended June 30, 2007

Gross Sales. For the six months ended June 30, 2008, gross sales were $340,690, a decrease of $328,133, or 49% lower than gross sales of $675,303 for the six months ended June 30, 2007. The decrease for the year to date is primarily due to NuVim's decision of close out marginal accounts and reduction of the number of Wal-Marts served during the second quarter offset by an increase in gross sales for six months primarily attributable the increases at Giant, and Giant Eagle. It is anticipated that the new commissary business

Discounts, Allowances and Promotional Payments. For the six months ended June 30, 2008, promotional allowances and discounts were $108,483, a decrease of $93,752 or 46%, from the promotional allowances and discounts of $202,235 for the six months ended June 30, 2007. This decrease is primarily attributable to decreased promotional activities during the first half of the year arising from reduced volume and fewer returns.

We record the price reductions, which are reimbursed by us to the retailers, in accordance with Financial Accounting Standards Board Emerging Issues Task Force, No. 01-09, Accounting for Consideration Given by a Vendor to a Customer. We expect to continue to use price promotions and coupon distribution selectively as a means to promote consumer sampling and trial of our product into the foreseeable future. As the product matures and a higher percentage of users of our product are repeat purchasers, we expect coupon expense, relative to gross sales, to decline. Total Discounts, Allowances and Promotional payments as a percentage of gross sales increased from 30% for the six months ended June 30, 2007 to 32% for the six months ended June 30, 2008, reflecting the lower volume of sales and our increased efforts to market our beverages in the markets in which we are concentrating.

	Six months Ended June 30, 2008	Six months Ended June 30, 2007	Increase (Decrease)	Percenta
Discounts for timely payment	$ 1,453	$ 5,215	$ (3,762)	(72.1%
Product returned after its expiration date	45,290	59,486	(14,196)	(23.9%
Promotional price allowances, coupons and other incentives	61,740	133,533	(71,793)	(53.8%
Slotting fees	0	4,000	(4,000)	100%
Total Discounts, Allowances and Promotional Payments	$ 108,483	$ 202,235	$ (93,752)	(46.4%

Net Sales. Net sales for the six months ended June 30, 2008 were $232,246, a decrease of $240,861, or 51% lower than net sales of $473,068 for the six months ended June 30, 2007. The decrease in net sales is a combination of the elimination of marginal accounts and concentration of Wal-Mart distribution centers offset by a decrease in promotional activities.

Cost of Sales. For the six months ended June 30, 2008, cost of sales was $191,454, a decrease of $202,083, or 51% lower than cost of sales of $393,537 for the six months ended June 30, 2007. Cost of sales as a percentage of gross sales was 56% for the six months ended June 30, 2008, compared with 58% for the six months ended June 30, 2007.

Gross Profit. Gross profit was $40,753 for the six months ended June 30, 2008, a decrease of $38,778 from the $79,531 gross profit for the six months ended June 30, 2007. Gross profit as a percentage of gross sales was 12% for the six months ended June 30, 2008, the same as the gross profit of approximately 12% for the six months ended June 30, 2007.

Selling, General and Administrative Expenses. Selling, general and administrative expenses were $529,164 for the six months ended June 30, 2008, a decrease of $480,627, or 48% from selling, general and administrative expenses of $1,009,791 for the six months ended June 30, 2007. Selling, general and administrative expenses exceeded net sales in both periods as we are still in an early stage of our development and have not achieved sales volumes sufficient to generate net sales in excess of our selling, general and administrative expenses. The decrease in selling, general and administrative expenses is due to decreases in payroll and related expenses, elimination of royalty, and reductions in insurance premiums and office related expenses.

Loss from Operations. Loss from operations was $488,411 for the six months ended June 30, 2008 compared to $930,260 for the six months ended June 30, 2007. The $441,849 decrease in loss from operations was primarily attributable to the reduction in administrative expenses offset by the decline in Gross Profit.

Other Expense. Other Expense for the six months ended June 30, 2008 was $31,754 consisting of Interest expense almost $51,635 (an approximately $10,000 increase from the $41,624 recorded in the same period in 2007) partially offset by gains on accounts payable settlements (which increased from $13,521 in the first half of 2007 to 19,881 in 2008). The net increase in Other Expenses $3,651 for the first half of 2008 compared with the sane period in 2007.

Net Loss. Net loss was $520,165 for the six months ended June 30, 2008 compared to $958,363 for the six months ended June 30, 2007. The $438,198 or 46% decrease in net loss was primarily attributable to the factors discussed above.

Liquidity and Capital Resources

Liquidity and Capital Resources

Our operations to date have generated significant operating losses that have been funded through the issuance of common stock and external borrowings. We will require additional sources of outside capital to continue our operations.

Through June 30 2008, NuVim has raised a net of $75,000 in new working capital through the sale of common stock and has obtained services valued at approximately $168,573 in exchange for 524,000 shares of its common stock. In addition, NuVim received loans aggregating $65,000 from related parties. In addition, NuVim settled $164,000 of charges for accounting services by issuing 656,000 shares of its common stock.

We have participated in the New Jersey Economic development Authority Tax Transfer program for the past 5 years and will again this year. Approximately $175,000 was received from this program in December of 2007. We have already applied for the 2008 program and anticipate receiving approximately $70,000 by December of this year. As NuVim continues to cut its losses, the amount received each year will decrease.

We will need to raise additional financing to pay down our obligations, fund operating losses and to support sales and marketing programs to increase sales of our products. If we are not able to identify additional sources of financing, we may not be able to continue operations beyond 2008.

Net cash used in operating activities for the six months ended June 30, 2008 was $137,414 compared to cash used in operating activities of $587,412 during the same period in 2007. The decrease in cash used by operating activities during the first six months of $449,998 was primarily attributable to reduced Net Losses arising primarily from lower administrative expense.

$122,600 was provided by financing activities during the six months ended June 30, 2008 compared with $683,820 provided during the six months ended June 30, 2007. In 2007, we conducted a private placement of our common stock.

Application of Recent and Critical Accounting Policies and Pronouncements

Recent Accounting Pronouncements

FASB 161 - Disclosures about Derivative Instruments and Hedging Activities
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In March 2008, the FASB issued FASB Statement No. 161, which amends and expands the disclosure requirements of FASB Statement No. 133 with the intent to provide users of financial statements with an enhanced understanding of; how and why an entity uses derivative instruments, how the derivative instruments and the related hedged items are accounted for and how the related hedged items affect an entity's financial position, performance

and cash flows. This Statement is effective for financial statements for fiscal years and interim periods beginning after November 15, 2008. Management believes this Statement will have no impact on the financial statements of the Company once adopted.

Management does not believe that any recently issued, but not yet effective, accounting standards, if currently adopted, would have a material effect on the accompanying financial statements.

Critical Accounting Estimates

The discussion and analysis of our financial condition and results of operations are based upon our financial statements, which have been prepared in accordance with accounting principles generally accepted in the United States of America. The preparation of these financial statements requires us to make estimates and judgments that affect the reported amount of assets and liabilities, revenues and expenses, and related disclosure on contingent assets and liabilities at the date of our financial statements. Actual results may differ from these estimates under different assumptions and conditions.

Critical accounting policies are defined as those that are reflective of significant judgments, estimates and uncertainties and potentially result in materially different results under different assumptions and conditions. For a detailed discussion on the application of these and other accounting policies, see Note 2 to our annual financial statements for the year ended December 31, 2007.

Placement and Promotional Allowances and Credits for Product Returns

As an inducement to our customers to promote our products in preferred locations of their stores, we provide placement and promotional allowances to certain customers. We also provide credits for customer coupon redemptions, consumer price reductions, and product which has not been sold by its expiration date. These allowances and credits are reflected as a reduction of revenue in accordance with Emerging Issues Task Force ("EITF") No. 01-9, which requires certain sales promotions and customer allowances previously classified as selling, general and administrative expenses to be classified as a reduction of sales or as cost of goods sold. Provisions for promotional allowances are recorded upon shipment and are typically based on shipments to the retailer during an agreed upon promotional period. We expect to offer promotional allowances at historical levels in the near future as an incentive to our customers. One time per account slotting or placement fees are deducted from revenue in the period paid. Provisions for coupon redemptions and product returned that has reached its expiration date are based on historical trends. Information such as the historical number of cases returned per unit shipped, product shelf life, current sales volume, and coupons distributed during the period are used to derive estimates of the required allowance. As we expand production and introduce new products, we may incur increased levels of returned goods. Also, our estimates assume we will continue as a going concern and maintain distribution with wholesalers and supermarkets that currently carry our product. If a supermarket or wholesaler discontinues our product, we may experience return rates in excess of our historical trend. This could result in material charges to future earnings for reimbursements to our customers for returned, unsold product.

Accounts Receivable

We evaluate the collectibility of our trade accounts receivable based on a number of factors. Accounts receivable are unsecured, non-interest bearing obligations that are typically due from customers between 10 and 30 days of the invoice date. We apply collections in accordance with customer remittance advices or to the oldest outstanding invoice if no remittance advice is presented with payment. Our overall receivables are approximately 17 days outstanding.

We estimate an allowance for doubtful accounts and revenue adjustments based on historical trends and other criteria. We have had only one account that could not be collected since the inception of the company in 2000. The amount was less than $10,000. Further, as accounts receivable outstanding are deemed uncollectible or subject to adjustment, these allowances are adjusted accordingly. In circumstances where we become aware of a specific customer's inability to meet its financial obligations to us, a specific reserve for bad debts is estimated and recorded which reduces the recognized receivable to the estimated amount we believe will ultimately be collected. In addition to specific customer identification of potential bad debts, bad debt charges are recorded based on our recent past history and an overall assessment of past due trade accounts receivable outstanding. We also estimate the amount of credits for product placement, promotion and expired product that are expected to be issued for product sold based on an evaluation of historical trends and record an allowance when the sale is recorded.

Inflation

We do not believe that inflation had a significant impact on our results of operations for the periods presented.

Off-Balance Sheet Transactions

At June 30, 2008, we did not have any relationships with unconsolidated entities or financial partnerships, such as entities often referred to as structured finance or special purpose entities, which would have been established for the purpose of facilitating off-balance sheet arrangements or other contractually narrow or limited purposes.

Item 3. Quantitative and Qualitative Disclosures about Market Risk

NuVim's business does not subject it to these types of risks.

Item 4T. Controls and Procedures.

(a) Evaluation of Disclosure Controls and Procedures

Mr. Kundrat, NuVim's Chief Executive Officer and Chief Financial Officer, evaluated the effectiveness of the design and operation of its disclosure controls and procedures as defined in Exchange Act Rule 13a-15(e). The term "disclosure controls and procedures," as defined in Rules 13a-15(e) and 15d -15(e) under the Securities Exchange Act of 1934, as amended, (the

Exchange Act) means controls and other procedures of a company that are designed to ensure that this information is recorded, processed, summarized, and reported within the time periods specified in the SEC's rules and forms. Disclosure controls and procedures include controls and procedures designed to ensure that information required to be disclosed by a company in the reports that it files or submits under the Exchange Act is accumulated and communicated to the company's management, including its principal executive and principal financial officers, as appropriate to allow timely decisions regarding required disclosure. Based upon their evaluation of its disclosure controls and procedures, NuVim's chief executive and the chief financial officer have concluded that, as of June 30, 2008 and as of the date of filing, the controls, and procedures were effective at a reasonable assurance level and will continue to operate as designed.

NuVim maintains certain internal controls over financial reporting that are appropriate, consistent with cost-benefit considerations, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles.

(b) Management's Report on Internal Control over Financial Reporting

Our management is responsible for establishing and maintaining adequate internal control over financial reporting (as defined in Rule 13a-15(f) under the Exchange Act). Our management assessed the effectiveness of our internal control over financial reporting as of December 31, 2007. In making this assessment, our management used the criteria set forth by the Committee of Sponsoring Organizations of the Treadway Commission in Internal Control -Integrated Framework. Our management has concluded that, as of June 30, 2008, our internal control over financial reporting is effective based on these criteria. This annual report does not include an attestation report of our registered public accounting firm regarding internal control over financial reporting. Management's report was not subject to attestation by our registered public accounting firm pursuant to temporary rules of the SEC that permit us to provide only management's report in this annual report.

(c) Changes in Internal Control over Financial Reporting

No change effecting NuVim's internal controls occurred during the fourth quarter has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.

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PART II. OTHER INFORMATION

Item 1. Legal Proceedings.

There are at present no legal proceedings pending against the Company.

Item 1A. Rick Factors

Investing in our shares involves a high degree of risk. You should carefully consider the following risks, as well as the other information in this report, before deciding whether to invest in our shares. If any of the following risks actually occur, our business, financial condition, results of operations and liquidity could suffer. In that event, the trading price of our shares could decline and you might lose all or part of your investment.

We Will Need to Raise Additional Capital.

We are currently operating at a loss and expect our expenses to continue to increase as we expand our product line as well as our geographic presence throughout the United States. To date, we have relied primarily on financing transactions to fund operations. We could face unforeseen costs such as an increase in transportation costs resulting from the recent significant increases in the cost of fuel; or our revenues could fall short of our projections because retail outlets discontinue ordering our products or for reasons unrelated to our products, such as a revenue decline due to changes in consumer habits and preferences or we may achieve lower margins than planned on our products due to cost increases or competitive pricing pressure.

During 2008, NuVim raised a net total of about $75,000 from accredited investors and obtained an additional $168,573 of services in exchange for common stock.

We will still continue to need additional funds to continue our operations. New sources of capital may not be available to us when we need it or may be available only on terms we would find unacceptable. If such capital is not available on satisfactory terms, or is not available at all, we will be unable to continue to fully develop our business and our operations and our financial condition will be materially and adversely affected. Such a lack of additional funding could force us to cease operations altogether. Debt financing, if obtained, could increase our expenses and would be required to be repaid regardless of operating results. In addition, if we raise additional funds through the issuance of equity, equity-related or convertible debt securities, these securities may have rights, preferences or privileges senior to those of the rights of our ordinary shares and our shareholders may experience additional dilution. Any such developments can adversely affect your investment in our company, harm our financial and operating results, and cause our share price to decline.

Our Auditors Have Substantial Doubt About Our Ability To Continue As A Going Concern.

In their report in connection with our 2007 and 2006 financial statements, both our auditors included an explanatory paragraph stating that, because we have incurred net losses and have a net capital deficiency for the years ended December 31, 2006 and 2007, there is substantial doubt about our ability to continue as a going concern. The extension of all $700,000 of debt to a payable date of January 15, 2011 does alleviate the immediate debt concerns. Our continued existence will depend in large part upon our ability to successfully secure additional financing to fund future operations. Our initial public offering was not sufficient to completely alleviate these concerns; the proceeds have been adequate to fund operations to date, but we will need to raise additional funding to continue operations. If we are not able to achieve positive cash flow from operations or to secure additional financing as needed, we will continue to experience the risk that we will not be able to continue as a going concern.

Our Limited Operating History Makes Evaluation Of Our Business Difficult.

We have a limited operating history and have encountered, and expect to continue to encounter, many of the difficulties and uncertainties often faced by early stage companies. We commenced our business operations in 1999 and began marketing our initial products in 2000 on a limited basis. Accordingly, we have only a limited operating history with which you can evaluate our business and prospects. An investor in our units must consider our business and prospects in light of the risks, uncertainties and difficulties frequently encountered by early stage companies, including limited capital, delays in product development, possible marketing and sales obstacles and delays, inability to gain customer acceptance or to achieve significant distribution of our products to customers and significant competition. We cannot be certain that we will successfully address these risks. If we are unable to address these risks, our business may not grow, our stock price may suffer and/or we may be unable to stay in business.

We Have A History Of Losses And We Expect To Continue To Operate At A Loss For The Foreseeable Future.

Since our inception in 1999, we have incurred net losses in every year, including net losses of $1,449,378 for the year ended December 31, 2007 and $520,165 for the six months ended June 30, 2008. We had a working capital deficit of $581,739 at June 30, 2008 and have negative cash flows from operations. As a result of ongoing operating losses, we also had an accumulated deficit of $23,993,563 and a stockholders' deficit of $1,962,776 at the same date. We expect to incur losses until at least through 2008 and may never become profitable. We also expect that our expenses will not increase substantially for the foreseeable future as we seek to expand our product line and sales and distribution network, implement internal systems and infrastructure and comply with the legal, accounting and corporate governance requirements imposed upon public companies.

Our Continued Progress Depends Of Consumer Acceptance of the Reformulated Beverage

In the first quarter of 2007, NuVim introduced a reformulated beverage and began producing it at a new plant. Although the new formulation maintains the same taste, reduces calories per serving from 70 to 45, eliminates High Fructose Corn Syrup, as an ingredient, and

introduces NutraFlora(R) an active ingredient with more, and more recent, clinical support for its improvement of mineral absorption, particularly the calcium and magnesium necessary for bone strength, reinforcing the immune system, our consumers may not all continue to enjoy the NuVim(R) beverages and new customers attracted by the reduced sugar and calories and the improved health benefits may not replace all the old customers lost because of the changes.

Our Business Depends On The Acceptance Of Our Products In Both Existing And New Marketing Areas.

We intend to expand into new geographic areas and broaden our product offerings to generate additional sales. Our refrigerated beverage products are currently available from southern Connecticut to Miami and as far West as Pittsburgh though military commissaries and such supermarket chains as ShopRite, Pathmark, A&P, Gristedes, Food Emporium, Key Foods, Associated Foods, Walbaums, Acme, Giant, Giant Eagle, and Wal-Mart. Although marketing funds have been limited, we have been able to maintain distribution due to our loyal consumer base who have felt the NuVim difference and continue to buy NuVim on a regular basis. The supermarket chain accounts see NuVim as a one of a kind product that offers the consumer a healthily choice to high sugar and high caffeine carbonated and non- carbonated beverages. We do not know whether the level of market acceptance we have received in our current markets for our products will be matched or exceeded in the geographic locations we are newly serving or in other areas of the country as we expand our distribution in the future. We also will need to raise additional financing to support this expansion.

We can give no assurance that we will expand into new geographic areas. It is unlikely that we will achieve profitability in 2008, but possibly could achieve profitability on a monthly basis toward the end of next year.

Consumers Who Try Our Products May Not Experience The Health Benefits We Claim, Which May Cause Them To Discontinue Using Our Products.

Although there is substantial clinical evidence showing that NuVim(R)'s ingredients produce the desired results, there have been no studies of our specific formulation. Therefore, we currently cannot confirm that the health benefits of our products will be evident to casual consumers of our products. Consumers may determine that drinking 12 ounces of NuVim per day for a minimum of 30 days requires more discipline and expense than they are willing to devote. If consumers do not use our product in the quantity or for the duration we recommend, they may not achieve the health benefits we claim, which may cause them to make alternative nutritional beverage and/or dietary supplement purchasing decisions.

Our Business May Suffer From Lack Of Diversification.

Our business is centered on nutritional beverages. The risks associated with focusing on a limited product line are substantial. If consumers do not accept our products or if there is a general decline in market demand for, or any significant decrease in, the consumption of nutritional beverages, we are not financially or operationally capable of introducing alternative products within a short time frame. As a result, such lack of acceptance or market demand

decline could cause us to cease operations. The addition of our new shelf stable products offers us a broader base of outlets to distribute our products decreasing our total dependence on the refrigerated distribution network.

Expansion Of Our Business Is Dependent On Our Ability To Expand Production.

We currently manufacture our refrigerated product line at Mountainside Farms in Roxbury, New York We are in negotiation with several companies to manufacture the shelf stable products. Our ability to expand beyond our current marketing areas depends on, among other things, the ability to produce our product in commercial quantities sufficient to satisfy the increased demand. Although our present production capacity is sufficient to meet our current and short-term future production needs, production capacity may not be adequate to supply future needs. If additional production capacity becomes needed, it will be necessary to engage additional co-packers or to expand production capacity at our present co-packer facility. If we expand production at Mountainside Farms, we risk having to pay significantly greater transportation costs to transport our products to warehouses in other regions of the United States. Any new co -packing arrangement raises the additional risk of higher marginal costs than we currently enjoy since we would be required to negotiate new terms with any new co-packer. We may not be able to pass along these higher costs to our customers. If we are unable to pass along the higher production costs imposed by new co -packers to our customers, we either will suffer lower gross margins and lower profitability, once achieved, or we may be unable to expand our business as we have planned, which could disappoint our stockholders.

Our Business Contains Risks Due To The Perishable Nature Of Our Product.

Our current refrigerated product is a perishable beverage that has a limited shelf-life of approximately 83 days. This restricted shelf life means that we do not have any significant finished goods inventory and our operating results are highly dependent on our ability to accurately forecast near term sales in order to adjust our raw materials sourcing and production needs. When we do not accurately forecast product demand, we are either unable to meet higher than anticipated demand or we produce excess inventory that cannot be profitably sold. Additionally, our customers have the right to return products that are not sold by their expiration date. Therefore, inaccurate forecasts that either mean that we are unable meet higher than anticipated demand or that result in excess production, or significant amounts of product returns on any of our products that are not sold by the expiration date could cause customer dissatisfaction, unnecessary expense and a possible decline in profitability.

Government Regulation May Adversely Affect Our Business.

Our business is subject to government regulation, principally the United States Food and Drug Administration (the "FDA"), which regulates the processing, formulation, packaging, labeling and advertising of dietary products, and to a lesser extent, state governments, where state attorneys general have authority to enforce their state consumer protection acts. Specifically, we are subject to the Dietary Supplement and Health Education Act ("DSHEA"). Under DSHEA, dietary supplements are permitted to make "statements of nutritional support" with notice to the FDA, but without FDA pre-approval. The FDA does not

allow claims that a dietary product may mitigate, treat, cure or prevent disease. There can be no assurance that at some future time the FDA will not determine that the statement of nutritional support we make on our packaging is a prohibited claim rather than an acceptable nutritional support statement. Such a determination by the FDA would require deletion of the treatment, cure or prevention of disease claim, or, if it is to be used at all, submission by our company and the approval by the FDA of a new drug application, which would entail costly and time-consuming clinical studies, or revision to a health claim, which would require demonstration of substantiated scientific evidence to support such claim and would also consume considerable management time and financial resources.

Our advertising of dietary supplement products is also subject to regulation by the Federal Trade Commission (the "FTC") under the Federal Trade Commission Act, which prohibits unfair or deceptive trade practices, including false or misleading advertising. The FTC in recent years has brought a number of actions challenging claims made by companies that suggest that their products are dietary supplements. No assurance can be given that actions will not be brought against us by the FTC or any other party challenging the validity of our product advertising claims.

Our Business May Be Subject To Product Liability Claims Relating To Consumer Use Of Our Products.

As a marketer of beverages that are ingested by consumers, we face an inherent risk of exposure to product liability claims if the use of our products results in injury or our labeling contains inadequate warnings concerning potential side effects. With respect to product liability claims, we have obtained a $2.0 million liability insurance policy ($2.0 million per occurrence), which we believe is adequate for our kind of business activity. The policy contains certain exclusions that would pertain to food products such as the additional products exclusion for bodily injury or property damage arising out of the manufacture, handling, distribution, sale, application or use of certain specified products (e.g., silicone, latex, and dexfenfluramine, among others), the intended injury and the willful and intentional acts exclusions. There can be no assurance that such insurance will continue to be available at a reasonable cost, or, if available, that it will be adequate to cover potential liabilities. If we are found liable for product liability claims that exceed our coverage or are subject to a policy exclusion, such liability could require us to pay financial losses for which we have not budgeted and may not have adequate resources to cover. If the uninsured losses were significantly large enough to impact our ability to continue our then-existing level of operations, we might experience a decline in net income and earnings per share, and our stock price might suffer. In an effort to limit any liability, we generally obtain contractual indemnification from parties supplying raw materials or marketing our products. Such indemnification is limited, however, by the terms of each related contract and, as a practical matter, by the creditworthiness of the indemnifying party.

Despite the insurance coverage that we plan on maintaining, it is possible that we may be sued if one or more consumers believe our products have caused them harm. While no such claims have been made to date, the results of any such suit could result in significant financial damages to us, as well as serious damage to the reputation and public perception of our

company, even if we are ultimately found not to be at fault.

Item 2. Unregistered Sales of Equity Securities and Use of Proceeds.

Sales for Cash

In April 2008, NuVim sold 147,059 shares of common stock for $0.17 per shares and issued five year warrants to purchase 73,530 shares of common stock at $0.25 per share to Doug Scott, one of its Directors. He agreed in writing to restrictions on resale placed with the NuVim's transfer agent and the printing of a legend on its certificate. Because of these factors, this sale was exempt from registration under the Securities Act as not involving a public distribution under section 4(2) and 4(6). The proceeds were used for working capital.

All cash raised in these sales has been applied to working capital.

Common Stock Issued for Services

In early April, NuVim issued 656,000 shares of common stock and a $20,000 promissory note to settle outstanding invoices for accounting services. The accounting firm agreed in writing to restrictions on resale placed with the NuVim's transfer agent and the printing of a legend on its certificate. Because of these factors, this sale was exempt from registration under the Securities Act as not involving a public distribution under section 4(2) and 4(6).

In June 2008, NuVim issued 100,000 Mark Alan Siegel for his services. These services were valued at $7,000. Mr. Siegel serves as NuVim's Secretary and General Counsel. He has agreed not to sell his shares before 2009. In addition, he agreed in writing to Securities Act restrictions on resale placed with the NuVim's transfer agent and the printing of a legend on its certificate. Because of these factors, this sale was exempt from registration under the Securities Act as not involving a public distribution under section 4(2) and 4(6).

Also in June, NuVim issued a total of 14,000 shares of common stock to employees of its military broker as a bonus for their efforts in getting NuVim refrigerated beverages into military commissaries. The aggregate value of these shares is approximately $1,000. Restrictions on resale have been placed with the NuVim's transfer agent and a legend has been printed on each certificate. Because of these factors, this sale was exempt from registration under the Securities Act as not involving a public distribution under section 4(2) and 4(6).

Item 3. Defaults Upon Senior Securities

None

Item 4. Submission of Matters to Vote of Security Holders

None.

Item 5. Other Information

None

Item 6. Exhibits

(a) Current Reports on Form 8-K: None

(b) The following exhibits are filed as part of this report:

Exhibit No.	Description
31.1	Certification of Chief Executive Officer Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
31.2	Certification of Chief Financial Officer Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
32.1	Certification of the Chief Executive pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
32.2	Certification of the Chief Financial Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.

SIGNATURES

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

NUVIM, INC.

Date: August 19 , 2008 By: /s/ RICHARD P. KUNDRAT
Richard P. Kundrat
Chief Executive Officer
and Chairman of the Board
(Principal Executive Officer)

Date: August 19 , 2008 By: /s/ RICHARD P. KUNDRAT
Richard P. Kundrat, Chief Financial Officer
(Principal Financial and Accounting Officer)