Initial Company Information and Disclosure Statement

Part A General Company Information

Item I The exact name of the issuer and its predecessor (if any).

NuVim, Inc.

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

Suite 212 12 State Route 17 North, Paramus, New Jersey 07652

(i) Telephone and fax number of issuer's principal offices:

Telephone Number: 201.556.1013 Facsimile Number: 201.556.1012

(ii) The URL of each website maintained by or on behalf of the issuer:

www.NuVim.com

(iii) The name, phone number, email address, and mailing address of the person responsible for the issuer's investor relations:

Name:	Richard P. Kundrat
Phone Number:	201.556.1013
E-mail Address:	*rpkundrat@nuvim.com*
Mailing Address:	Suite 212, 12 State Route 17 North, Paramus, New Jersey 07652

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

NuVim, Inc. was organized on September 16, 1999 in the State of Delaware.

Part B Share Structure

Item IV The exact title and class of securities outstanding.

NuVim's only class of securities with any shares outstanding is its common stock. The common stock's CUSIP number is 67071X 10 0. Its trading symbol is NUVM.

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

A. *Par or Stated Value*. The par value of each share of common and preferred stock is $0.00001 per share.

B. *Common or Preferred Stock*.

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

   Holders of NuVim common stock are entitled to one vote for each share held on all matters submitted to a vote of stockholders. Subject to the preference in dividend rights of any series of preferred stock which NuVim may issue in the future, the holders of common stock are entitled to receive such cash dividends, if any, as may be declared by NuVim's Board of Directors out of legally available funds. Upon liquidation, dissolution or winding up, after payment of all debts and liabilities and after payment of the liquidation preferences of any shares of preferred stock then outstanding, the holders of the common stock will be entitled to participate *pro rata* in all assets that are legally available for distribution.

   Other than the rights described above, the holders of common stock have no preemptive subscription, redemption, sinking fund or conversion rights and are not subject to further calls or assessments. The rights and preferences of holders of common stock will be subject to the rights of any series of preferred stock which we may issue in the future.

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

   There are no shares of preferred stock outstanding.

   NuVim's board may divide the preferred stock into one or more series or classes, each with its own powers, preferences, rights, qualifications, limitations, and restrictions. If any preferred stock is issued, its powers, preferences and rights, and the qualifications, limitations and restrictions to which it is subject shall be set by NuVim's board of directors at the time of issuance.

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

   None

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

None

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

(i) Period end date:	March 31, 2010	December 31, 2009	December 31, 2008
(ii) Number of shares authorized:	120,000,000 shares of common stock 65,000,000 shares of preferred stock	120,000,000 shares of common stock 65,000,000 shares of preferred stock	120,000,000 shares of common stock 65,000,000 shares of preferred stock
(iii) Number of shares outstanding:	18,038,959 of common None of preferred	18,038,959 of common None of preferred	16,327,959 of common None of preferred
(iv) Freely tradable shares (public float):	8,627,967	8,630,241	8,642,288
(v) Total number of beneficial shareholders:	468	457	447
(vi) Total number of shareholders of record:	188	187	184

As of June 30, 2010, there were 75,636,435 shares outstanding.

Part C Business Information

Item VII The name and address of the transfer agent

NuVim's transfer agent is:

American Stock Transfer & Trust Company, LLC
6201 15th Avenue
Brooklyn, NY 11219
Tel: 718.921.8380

They are registered under the Exchange Act. They are regulated by New York State Superintendant of Banks.

Item VIII The nature of the issuer's business.

A. Business Development.

NuVim, Inc. was organized in 1999 as a corporation under the laws of the State of Delaware. It uses the calendar year as its fiscal year.

NuVim has never been in bankruptcy, receivership, or any similar proceeding. It has never engaged in any material reclassification, merger, consolidation, or purchase or sale of a significant amount of its assets. It is not now in default of the terms of any note, loan, lease, or other indebtedness or financing arrangement requiring the issuer to make payments.

There has never been a "change of control" since NuVim's organization.

Late in the second quarter of 2010, NuVim completely restructured its balance sheet by converting over $2.6 million of long-term and current liabilities into approximately 56 million shares of common stock, an increase in outstanding shares of almost 300 % to approximately 75,000,000.

- NuVim's Notes, including principal and interest on all the Senior Secured Notes, two-thirds of the remaining principal of the Convertible Notes, and NuVim's only other note, together representing principal and interest aggregating almost $1,125,000 have been converted into about 38 million shares of common stock or settled, in the case of the other note, for less than $35,000.
- Open obligations to service providers, including employees, aggregating over $1,250,000, have been discharged by conversion into approximately 15 million shares of common stock and by the payment of approximately $50,000.
- Loans from directors, aggregating almost $215,000, including interest, have been discharged by conversion into approximately 3 million shares of common stock and the payment of approximately $35,000 over seven months without additional interest.

In addition, there were increases of 10 % or more between January 1, 2008 and June 30, 2008 and again during the second quarter of 2009. The increase in 2008 arose from sales for cash (441,177) and for services (1,146,000). The increase in 2009 arose from sales for cash (1,450,000) and for services (261,000). Please see Part E, Item XVII below for a more complete description of all securities issued since January 1, 2008.

There have been no and there is no pending or anticipated stock split, stock dividend, recapitalization, merger, acquisition, spin-off, or reorganization.

During 2009, NuVim's common stock was dropped from trading on the OTC Bulletin Board because it ceased filing its required reports with the Securities and Exchange Commission.

There are no current, past, pending or threatened legal proceedings or administrative actions either by or against the issuer that could have a material effect on the issuer's business, financial condition, or operations and any current, past or pending trading suspensions by a securities regulator.

B. Business of Issuer.

NuVim's primary SIC Code is 5149.

NuVim is not now and has never been a shell company.

NuVim has no parents or affiliates. It has an inactive subsidiary which formerly conducted NuVim's powder business. NuVim's investment in this subsidiary was written off in 2008.

Government Regulation

The FDA has primary regulatory authority over dietary supplements. In 1976, the FDA's ability to regulate the composition of dietary supplements was restricted in several material respects by the Proxmire Amendment to the Federal Food, Drug and Cosmetic Act. In addition, in October 1994, the Dietary Supplement Health and Education Act ("DSHEA") was enacted, which introduced a new statutory framework governing the composition and labeling of dietary supplements. Under this law, dietary supplements are permitted to make "statements of nutritional support" without FDA pre-approval.

Please see **Item IX,** *Government Regulation* below for a more detailed discussion of the regulatory environment.

Research Expenditures

During the last two fiscal years NuVim invested approximately $100,000 in 2009 and $75,000 in 2008, principally staff and management time, developing its new line of teas and lemonade offering the same health benefits as NuVim's current beverages. All of these expenditures were expensed in the year incurred. In addition, NuVim is constantly investigating ways to improve the consumer appeal and health benefits of its products.

Environmental Costs

As it operates no manufacturing or processing facilities, NuVim encounters no environmental costs in its operations.

Employees

As of June 30, 2010 NuVim had four employees. NuVim out sources its auditing, accounting, web sales fulfillment, package design, investor relations, and public relations functions. NuVim's sales organization consists of commission sales brokers including its military broker. Its corporate secretary and general counsel is a part-time consultant. NuVim also uses part time consultants to assist in operations, consumer call center, and web-site changes. Legal negotiations, Federal Trade Commission advice, distributor sales arrangements and account promotions through food brokers, distributors, top to top meeting arrangements with school systems, colleges and hospitals are arranged by members of NuVim's advisory committee or independent broker organizations. NuVim has also engaged a nutrition expert to guide our presentations to dietitians at schools and colleges. NuVim has a continuing relationship with Allison Hanna, a LPGA touring professional, who promotes NuVim to the public and her colleagues.

Item IX The nature of products or services offered.

Industry Background

NuVim®, as a dietary supplement in beverage form, is considered part of the "functional foods" category of the nutrition industry. Functional foods are defined as foods and beverages that promise health benefits beyond their inherent nutritional value. The largest segment of the functional foods category is beverages according to Business Communications Company, Inc. Functional beverages include a variety of drinks, such as sports drinks, energy drinks, enhanced fruit drinks, soy beverages, ready-to-drink tea, and vitamin enriched bottled water.

The functional beverage market in the United States has developed beyond being a niche category of drinks meant for better health and well-being. The wide variety of functional beverages makes available options that can appeal to many types of consumers who have become taste- and ingredient-conscious as well as more sophisticated about their overall food consumption. In its 2004 report on the United States functional beverages market, Frost & Sullivan cites the following trends in the functional beverages market:

- physical fitness and mental well-being are the core needs driving the functional beverage industry;
- the variety of functional beverages has grown to appeal to almost all demographics of consumers;
- the growing ethnic population in the United States influences beverage consumption patterns with their use of novel ingredients; and
- while still a small segment of the competitive and already crowded beverage industry, functional beverages have splintered into many subcategories with their own consumer target markets.

We believe growth in the functional foods market is driven by the following trends:

- increasing medical acceptance and recommendation of supplements, vitamins and health foods;
- increasing consumer desire to avoid prescription drugs and seek non-medical treatment options;
- growing number of consumers seeking health benefits in food and beverages;
- growing number of consumers seeking to avoid certain unhealthy attributes in foods and beverages;
- growing scientific interest in the problems of inflammation and a compromised immune system; and
- better nutritional educational practices being taught at all levels in the school system.

Many of these trends are a result of the fact that the U.S. population over 35 years of age is growing 20% faster than the overall population. Therefore, these issues are of concern to an increasing proportion of the population.

Our Products

We have developed NuVim® beverages to provide consumers with good-tasting beverages that help strengthen the immune system, support muscle flexibility, promote athletic performance, increase mineral and vitamin absorption, especially calcium, and assure consistent digestion. All of our refrigerated and shelf stable ready to drink products contain the proprietary, patented and exclusive micronutrient NutraFlora® and selected minerals and vitamins. Our lineup of smoothie type beverages also contain a level of whey protein that helps keep a body healthy.

Current Products

Ready to Drink Beverages

Refrigerated

This product line consists of natural, not artificially, fruit-flavored, refrigerated dietary supplement beverages available in three flavors: Strawberry Vanilla, Orange Tangerine and Fruit Symphony. The 64-ounce recyclable plastic bottles are currently sold in the refrigerated juice section. We have also marketed and will in the future offer single-serving sizes. In the past we have sold these sizes in Fruit Symphony, Strawberry Vanilla, and Orange Tangerine flavors. Moving forward we will add the single serve sizes of teas and lemonade. This smaller size in plastic bottles is currently marketed primarily to small grocery stores, colleges, schools, business cafeterias, and delicatessens. Different sizes are required to meet the needs of specific customer needs. A school size may be smaller than a family restaurant chain and a hospital cafeteria may require something different than the others.

NuVim® smoothies have been formulated with whey protein, minerals and vitamins and NutraFlora® to achieve its benefit of enhanced immunity, increased vitamin and mineral absorption, consistent digestion and joint health. Whey protein, NuVim®'s largest ingredient, other than water, has been credited with increased physical performance, building and repairing muscle tissue, and enhanced cardiovascular health. NutraFlora has been clinically shown to, promote wound healing, increase mineral and vitamin absorption especially calcium, aid in digestion, and strengthen immune defense. NutraFlora® is uniquely capable of promoting health by supporting the growth of beneficial (prebiotic) bacteria which in turn provide health benefits such as improved calcium and mineral absorption for better bone health and a strong immune system. Almost 200 studies also show that NutraFlora® helps improve digestive functions and bone and joint health and contributes to a healthy cholesterol metabolism. NuVim has no hi-fructose corn syrup, no caffeine, no lactose, no artificial flavors no fat or cholesterol and only 45 calories per 8 ounce serving.

In addition to containing the prebiotic micronutrient NutraFlora®, NuVim® refrigerated beverages are also fortified with vitamins and minerals. An eight-ounce serving offers 100% of the minimum daily requirement of Vitamins E, C, B-12, and zinc, smaller portions of Vitamin A, protein, and all nine essential amino acids. The beverage is readily digestible, is virtually lactose-free and contains no fat, cholesterol, or caffeine. An eight-ounce serving contains 45 calories, 6 grams of sugar and 9 grams of carbohydrates.

The 64-ounce size of NuVim® is typically priced from $2.78 to $3.99. This is approximately the same price or even lower than the everyday price of a 64-ounce carton of a nationally branded orange juice. The 16-ounce bottle's recommended price point is typically from $1.29 to $1.59, depending on point of sale.

Shelf Stable

During 2007 we developed a shelf stable version of all three NuVim® flavors. This product, packaged in 12 ounce, single serve bottles, does not require refrigeration during the distribution and storage at the end user level. This opens new channels of distribution, including over 1,500 local distributors of beer, soda, and general merchandise to smaller supermarkets, convenience stores, and other chains that carry limited items not served by refrigerated distributors. Our distribution strategy is to align NuVim with the national or local distributors who will be seeking new healthy beverages to increase overall sales. The shelf stable products can also be exported due to the ease of shipping products that do not need refrigeration during shipping and storage.

The shelf stable beverage provides all the health and nutritional benefits of the refrigerated product.

NuVim® Powder

In January 2006 we introduced NuVim® powdered supplements to be added to beverages, cereals or yogurt. It is available in three flavors, Vanilla, Chocolate, and Strawberry. NuVim® currently provides the SMBI micronutrients, vitamins and minerals as our ready to drink beverages did prior to the reformulation. It is sold in 30 serving boxes and is currently available on our online store for $49.95 per box, with short term discounts attract initial purchases from new consumers. The powder form allows us to market our product on a nationwide and international basis without the distribution costs associated with the refrigerated ready to drink line. Sales to date have not been material.

NuVim® powder continues to contain its other two proprietary micronutrients, MunePro® and AccuFlex® and will so do until existing stocks are exhausted.

New NuVim® Teas and Lemonade

NuVim has developed and is ready to introduce a new line of all natural teas and lemonade. They will be sold in both the take home 64 ounce size and the single serve 16 ounce size. There are 3 varieties: Black Tea with Lemon, Green Tea with Citrus, and Lemonade with that "Old Fashion Mom's Kitchen Made" taste. All three have 45 calories per 8 ounce serving and provide the same immune enhancement, mineral and vitamin absorption, muscle and bone health, and improved digestion health benefits. These products have been presented to the military commissary buyer and are now part of our presentations to distributors.

The teas and lemonade can also be manufactured in powder mix forms. The broker for military troop feeding for Iraq and Afghanistan has presented these new items to the military troop feeding buyer.

Sales and Marketing

We target consumers seeking specific health benefits in foods or beverages, people taking vitamins or other supplements, healthy, active people and weight conscious consumers. The health profile of our consumers includes people with health concerns, people trying to boost their immune capacity and people with restrictive diets, such as diabetics or lactose-intolerant consumers.

Approximately 95% of our current sales are to refrigerated warehouses that then deliver our product and other brands of refrigerated products to stores and military commissaries.

Dick Clark was our public spokesperson until 2005 and has appeared in past NuVim® television and radio commercials, point of sale materials and on our website. Because Dick Clark suffered a stroke and has not completely recovered, we used him in a limited way in 2006 and do not anticipate that we will be using him in advertising or promotion in 2007. We have signed actress and model Ashleigh Howard as our new spokesperson. We have produced and aired three television spots with Ms. Howard. In the first quarter of 2008 we have signed a sponsorship agreement with Allison Hanna to represent NuVim on the Ladies Professional Golf Association tour. We also have engaged nutrition expert Ruth Carey R.D., L.D. to assist us with the school, college and hospital dietitians explaining the values of drinking NuVim every day.

Distribution

NuVim does not own any trucks or warehouse facilities for distribution to the selling outlets. All NuVim refrigerated products are warehoused in the co-packers warehouse and then delivered via common carrier to the account's distribution center. That distribution center consolidates orders of other refrigerated manufacturers products shipping to the retail outlet on the same day and delivers them all together.

Supply, Manufacturing and Order Processing

All NuVim® manufacturing is done through third party co-packers. NuVim pays these production faculties a per case fee to manufacture NuVim's products to its specification. The co-packers need the plant through put to maximize their efficiency and therefore are willing to accommodate NuVim requirements.

There are many co-packers throughout the US. Production is now located at Hato Potrero Farms in Medley, Florida. They were chosen because they can accommodate NuVim's new bottle configuration, because of their high quality operations which will increase the product shelf life, and because of their ability to produce NuVim's new teas, lemonade and drinkable yogurt, our beverage line extensions in 2010.

However, if Hato Potrero cannot meet NuVim's production schedule, NuVim believes there are numerous qualified dairies throughout the United States that have sufficient capacity to meet our needs. This also allows NuVim to have more than one production location to maintain sound distribution costs. Finished goods inventory can be kept at a minimum for effective cash flow and quality objectives for freshness.

Hato Potrero will also store the finished product until shipment to our customers. We seek co-packers with flexible processing schedule which enables NuVim to schedule production to conform to our customers' needs, thereby enhancing cash flow and maintaining freshness.

NuVim® beverages are produced under a secrecy agreement and a strict quality assurance program. The product formulation and process steps for the production of NuVim® products are documented in NuVim, Inc. Quality Manual. This manual contains production formula and process instructions, as well as quality assurance testing required on a batch basis, including, without limitation, microbiological testing. The HACCP (Hazard Analysis Critical Control Point), which is in place at Hato Potrero and is a requirement for all dairy operations in the United States, will be implemented at any new production site.

Both production strategies allow us to operate without investing in plant and production equipment thereby keeping our fixed capital cost for manufacturing as well as warehousing and freight at virtually zero.

Upon receiving an order, NuVim®'s beverages are shipped directly from the Hato Potrero facility to customer warehouses, enabling "just in time" inventory levels for our finished products. Customers typically receive the product with a minimum of 60 days of shelf life; the product's total shelf life from manufacture to best used by is 100 days. We control inventory management, production and invoicing.

Patents and Trademarks

NuVim® was awarded a manufacturing process patent for milk protein concentrate beverages; the patent expires in March 2021.

We own NuVim® and Fruit Symphony® trademarks.

NuVim also owns the manufacturing process patent.

We are responsible for maintenance of our trademarks and for protecting those trademarks against infringement.

Competition

In a broad sense, all beverages are competitive with all other beverages including our dietary supplement beverages. When consumers buy NuVim®, they most likely are not purchasing some alternative beverage choice, which could be any beverage, from bottled water to carbonated soda to milk or juice. Competition in the nutritional beverages market, in particular, which includes all of our existing and currently planned products, is intense, always growing and evolving. The industry trend has moved from small start-up companies to industry participants that are large beverage companies or food conglomerates. These companies often have better cost control, product promotion and distribution networks than we are able to generate.

Competition is based primarily on product benefits, price, quality, customer satisfaction and marketing support. Our competition includes national, regional and local producers and distributors. Most of our competitors have significantly greater financial, managerial and technical resources than we do, which may put us at a competitive disadvantage. For instance, channels of distribution for our products often require the expenditure of significant and ongoing capital, which may put us at a disadvantage to better capitalized competition.

We believe that our current products are best positioned as a nutritional beverage and placed in supermarkets or other retail outlets in the refrigerated juice section. Competition is particularly intense among products in these nutritional beverage market segments. We believe our direct beverage competition in this market segment includes national, regional and local beverage manufacturers. We compete within the refrigerated fruit drink category, which includes national and regional brands such as Tropicana (owned by

PepsiCo, Inc.), Minute Maid (owned by The Coca-Cola Company) and Florida's Natural (a division of Citrus World, Inc.). In addition, a number of major supermarkets and other retail outlets market their own brand of fresh juices that compete with our products. Significant competitive pressure from these or other companies could negatively impact our sales and results of operations. NuVim® is placed on the refrigerated juice shelf between Minute Maid and Tropicana products

NuVim® dietary supplement beverages are the only beverages containing NutraFlora® sold in the United States marketed specifically for the dual benefits of "Enhanced Immunity and Joint Health". Other companies sell milk and whey protein concentrate or products containing milk or whey protein concentrate, but they do not support the growth of beneficial (prebiotic) bacteria which in turn provide health NuVim®'s health benefits. Studies also show that NutraFlora® helps improve digestive functions and bone health an in NuVim® products. Therefore, we believe our products provide health benefits to consumers that are not available in other products that contain milk-derived antibodies. We believe that NuVim® is the only beverage product on the market using NutraFlora® to support the growth of beneficial (prebiotic) bacteria.

Although we have an exclusive licensing agreement with GTC Nutrition for 2008 for ready to drink beverages and powder products for reconstitution into beverages when marketed specifically for the dual benefits of "Enhanced Immunity and Joint Health", and are aware of no other beverage brands that are positioned as dietary supplements with claims promoting healthy joints and immune enhancement, it is possible that another larger, established company might enter the dietary supplement market and offer a product similar to ours with comparable benefits. Such a potential competitor may have a longer operating history and substantially greater financial, technical support and other assets and resources and may be able to respond more quickly to new or changing business situations. If such a company were to enter the segment of the beverage market we currently occupy, this could have a material adverse effect on our business and prospects.

Government Regulation

The FDA has primary regulatory authority over dietary supplements. In 1976, the FDA's ability to regulate the composition of dietary supplements was restricted in several material respects by the Proxmire Amendment to the Federal Food, Drug and Cosmetic Act. Under this Amendment, the FDA is precluded from establishing maximum limits on the potency of vitamins, minerals and other dietary supplements, from limiting the combination or number of any vitamins, minerals or other food ingredients in dietary supplements and from classifying a vitamin, mineral or combination of vitamins and minerals, or dietary supplements as drugs solely because of their potency. However, the Proxmire Amendment did not affect the FDA's authority to determine that a vitamin, mineral or other dietary supplement is a new drug on the basis of disease claims made in the product's labeling. This determination would require deletion of the disease claims or submission and FDA approval of a new drug application, which entails costly and time-consuming clinical studies over successive phases.

In October 1994, the Dietary Supplement Health and Education Act ("DSHEA") was enacted, which introduced a new statutory framework governing the composition and labeling of dietary supplements. Under this law, dietary supplements are permitted to make "statements of nutritional support" without FDA pre-approval. These statements may describe how particular dietary ingredients affect the structure, function or general well-being of the body, or the mechanism of action by which a dietary ingredient may affect body structure, function or well-being, but may not state that a dietary supplement will diagnose, mitigate, treat, cure, or prevent a disease. Nor can a claim be made that would be interpreted as a health claim. A company making a statement of nutritional support must possess adequate substantiating scientific evidence for the statement, disclose on the label that the FDA has not reviewed the statement and that the product is not intended to mitigate, treat, cure, or prevent disease, and notify the FDA of the statement within 30 days after its initial use. Although the FDA has been notified of the statements of nutritional support made for our products, there can be no assurance that, at some time in the future, the FDA will not determine that a given statement of nutritional support which we make is a disease claim rather than an acceptable nutritional support statement relating to body function or structure. This determination would require deletion of the disease claim or, if it is to be used at all, our submission 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, as noted above, require demonstration of significant scientific agreement and prior FDA approval. An expert panel determined that NutrFlora® is considered Generally Recognized As Safe and therefore they received a Certificate of Generally Recognized As Safe Approval.

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

NuVim currently leases approximately 1,500 square feet of office space at 12 State Route 17 North in Paramus, New Jersey under a lease that expires on March 31, 2011. The leased space is used as our executive offices, which we use for marketing and administrative needs. Since we use off-site co-packing and warehousing arrangements for the manufacture and distribution of our products, we do not require extensive facilities.

Part D Management Structure and Financial Information

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

A. Officers and Directors.

Richard P. Kundrat (66) has been a NuVim® Director and Chief Executive Officer since 1999. His business address is Suite 212, 12 North State Route 17, Paramus, New Jersey, 07652.

He has served since our inception as a director and our Chief Executive Officer. He was elected as our Chairman of the Board in March 2000. He has more than 30 years experience in the beverage industry, including a total of 27 years in various positions at Thomas J. Lipton, Inc., the Lipton subsidiary of Unilever NV, Englewood Cliffs, New Jersey ("Unilever/Lipton") from which he retired in June 1996. Upon his retirement from Unilever/Lipton, he founded the business management firm, Kundrat Associates, Mahwah, New Jersey, which he operated full-time until he joined NuVim in September 1999. From November 1991 to June 1996, Mr. Kundrat was the General Manager of the Unilever/Lipton and Pepsi-Cola partnership. From June 1987 to November 1991, he was the Vice President/General Manager of the Foodservice, Bottler, Dairy Division at Unilever/Lipton. Mr. Kundrat received his B.A. degree from the University of Scranton.

Stanley H. Moger (73) has been a NuVim® Director since March 2004. His business address is 13 Meadow Lane, Purchase, New York 10577.

Mr. Moger is a television professional who has spent almost fifty years producing, distributing and packaging programming to assist advertisers in marketing their products, services and ideas. Stanley (with two partners) founded SFM Media Corporation in 1969, which was the first media buying service introducing that which has since become the standard of today's entire media business. He established SFM Entertainment LLC in 1974, providing programming for every major television network, including ABC, CBS, NBC, FOX, ESPN, Turner, Bravo, TRIO, A&E, and the History Channel.

Mr. Moger was born in Boston and received his B.A. degree from Colby College. He began his broadcasting career at a number of New England Radio and Television Stations, moved to NBC Film Syndication, based in Chicago, joined two Radio / Television Station representative firms (George P. Hollingbery Co. and Storer Television Sales) before founding SFM Media Corporation.

Peter V. DeCrescenzo (59) has been a Director of the Company since January 2005. He is currently Vice President of WSI Online Solutions, a franchise office of WSI a worldwide internet consultant network. His business address is 1415 Lantana Ct, Weston Florida.

From January 2007 to March 31st 2008 Mr. DeCrescenzo has served as President and Chief Executive Officer of Dialog Marketing Services, a subsidiary of Redi-Direct Marketing, Inc. a privately held information services company. From March 2003 to December 2006, he was the President and Chief Executive Officer of Dialog Group, Inc. a publicly traded provider of relationship marketing communications services and business and consumer targeting databases. From November 2000 to March 2003, he served as President and Chief Executive Officer of HealthCare Dialog, a direct marketing company specializing in healthcare. In March 2000, HealthCare Dialog was acquired by Dialog Group, Inc. From October 1993 until November 2000, Mr. DeCrescenzo was the founding partner of PVD and Partners, a full-service healthcare marketing and communications agency. He has been the Chairman of the Board of Dialog Group, Inc. since April 2003. He received a BBA degree from Pace University.

Calvin L. Hodock (75) has been a Director of the Company since April 2005.

For more than five years, Mr. Hodock has been the President and Managing Partner of The Hodock Group, a marketing consulting and research company, located in Skillman, New Jersey. Since June 2002, he also has served as Professor of Marketing, Berkeley College and from June 2002 to December 2003, he served as Adjunct Professor, Stern School of Business, New York University. He received his B.B.A degree from the University of Cincinnati and his M.S. degree in Marketing from the University of Illinois.

Doug Scott (43) has been a Director of the Company since May 2006.

Mr. Scott has served as the President and CEO of the company he founded, the U.S. Media Television since 1997. Before that he was a Vice President and Senior Vice President of Intermedia Marketing Solutions, Inc. with responsibility for marketing and media development

Executive Compensation

The compensation for NuVim's only executive officer is fixed by his contract at $225,000 per year and provides for a potential bonus based on the attainment of goals set by the Board of Directors. No bonus was paid for 2008 or 2009 and no bonus objectives have been set for 2010.

As of the end of the first quarter on 2010, Mr. Kundrat was owed $912,532 for unpaid salary and bonuses dating from 2006, not including interest. Mr. Kundrat has converted all the money owed to him into 13,687,980 shares. He has continued to accrue his salary since that date.

Executive Employment Agreement

Each of NuVim's officers serves at the discretion of our Board of Directors. In June 2010, NuVim extended its employment agreement with Richard P. Kundrat, our Chairman of the Board and Chief Executive Officer, who also serves as Chief Financial Officer. His contract now expires during June 2013. Under this agreement, Mr. Kundrat's base salary remains at $225,000 per year. This base salary is subject to increase at the discretion of the Board. Under his employment agreement, Mr. Kundrat is entitled to participate in an annual bonus program, if and when such program is adopted by the Board. His receipt of bonus compensation is within the sole discretion of the Board of Directors, and the Board has the right to alter, amend or eliminate all or any part of any bonus at any time, without compensation. He is also is entitled to participate in all of our employee benefit plans, including any stock plan adopted by the Board that permits participation by executive officers. There is no company-provided health insurance or any similar benefits. The Board may terminate the agreement at any time for "cause" or in the event of Mr. Kundrat's disability or death. If the agreement is terminated without "cause," he is entitled to the greater of one year's base salary or the remainder of his contract compensation, in addition to any other accrued benefits which have been earned or become payable as of the date of the termination. In the event that the agreement is terminated because of death or disability, NuVim® will continue to pay Mr. Kundrat's full salary through the end of the month in which his period of employment ends, together with any benefits which have been earned or become payable as of the termination date. As part of this agreement, he has signed a nondisclosure, developments and nonsolicitation agreement, in which he agrees, among other things, to protect our confidential information, not to solicit our employees, and not to breach any agreements with third parties.

Directors' Compensation

Under the 2008 Directors Stock Option Plan, each outside director receives an annual option to purchase 50,000 shares. In addition, each independent director receives 10,000 for serving on one of the three board committees. In 2008, these options were granted at a per share price of $0.08. In 2007, these options were granted at a per share option price of $0.40.

During 2008 and 2009, the Directors received no cash compensation; during 2008 options to purchase a total of 290,000 shares were issued. No options have been issued to date for 2009 or 2010.

Common Stock Ownership by Directors and Executive Officer

The following table sets forth information, as of June 30, 2010, with respect to the beneficial ownership of NuVim's common stock by (a) the present executive officers and directors and (b) NuVim's present directors and executive officer as a group. Unless otherwise noted, the shares are owned directly or indirectly with sole voting and investment power.

Management Owners

Name and Address of Beneficial Owner	**Number of Shares Beneficially Owned (1)**	**Percentage of the Class Beneficially Owned (2)**
Richard P. Kundrat (3)	19,710,207	24.2%
Stanley Moger (4)	6,906,637	8.48%
Peter V. DeCrescenzo (5)	261,833	* %
Calvin L. Hodock (6)	246,667	* %

Doug Scott (7)	1,426,659	1.75%
All directors and executive officer as a group (5 persons)	28,552,003	35.06%

* Less than one (1%) percent

(1) Beneficial Ownership is determined in accordance with the rules of the Securities and Exchange Commission and generally includes voting or investment power with respect to securities. Shares of common stock subject to options or warrants currently exercisable or convertible, or exercisable or convertible within 60 days of June 30, 2010 are deemed outstanding for computing the percentage of the person holding such option or warrant but are not deemed outstanding for computing the percentage of any other person.

(2) Percentage based on 75,636,435 shares of common stock outstanding with respect to the common stock and the shares issuable upon exercise of warrants to purchase 1,500,538 shares and options to purchase 4,269,147 shares.

(3) Includes 17,460,207 shares issued and options to purchase 420,000 shares at $1.00, 230,000 shares at $0.77, 1,000,000 shares at $0.31, 500,000 shares at $0.44, and 100,000 shares at $0.08.

(4) Includes 6,402,955 shares issued, warrants to purchase 255,000 shares at $0.10, and options to purchase 1,182 shares at $11.00, 17,500 shares at $1.00, 50,000 shares at $0.35, 20,000 shares at $0.31, 80,000 shares at $0.40, and 80,000 shares at $0.08.

(5) Includes 33,333 shares issued and options to purchase 18,500 shares at $1.00, 50,000 shares at $0.35, and 20,000 shares at $0.31, 70,000 shares at $0.40, and 70,000 shares at $0.08.

(6) Includes 16,667 shares issued and options to purchase 20,000 shares at $1.00, 50,000 shares at $0.35, 20,000 shares at $0.31, 70,000 shares at $0.40 and 70,000 shares at $0.08.

(7) Includes 1,133,130 shares issued to Mr. Scott and a corporation owned by him, a warrant to purchase 73,529 shares at $0.25 and options to purchase 50,000 shares at $0.35, 30,000 shares at $0.31, 70,000 shares at $0.40, and 70,000 shares at $0.08.

There currently are no arrangements that may result in a change of ownership or control.

B. Legal/Disciplinary History.

No NuVim officer or director has, in the last five years, been the subject of any of the following:

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

2. The entry of an order, judgment, or decree, not subsequently reversed, suspended or vacated, by a court of competent jurisdiction that permanently or temporarily enjoined, barred,

suspended or otherwise limited such person's involvement in any type of business, securities, commodities, or banking activities.

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

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

C. Disclosure of Family Relationships.

There are no family relationships among and between the issuer's directors, officers, persons nominated or chosen by the issuer to become directors or officers, or beneficial owners of more than five percent (5%) of the any class of the issuer's equity securities.

D. Disclosure of Related Party Transactions.

Richard P. Kundrat, NuVim's Chairman, CEO, and CFO has an employment contract with NUVIM as described above in **Item XI**, A, *Executive Employment Agreement*.

In May, 2010, Mr. Kundrat converted all his unpaid salary through March 31, 2010, amounting to $912,532, into 13,687,980 shares.

During 2008, 2009, and 2010, Mr. Kundrat lent NuVim a net total of $142,000. Pursuant to board resolution, interest at the rate of 8% per annum in the amount of $22,720 had accrued by May 31, 2010. As of the end of May 2010, this entire amount was converted into 2,470,800 shares of common stock.

In May of 2008, warrants to purchase 500,000 at $0.10 per share were issued to Richard Clark, the entertainer and warrants to purchase 255,000 shares at $0.10 per share were issued to Stanley Moger, one of NuVim's directors. Mr. Clark is a long-time NuVim investor and was its original spokesperson. He holds more than 5% of NuVim's common stock.

NuVim issued the five year warrants to obtain the consent of the Holders of NuVim's Senior Secured Notes to the extension of their maturity of the principal and interest on the Senior Secured Notes until February 2011 and the cancelation of warrants to purchase 1,015,000 shares of common stock at prices ranging from $0.35 to $2.00.

At the end of May, 2010, Mr. Moger and Mr. Clark converted all the unpaid accrued interest on the Senior Secured Notes, aggregating $305,256, into 6,050,000 and 6,030,000 shares of NuVim common stock, respectively.

In 2009, Doug Scott, one of NuVim's directors, lent NuVim $58,000 against its expected New Jersey Tax Transfer Program payment. The payment was not made. In May

2010, Mr. Scott and NuVim agreed that the debt, with $11,000 of accrued interest, would be paid by converting half of the total into 517,500 shares of NuVim common stock and NuVim paying the balance in seven installments beginning in September 2010.

In April 2008, Mr. Scott purchased 147,059 shares of NuVim common stock for a total of $25, 000. In connection with that purchase, Mr. Scott received a five year warrant to purchase up to 73,529 shares of NuVim common stock for $0.10 each. In September 2010, Mr. Scott purchased 200,000 shares of NuVim common stock for a total of $4,000. No warrants were issued in connection with this purchase.

In October 2008, Platinum Television, Inc., a company controlled by Mr. Scott, advanced $20,000 to NuVim. That amount remains outstanding.

E. Disclosure of Conflicts of Interest.

Neither NuVim's executive officer nor any of its directors has any competing professional or personal interest which would conflict with those of NuVim.

Item XIV Beneficial Owners.

Principal Holders of Common Stock.

The following table sets forth information, as of June 30, 2010, with respect to the beneficial ownership of NuVim's common stock by each person known by NuVim to be the beneficial owner of more than five percent (5%) of NuVim's outstanding common stock

Name and Address of Beneficial Owner	Number of Shares Beneficially Owned (1)	Percentage of the Class Beneficially Owned (2)
Richard P. Kundrat (3) 12 North State Route 17, Suite 212 Paramus, New Jersey 07652	19,710,207	24.20%
Cede & Co. (4) P O Box 20, Bowling Green Station New York, NY 10004	8,394,367	10.31%
Dick Clark (5) 27700 Pacific Coast Hwy Malibu, CA 90265	7,158,637	8.79%
Stanley Moger (6) 13 Meadow Lane Purchase, NY 10577	6,906,637	8.48%

(1) Beneficial Ownership is determined in accordance with the rules of the Securities and Exchange Commission and generally includes voting or investment power with respect to securities. Shares of common stock subject to options or warrants currently exercisable or convertible, or exercisable or convertible within 60 days of June 30, 2010 are deemed outstanding for computing the percentage of the person holding such option or warrant but are not deemed outstanding for computing the percentage of any other person.
(2) Percentage based on 75,636,435 shares of common stock outstanding with respect to the common stock and the shares issuable upon exercise of warrants to purchase 1,500,538 shares and options to purchase 4,269,147 shares.
(3) Includes 17,460,207 shares issued and options to purchase 420,000 shares at $1.00, 230,000 shares at $0.77, 1,000,000 shares at $0.31, 500,000 shares at $0.44, and 100,000 shares at $0.08.
(4) Cede & Co. is the nominee name of The Depository Trust Company, the record holder for most shareholders who keep their securities in street name. Cede & Co. has no beneficial interest in or voting power over these shares.
(5) Includes 6,658,637 shares issued and a warrant to purchase 500,000 shares at $0.10.
(6) Includes 6,402,955 shares issued, warrants to purchase 255,000 shares at $0.10, and options to purchase 1,182 shares at $11.00, 17,500 shares at $1.00, 50,000 shares at $0.35, 20,000 shares at $0.31, 80,000 shares at $0.40, and 80,000 shares at $0.08.

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

1. Investment Banker

   None

2. Promoters

   None

3. Counsel

   Mark Alan Siegel, Esq.
   Suite 100
   6627 Northwest 25th Way
   Boca Raton, Florida 33496
   561.212.8035
   masiegel@gate.net

4. Accountant or Auditor

The NuVim financial statements included in this Initial Company Information and Disclosure Statement were prepared by Richard Kundrat. His address is Suite 212, 12 State Route 17 North, Paramus, New Jersey., his phone number is 201.556.1013 and his e-mail is rpkundrat@nuvim.com.

NuVim has retained its former auditors, Sherb and Co., to audit its 2008 and 2009 fiscal years and review the first two quarters of 2010. They will audit or review, as is required, NuVim's financial statements as prepared by management. They are licensed CPA's in New York and other jurisdictions and are registered with the Securities and Exchange Commission. They have decades of public accounting and securities experience and are well qualified to perform all the work expected and appropriate for this assignment.

The partner in charge is Carl Vogt. His address is 805 Third Avenue, New York, NY 10022. His telephone is 212.838.5100. His email is cvogt@sherbcpa.com.

5. Public Relations Consultant(s)

None

6. Investor Relations Consultant

None

7. Any other advisor(s) that assisted, advised, prepared or provided information with respect to this disclosure statement - the information shall include the telephone number and email address of each advisor.

None

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

Q1 2010 and Q1 2009 1) balance sheet

	March 31	December 31,
	2010	2009
ASSETS	(unaudited)	
Current Assets:		
Cash and cash equivalents	$6,124	$0
Accounts receivable, net	0	0
Inventory	102,042	102,426
Prepaid expenses and other current assets	0	0
Total Current Assets	108,166	102,426
Other assets	6,206	6,206
Distribution rights	0	0
TOTAL ASSETS	$114,372	$108,632
LIABILITIES AND STOCKHOLDERS' DEFICIT		
Current Liabilities:		
Bank line of credit	$3,337	$55,069
Related Party Advances	189,578	179,397
Current portion of accounts payable	354,791	346,569
Accrued expenses	42,648	27,973
Accrued compensation	908,532	856,282
Rescinded series B offering payable	18,920	18,920
Other notes payable, net of unamortized discount of $2,650 at December 31, 2008	140,000	140,000
Accrued Interest - other notes payable	57,117	54,717
TOTAL CURRENT LIABILITIES	1,714,923	1,678,927
Other Liabilities:		
Accounts payable, net of current portion	239,430	239,430
Senior notes payable - related parties	500,000	500,000
Accrued interest - senior notes payable - related parties	299,160	289,160
Stockholder loans - subordinated covetable promissory notes	150,000	150,000
Accrued interest stockholder loans	60,770	57,770
TOTAL OTHER LIABILITIES	1,249,360	1,236,360
TOTAL LIABILITIES	2,964,283	2,915,287

Commitments and Contingencies		
Stockholders' Deficit:		
Common Stock, 120,000,000 shares authorized, $.00001 par value, 18,038,959 shares issued and outstanding at March 31, 2010	178	178
Additional paid-in capital	22,064,608	22,064,608
Accumulated deficit	(24,914,697)	(24,871,441)
Total Stockholders' Deficit	(2,849,911)	(2,806,655)
TOTAL LIABILITIES AND STOCKHOLDERS' DEFICIT	$114,372	$108,632

2) statement of income

	THREE MONTHS ENDED (unaudited)	
	March 31	March 31
	2010	**2009**
Gross sales	21,379	90,406
Less: discounts, allowances and promotional payments	2,489	31,135
Net sales	18,890	59,271
Cost of sales	15,314	58,111
Gross (loss) profit	3,576	1,160
Selling, general and administrative expenses	92,676	150,800
Loss from operations	(89,100)	(149,640)
Other Income (Expense):		
Interest expense	(20,581)	(15,400)
Gain on settlement of accounts payable	66,425	0
Total other income (expense) – net	45,844	(15,400)
Net loss before income tax benefit	(43,256)	(165,040)
Income tax (expense) benefit	0	0
Net loss	(43,256)	(165,040)
Basic and diluted loss per share	($0.00)	($0.01)
Weighted average number of common shares outstanding – basic and diluted	18,038,959	16,327,959

3) statement of cash flows

	Three Months Ended March 31,	
	2010	2009
	(unaudited)	(unaudited)
Cash Flow From Operating Activities:		
Net loss	($43,256)	($165,040)
Adjustment to reconcile net loss to net cash used in operating activities:		
Gain on settlement of bank loan	(66,425)	
Amortization of debt discount		2,550
Provision for discounts, allowances and promotional payments	2,489	31,135
Changes in Operating Assets and Liabilities:		
Accounts receivable	(2,489)	(25,400)
Inventory	384	28,428
Accounts payable	26,340	12,419
Accrued expenses	16,312	40,508
Accrued compensation	52,250	60,000
Accrued interest- related party and Officer advances	5,181	
Accrued interest	15,400	15,400
Net Cash Used in Operating Activities	6,186	0
Cash Flow From Financing Activities:		
Related party advance	5,000	
Bank borrowings	(5,062)	
Net proceeds from issuance of common stock		
Net Cash Provided by Financing Activities	(62)	0
(Decrease) Increase in Cash and Cash Equivalents	6,124	0
Cash and Cash Equivalents at Beginning of Period	0	0
Cash and Cash Equivalents at End of Period	$6,124	$0

4) statement of changes in stockholders' equity

STATEMENT OF CHANGES IN STOCKHOLDERS' DEFICIT
FOR THE YEARS ENDED DECEMBER 31, 2008 and 2009
and THREE MONTHS ENDED MARCH 31, 2010 AND 2009
(unaudited)

	Common Stock Shares	Amount	Additional Paid-In Capital
Balance at December 31, 2007	14,740,782	$147	$21,655,862
Stock sold to accredited investors, net	441,177	4	74,996
Employee stock based compensation			11,749
Stock issued for services	490,000	5	82,395
Stock issued for accounts payable	656,000	7	131,193
Employee stock based compensation	-	-	78,598
Net Loss	-	-	-
Balance at December 31, 2008 (unaudited)	16,327,959	$163	$22,034,793
Non cash compensation			
Stock sold to accredited investors, net	1,450,000	15	28,985
Stock issued for services	261,000	-	830
Employee stock based compensation	-	-	
Net Loss	-	-	-
Balance at December 31, 2009 (unaudited)	18,038,959	$178	$22,064,608
Non cash compensation			
Net Loss	-	-	-
Balance at March 31, 2010 (unaudited)	18,038,959	$178	$22,064,608
Balance at December 31, 2008 (unaudited)	16,327,959	$ 163	$ 22,034,793
Net Loss	-	-	-
Balance at March 31, 2009 (unaudited)	16,327,959	$163	$22,034,793

statement of changes in stockholders’ equity (continued)

STATEMENT OF CHANGES IN STOCKHOLDERS' DEFICIT
FOR THE YEARS ENDED DECEMBER 31, 2008 and 2009
and THREE MONTHS ENDED MARCH 31, 2010 AND 2009
(Continued) (unaudited)

	Accumulated Deficit	Total Shareholders' Deficit
Balance at December 31, 2007	($23,473,398)	($1,817,389)
Stock sold to accredited investors, net	-	75,000
Employee stock based compensation		11,749
Stock issued for services	-	82,400
Stock issued for accounts payable	-	131,200
Employee stock based compensation	-	78,598
Net Loss	(807,295)	(807,295)
Balance at December 31, 2008 (unaudited)	($24,280,693)	($2,245,737)
Non cash compensation		0
Stock sold to accredited investors, net		28,985
Stock issued for services		830
Employee stock based compensation	-	0
Net Loss	(590,748)	(590,748)
Balance at December 31, 2009 (unaudited)	($24,871,441)	($2,806,670)
Non cash compensation		0
Net Loss	(43,256)	(43,256)
Balance at March 31, 2010 (unaudited)	($24,914,697)	($2,849,926)
Balance at December 31, 2008 (unaudited)	$ (24,280,693)	$ (2,245,737)
Net Loss	(165,040)	(165,040)
Balance at March 31, 2009 (unaudited)	($24,445,733)	($2,410,777)

5) financial notes

NOTE 1 - BUSINESS AND BASIS OF PRESENTATION

A. BUSINESS

NuVim, Inc. (the "Company") markets and distributes dietary supplement beverages to provide consumers with good-tasting beverages that help strengthen the immune system, support muscle flexibility, promote athletic performance, increase mineral and vitamin absorption, especially calcium, and assure consistent digestion. All of our refrigerated and shelf stable products contain the proprietary, patented and exclusive micronutrient NutraFlora® and a level of whey protein that helps keep a body healthy.

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 $43,256 and $165,040 for the three months ended March 31, 2010 and 2009, respectively. Management also expects operating losses to continue in 2010. 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 the sale of common stock.

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

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 March 31, 2010 and 2009 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 March 31, 2009 and the results of its operations and its cash flows for the periods ended June 30, 2010 and 2009.

The Unaudited Statements of Operations for the three and six months ended March 31, 2010 and 2009 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 for the year ended December 31, 2009.

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 March 31, 2010 and March 31, 2009, the Company had warrants to purchase 7,370,538 and 6,995,538 shares of common stock, respectively, and employee stock options to purchase 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.

C. Reclassifications

Certain reclassifications were made to the presentation of the 2009 financial statements in order to conform to the 2010 financial statements. Such reclassifications had no effect on the prior year's results of operations.

D. Recent Accounting Pronouncements

Amendments to Variable Interest Entity Guidance — In June 2009, the Financial Accounting Standards Board ("FASB") issued new guidance which requires an enterprise to determine whether its variable interest or interests give it a controlling financial interest in a variable interest entity. The primary beneficiary of a variable interest entity is the enterprise that has both (1) the power to direct the activities of a variable interest entity that most significantly impacts the entity's economic performance and (2) the obligation to absorb losses of the entity that could potentially be significant to the variable interest entity or the right to receive benefits from the entity that could potentially be significant to the variable interest entity. The guidance also now requires ongoing reassessments of whether an enterprise is the primary beneficiary of a variable interest entity. The guidance is effective at the start of a company's first fiscal year beginning after November 15, 2009. The Company is still evaluating the impact that the adoption of this new guidance will have on its consolidated financial position, cash flows and results of operations.

Multiple-Deliverable Revenue Arrangements — In October 2009, the FASB issued new guidance related to the accounting for multiple-deliverable revenue arrangements. These new rules amend the existing guidance for separating consideration in multiple-deliverable arrangements and establish a selling price hierarchy for determining the selling price of a deliverable. The Company is still evaluating the impact that the adoption of this new guidance will have on its consolidated financial position, cash flows and results of operations.

Certain Revenue Arrangements That Include Software Elements — In October 2009, the FASB issued new guidance that changes the accounting model for revenue arrangements by excluding tangible products containing both software and non-software components that function together to deliver the product's essential functionality and instead have these types of transactions be accounted for under other accounting literature in order to determine whether the software and non-software components function together to deliver the product's essential functionality. The Company is still evaluating the impact that the adoption of this new guidance will have on its consolidated financial position, cash flows and results of operations.

NOTE 3 – GAIN ON SETTLEMENT OF BANK LINE OF CREDIT

On March 29, 2010 the Company agreed to pay $8,261 in full settlement of $55,069 in outstanding indebtedness on a bank line of credit, resulting in a gain on settlement of $46,808. Additionally the Company settled $12,422 in overdrafts on its checking account for $1,864, resulting in a gain of $10,558. Additionally, certain other accounts payable were settled for amounts less than the original invoice amount and recorded as gains on settlement of debt.

NOTE 4 - RELATED PARTY TRANSACTIONS

During both quarters covered by this report,, Richard Kundrat, NuVim's Chairman and CEO,, continued to advance funds to the company. He accrued interest at the rate of 8% per annum. In the second quarter of 2010, Mr. Kundrat agreed to convert all of NuVim's debt to him for principal and interest on these and other advances into shares of NuVim common stock.

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

FY 2009 and 2008: 1) balance sheets:

	December 31, 2009	**December 31, 2008**
ASSETS	(unaudited)	
Current Assets:		
Cash and cash equivalents	$0	$0
Accounts receivable, net	0	19,771
Inventory	102,426	136,915
Prepaid expenses and other current assets	0	2,222
Total Current Assets	102,426	158,908
Other assets	6,206	6,206
Distribution rights	0	90,400
TOTAL ASSETS	$108,632	$255,514
LIABILITIES AND STOCKHOLDERS' DEFICIT		
Current Liabilities:		
Bank line of credit	$55,069	$55,863
Related Party Advances	179,397	67,807
Current portion of accounts payable	346,569	266,777
Accrued expenses	27,973	127,424
Accrued compensation	856,282	597,533
Rescinded series B offering payable	18,920	18,920
Other notes payable, net of unamortized discount of $2,650 at December 31, 2008	140,000	137,450
Accrued Interest - other notes payable	54,717	45,117
TOTAL CURRENT LIABILITIES	1,678,927	1,316,891

Other Liabilities:		
Accounts payable, net of current portion	239,430	239,430
Senior notes payable - related parties	500,000	500,000
Accrued interest - senior notes payable - related parties	289,160	249,160
Stockholder loans - subordinated convertible promissory notes	150,000	150,000
Accrued interest stockholder loans	57,770	45,770
TOTAL OTHER LIABILITIES	1,236,360	1,184,360
TOTAL LIABILITIES	2,915,287	2,501,251
Commitments and Contingencies		
Stockholders' Deficit:		
Common Stock, 120,000,000 shares authorized, $.00001 par value, 18,038,959 shares issued and outstanding at December 31, 2009 and 16,327,959 shares issued and outstanding at December 31, 2008	178	163
Additional paid-in capital	22,064,608	22,034,793
Accumulated deficit	(24,871,441)	(24,280,693)
Total Stockholders' Deficit	(2,806,655)	(2,245,737)
TOTAL LIABILITIES AND STOCKHOLDERS' DEFICIT	$108,632	$255,514

2) statements of income:

YEAR ENDED DECEMBER 2009

	2009 (unaudited)	**2008** (unaudited)
Gross sales	253,029	544,368
Less: discounts, allowances and promotional payments	81,612	176,520
Net sales	171,417	367,848
Cost of sales	145,426	312,250
Gross (loss) profit	25,991	55,598
Selling, general and administrative expenses	609,576	858,682
Loss from operations	(583,585)	(803,084)
Other Income (Expense):		
Interest expense	(72,677)	(86,092)
Impairment Investment in Powder LLC	(90,400)	0
Gain on settlement of accounts payable	155,914	19,881
Total other income (expense) – net	(7,163)	(66,211)
Net loss before income tax benefit	(590,748)	(869,295)
Income tax (expense) benefit	0	62,000
Net loss	(590,748)	(807,295)
Basic and diluted loss per share	($0.04)	($0.05)
Weighted average number of common shares outstanding – basic and diluted	16,826,542	15,913,743

3) statement of cash flows:

	Year Ended December 31,	
	2009	**2008**
	(unaudited)	(unaudited)
Cash Flow From Operating Activities:		
Net loss	($590,748)	($807,295)
Adjustment to reconcile net loss to net cash used in operating activities:		
Depreciation		
Impairment of Investment in Nuvim Powder LLC	90,400	
Amortization of debt discount on notes payable	2,550	14,169
Stock issued for services	830	82,400
Employee stock based compensation		11,749
Stock issued for compensation	-	78,598
Gain on settlement of accounts payable	(155,914)	(19,881)
Provision for discounts, allowances and promotional payments	81,612	176,520
Changes in Operating Assets and Liabilities:		
Accounts receivable	(61,841)	(178,697)
Inventory	34,489	68,541
Prepaid expenses and other assets	2,222	26,398
Accounts payable	235,706	64,687
Accounts payable and accrued expenses - related party	-	
Accrued expenses	(99,451)	10,395
Accrued compensation	258,749	224,000
Accrued interest- related party and Officer advances	13,520	2,867
Accrued interest	61,600	61,599
Net Cash Used in Operating Activities	(126,276)	(183,950)
Cash Flow From Financing Activities:		
Related party advance	98,070	64,940
Other borrowing		20,000
Bank borrowings	(794)	9,200
Net proceeds from issuance of common stock	29,000	74,996
Net Cash Provided by Financing Activities	126,276	169,136
(Decrease) Increase in Cash and Cash Equivalents	0	(14,814)
Cash and Cash Equivalents at Beginning of Period	0	14,814
Cash and Cash Equivalents at End of Period	$0	$0

4) statement of changes in stockholders' equity:

	Common Stock Shares	Amount	Additional Paid-In Capital
Balance at December 31, 2007	14,740,782	$147	$21,655,862
Stock sold to accredited investors, net	441,177	4	74,996
Employee stock based compensation			11,749
Stock issued for services	490,000	5	82,395
Stock issued for accounts payable	656,000	7	131,193
Employee stock based compensation	-	-	78,598
Net Loss	-	-	-
Balance at December 31, 2008 (unaudited)	16,327,959	$163	$22,034,793
Non cash compensation			
Stock sold to accredited investors, net	1,450,000	15	28,985
Stock issued for services	261,000	-	830
Employee stock based compensation	-	-	
Net Loss	-	-	-
Balance at December 31, 2009 (unaudited)	18,038,959	$178	$22,064,608

4) statement of changes in stockholders' equity (Continued):

	Accumulated Deficit	Total Shareholders' Deficit
Balance at December 31, 2007	($23,473,398)	($1,817,389)
Stock sold to accredited investors, net	-	75,000
Employee stock based compensation		11,749
Stock issued for services	-	82,400
Stock issued for accounts payable	-	131,200
Employee stock based compensation	-	78,598
Net Loss	(807,295)	(807,295)
Balance at December 31, 2008 (unaudited)	($24,280,693)	($2,245,737)
Non cash compensation		0
Stock sold to accredited investors, net		28,985
Stock issued for services		830
Employee stock based compensation	-	0
Net Loss	(590,748)	(590,748)
Balance at December 31, 2009 (unaudited)	($24,871,441)	($2,806,670)

5) financial notes.

NOTE 1 - BUSINESS AND BASIS OF PRESENTATION

A. Business

NuVim, Inc. (the "Company") markets and distributes dietary supplement beverages to provide consumers with good-tasting beverages that help strengthen the immune system, support muscle flexibility, promote athletic performance, increase mineral and vitamin absorption, especially calcium, and assure consistent digestion. All of our refrigerated and shelf stable products contain the proprietary, patented and exclusive micronutrient NutraFlora® and a level of whey protein that helps keep a body healthy.

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 $590,748 and $807,295 for the years ended December 31, 2009 and 2008, respectively. Management also expects operating losses to continue in 2010. 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 the sale of common stock.

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.

NOTE 2 - SIGNIFICANT ACCOUNTING POLICIES

A. Cash Equivalents

Cash equivalents consist of highly-liquid investments with an original maturity of three months or less when purchased.

B. Accounts Receivable

Accounts receivable are unsecured, non-interest bearing obligations that are typically due from customers within 20 days of the invoice date. Management applies collections in accordance with customer remittance advices or to the oldest outstanding invoice if no remittance advice is presented with payment.

Accounts receivable are recorded at their net realizable value. The Company estimates an allowance for doubtful accounts, sales returns and allowances based on historical trends and other criteria. At December 31, 2009 and 2008, these allowances approximated $0 and $25,908, respectively. No bad debt expense was incurred in 2007 and 2006 as all allowances represented sales returns or promotional allowances.

C. Inventories

Inventories, which are predominantly raw materials and finished goods, are stated at the lower of cost (first-in, first-out method) or market. A provision for excess or obsolete inventory is recorded at the time the determination is made. For finished goods, inventory that is within 30 days of its expiration date is charged to cost of sales.

D. Revenue Recognition

The Company records revenue at the time the related products are received by the customer from the public warehouse used by the Company and the risk of ownership has passed to the customer. A provision for estimated product returns, promotional allowances and cash discounts based on the Company's historical experience is recorded during the period of sale.

E. Promotional Allowances

As an inducement to its customers to display the Company's products in preferred locations of their stores, the Company provides placement and promotional allowances to certain customers. The Company also reimburses retailers for coupon redemptions, and provides credits for product which has not been sold by its expiration date. These allowances and credits are reflected as a reduction of gross sales in accordance with Financial Accounting Standards Board ("FASB") Accounting Standards Codification ("ASC") 605-50 "Customer Payments and Incentives".

F. Freight Costs

The Company records unreimbursed freight costs as selling general and administrative expenses. For the years ended December 31, 2009 and 2008, freight-out costs approximated $207,000 and $270,000, respectively, and have been recorded in selling, general and administrative expenses.

G. Equipment and Furniture

Equipment and furniture is stated at cost and depreciated using the straight-line method over the estimated useful lives of the assets (3-5 years).

H. Stock-Based Compensation

The fair value of stock options is estimated on the date of grant based on the Black-Scholes options-pricing model utilizing certain assumptions for a risk free interest rate; volatility; and expected remaining lives of the awards. The assumptions used in calculating the fair value of share-based payment awards represent management's best estimates, but these estimates involve inherent uncertainties and the application of management judgment. As a result, if factors change and the Company uses different assumptions, the Company's stock-based compensation expense could be materially different in the future. In addition, the Company is required to estimate the expected forfeiture rate and only recognize expense for those shares expected to vest. In estimating the Company's forfeiture rate, the Company analyzed its historical forfeiture rate, the remaining lives of unvested options, and the amount of vested options as a percentage of total options outstanding. If the Company's actual forfeiture rate is materially different from its estimate, or if the Company reevaluates the forfeiture rate in the future, the stock-based compensation expense could be significantly different from what we have recorded in the current period.

I. Advertising and Promotion Costs

Advertising and promotion costs are expensed as incurred. Advertising expenses, including media advertising, in store sampling programs, and advertisements in customer printed circulars were included in selling, general and administrative expenses, with the exception of coupon expenses which were included as a reduction of net sales. During the years ended December 31, 2009 and 2008, advertising and promotion expense was approximately $20,000 and $13,000, respectively.

J. Income Taxes

Deferred tax assets and liabilities are determined based on differences between financial reporting and income tax basis of assets and liabilities and are measured using the enacted tax rates and laws that will be in effect when the differences are expected to reverse. Differences that give rise to significant portions of the Company's deferred tax assets are net operating losses and deferred stock compensation. A valuation allowance is recorded against deferred tax assets in instances where the realization of the deferred tax asset is not considered to be "more likely than not."

K. Use of Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States requires management to make estimates and assumptions that affect the amounts reported in the financial statements and accompanying notes including the disclosure of contingent assets and liabilities. These estimates include, but are not necessarily limited to, accounts receivable allowances, stock based compensation and depreciation and coupon liability estimates. Actual results could differ from those estimates.

L. Net Loss Per Share

Basic loss per share has been calculated using the weighted average number of common shares outstanding in accordance with FASB ASC 260 "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, 2009, the Company had warrants outstanding to purchase 7,370,538 shares of common stock and employee stock options to purchase 4,296,147 shares of common stock outstanding, which are not included in the calculation. At December 31, 2008, the Company had warrants outstanding to purchase 6,999,388 shares of common stock and employee stock options to purchase 4,296,147 shares of common stock outstanding, which are not included in the calculation.

M. Impairment of Long Lived Assets

The Company reviews long-lived assets for impairment whenever circumstances and situations change such that there is an indication that the carrying amounts may not be recovered. At December 31, 2009 and December 31, 2008 the Company has not recognized any impairment charges for long lived assets.

N. Concentration of Risks

The Company maintains its cash balances in financial institutions located in New Jersey, and periodically has cash balances in excess of Federal Deposit Insurance Corporation limits. The Company distributes its products and grants credit to its customers who are food distributors and retailers located primarily in the eastern portion of the United States. The Company generally does not require collateral or other security with regard to balances due from customers. The Company extends credit to its customers in the normal course of business and performs periodic credit evaluations of its customers, maintaining allowances for potential credit losses.

Sales to three customers during the year ended December 31, 2009 approximated 43%, 35%, and 20% of sales. Sales to two customers during the year ended December 31, 2008 approximated 52% and 16% of sales. A loss of one of these customers could have a significant adverse effect on the Company's results of operations and cash flows.

Accounts receivable from two customers at December 31, 2008 approximated 70% and 12%, respectively.

O. Value of Financial Instruments

The Company's financial instruments consist mainly of cash and cash equivalents, accounts receivable, accounts payable and debt. The carrying amounts of these financial instruments approximate fair value due to their short-term nature. The carrying amount due to related party, notes payable and stockholder loans are estimated to approximate their fair values as their stated interest rates approximate current interest rates.

P. Recent Accounting Pronouncements

Amendments to Variable Interest Entity Guidance — In June 2009, the Financial Accounting Standards Board (“FASB”) issued new guidance which requires an enterprise to determine whether its variable interest or interests give it a controlling financial interest in a variable interest entity. The primary beneficiary of a variable interest entity is the enterprise that has both (1) the power to direct the activities of a variable interest entity that most significantly impacts the entity's economic performance and (2) the obligation to absorb losses of the entity that could potentially be significant to the variable interest entity or the right to receive benefits from the entity that could potentially be significant to the variable interest entity. The guidance also now requires ongoing reassessments of whether an enterprise is the primary beneficiary of a variable interest entity. The guidance is effective at the start of a company's first fiscal year beginning after November 15, 2009. The Company is still evaluating the impact that the adoption of this new guidance will have on its consolidated financial position, cash flows and results of operations.

Multiple-Deliverable Revenue Arrangements — In October 2009, the FASB issued new guidance related to the accounting for multiple-deliverable revenue arrangements. These new rules amend the existing guidance for separating consideration in multiple-deliverable arrangements and establish a selling price hierarchy for determining the selling price of a deliverable. The Company is still evaluating the impact that the adoption of this new guidance will have on its consolidated financial position, cash flows and results of operations.

Certain Revenue Arrangements That Include Software Elements — In October 2009, the FASB issued new guidance that changes the accounting model for revenue arrangements by excluding tangible products containing both software and non-software components that function together to deliver the product's essential functionality and instead have these types of transactions be accounted for under other accounting literature in order to determine whether the software and non-software components function together to deliver the product's essential functionality. The Company is still evaluating the impact that the adoption of this new guidance will have on its consolidated financial position, cash flows and results of operations.

Q. Distribution Rights

Intangible assets consist of distributions rights acquired in connection with the acquisition of remaining shares of NuVim Powder, LLC. This intangible asset does not have a finite useful life and such assets are not amortized, but are subject to annual impairment testing by applying a fair value based test. Management determined that as of December 31, 2009, the asset had a fair value of $0 and accordingly charged the book value of $90,400 to earnings for the period ended December 31, 2009.

R. Accounts Payable

Accounts payable represent amounts due for obligations to creditors in connection with the Company's operations and are recorded at the amount transacted, which are generally not significantly different from their fair value. In connection with an outstanding obligation to one of the Company's advertising vendors, the Company negotiated an extension of this obligation until the year 2013 and has reflected amounts due beyond one year as long-term accounts payable.

T. Reclassifications

Certain reclassifications were made to the presentation of the 2008 financial statements in order to conform to the 2009 financial statements. Such reclassifications had no effect on the prior year's results of operations.

NOTE 3 - INVENTORY

Inventory consists of the following:

	December 31, 2009	December 31, 2008
Raw materials	$ 40,904	$ 73,091
Finished goods	61,522	63,814
Total	$ 102,426	$136,905

NOTE 4 – BANK LINE OF CREDIT

The Company has a revolving line of credit with a bank in the amount of $50,000. The borrowings are secured by assets of the Company. The loan bears interest at an annual rate of 29.99%.

NOTE 5 - SENIOR NOTES PAYABLE - RELATED PARTIES

In May of 2008, two holders, one of whom is a holder of more than 5% of the Company's common stock and the other of which is a member of the Company's board of directors, agreed to extend the maturity of senior notes payable aggregating $500,000, and all the unpaid interest thereon until January 15, 2011. NuVim issued the five year warrants to obtain both the holder's consent to the extension of their maturity of the principal and interest on the Senior Secured Notes and the cancelation of warrants held by them to purchase 1,015,000 shares of common stock at prices ranging from $0.35 to $2.00.

The Company has recorded $40,000 and $50,000 as interest expense on the notes during 2009 and 2008, respectively. Accrued interest was $289,160 at December 31, 2009 and $249,160 at December 31, 2008.

The notes accrue interest at 8% per annum. The notes are secured by all of the assets of the Company, and certain Company creditors have executed subordination agreements in favor of the lenders.

NOTE 6 - STOCKHOLDER LOANS - SUBORDINATED CONVERTIBLE PROMISSORY NOTES

Stockholder Loans - Subordinated Convertible Promissory Notes consists of two notes in the amount $100,000 and $50,000, which are due on demand, as there is no stated term to these notes as of December 31, 2007. The notes bear interest at a rate of 8% and default interest at 14%. The notes are subordinated in right of payment to the senior notes payable-related parties.

The holder of these notes may convert the notes (or a portion thereof) into a number of shares of Company's Series C preferred stock, calculated by dividing the amount of the debt being converted by $.20 per share rounded to the nearest whole share.

At the holder's election, unless converted, the accrued interest on the notes shall be paid to the holder in cash on the conversion date.

Interest expense on stockholder loans was $12,000 and $12,000 for the years ended December 31, 2009 and 2008, respectively. Accrued interest payable was $57,770 and $45,770 as of December 31, 2009 and 2008, respectively.

NOTE 7 - ACCRUED COMPENSATION

Accrued compensation consists of unpaid salary to certain officers and employees of the Company.

NOTE 11 - RESCINDED SERIES B OFFERING PAYABLE

Pursuant to a private placement memorandum, dated October 5, 2001, the Company offered to sell shares of Series B convertible preferred stock. The Company, however, did not have a sufficient amount of preferred stock authorized to issue and sell the Series B convertible preferred stock and had not taken certain legal steps to designate the terms of the Series B convertible preferred stock. Accordingly, the Series B convertible preferred stock was invalidly issued and holders thereof did not own an equity interest in the Company as a result of their purported investment therein. As a result, the Company was legally obligated to offer to rescind, or return, the payment made by such holders for such shares, plus any interest required by applicable state law. Proceeds of $647,100 were collected in the Series B offering and accounted for as offering payable from the Company.

In November 2002, the Company consummated its offer to rescind the Series B offering and refund the original purchase price, or issue replacement shares of the Company's Series C convertible preferred stock at the proposed offering price of $.20 per share, at the investors' option. Investors representing $568,600 elected to receive, and were issued, 2,843,000 replacement shares of the Series C convertible preferred stock, and investors representing $78,500 elected a cash refund. The liability remaining at December 31, 2009 and 2008 is $18,920.

NOTE 12 - RELATED PARTY ADVANCES

	December 31, 2009	December 31, 2008
Advance from Officer	$ 74,070	$ 45,000
Stock subscriptions	11,000	--
Other Advances	78,000	20,000
Accrued Interest	11,330	2,807
Total	$ 174,404	$ 67,807

Advances accrue interest at a rate of 8% per annum.

NOTE 13 - OTHER NOTES PAYABLE

Other notes payable consists of notes payable issued to a law firm in payment of past due legal fees and accrued interest thereon. The note has a maturity date of January, 2009 and bears interest at a rate of 8% per annum. Interest expense related to the note was $13,000 and $11,450 for 2009 and 2008, respectively. Accrued interest was $54,717 and $45,117 at December 31, 2009 and 2008. In connection with this note the Company issued warrants to purchase 50,000 shares of common stock for $.35 per share which were valued at $8,500 and recorded as debt discount and are being amortized over the note life of 30 months. This warrant expires in 2015.

NOTE 14 - STOCKHOLDERS' DEFICIT

A. Capital Stock

The Company is authorized to issue 185,000,000 shares of all classes of capital stock, including 120,000,000 as common. The Company has authorized 65,000,000 shares of all classes of preferred stock, of which 4,875,850 shares were designated as Series A and 50,000,000 as Series C.

The Board of Directors has the authority by resolution to fix all of the powers, preferences and rights, and qualifications, limitations and restrictions of the preferred stock.

B. Warrants

The following is a summary of warrants outstanding at December 31, 2009:

Issue Date	**Expiration**	**Shares**	**Price**	**Cause**
06/25/05	06/24/10	2,700,000	$1.50	IPO Warrants (a)
06/25/05	06/24/10	2,700,000	$2.00	IPO Warrants

06/25/04	06/24/10	270,000	$1.20	Underwriter's warrants
12/22/05	12/22/10	24,950	$0.40	Bridge Loan Agent
02/14/06	02/13/13	50,000	$0.50	Powder
04/06/06	04/06/10	200,000	$0.60	Investor Relation
11/07/06	08/15/15	50,000	$0.35	Note Extension
03/26/08	03/31/13	25,000	$0.25	Consulting
03/28/08	03/31/13	147,059	$0.25	Financing
04/10/08	04/10/13	73,529	$0.25	Financing
05/31/08	05/31/13	500,000	$0.10	Note Extension
05/31/08	05/31/13	255,000	$0.10	Note Extension
09/09/09	09/30/14	187,500	$0.20	Stock Sale Bonus
09/09/09	09/30/14	187,500	$0.20	Stock Sale Comp
Total		7,370,538		

(a) Callable at $.25 if common stock trades at $2.00 for five days.

C. Stock Options

The Company has three Stock Option Plans (the "Plans") under which incentive stock options ("ISOs") and non-qualified stock options ("NQSOs") to acquire shares of common stock that may be granted to employees, officers, directors and consultants of the Company.. One plan was adopted in 2006; under it all prior plans were terminated. All previously issued options will remain in effect in accordance with their original terms but no new options will be issued under those plans. In 2007 an Employees Stock Option Plan was adopted as was an Outside Directors Stock Option Plan in 2008. Under the 2008 Directors Stock Option Plan, each outside director receives an annual option to purchase 50,000 shares. In addition, each independent director receives 10,000 for serving on one of the three board committees. In 2008, these options were granted at a per share price of $0.08. In 2007, these options were granted at a per share option price of $0.40.

Each Plan expires ten years from the date of adoption. Under the currently operative plans, the Company is authorized to grant options for up to 6,000,000 common shares. Under each Plan, the option price of an ISO may not be less than the fair market value of a share of common stock on the date of grant. An ISO may not be granted to a "ten percent stockholder" (as such term is defined in Section 422A of the Internal Revenue Code) unless the exercise price is at least 110% of the fair market value of the common stock and the term of the option may not exceed five years from the date of grant. The maximum term of each stock option granted to persons other than ten percent stockholders is ten years from the date of the grant.

A summary of the activity in the Plans is as follows:

	Number of Shares	Weighted-Average Exercise Price
Outstanding December 31, 2007	3,696,147	$ 0.75
Cancelled	(20,000)	$
Issued	620,000	$ 0.09

Outstanding December 31, 2008	4,296,147	$	0.66
Cancelled	(0)	$	
Issued	0	$	
Outstanding at December 31, 2009	4,296,147	$	0.66
Exercisable at December 31, 2009	4,296,147	$	0.66

The options generally expire 10 years from the date of grant. However, in the event a participant's employment is terminated for any reason other than the result of death, permanent disability or retirement, as defined, the options expire 90 days after termination. If a participant's employment is terminated as a result of death, permanent disability or retirement, the options expire one year from the date of termination.

The weighted-average remaining contractual life of options outstanding was 6 and 7 years as of December 31, 2009 and December 31, 2008, respectively.

A summary of the status of the Company's nonvested shares as of December 31, 2009 and 2008, and changes during the year ended December 31, 2009 and 2008 are presented below:

	Weighted-Average Fair Number of Shares	Weighted- Average Remaining Contractual Value at Grant Date	Term (in years)
Non-vested shares at December 31, 2007	81,665	$ 1.00	8.5
Options granted............................	620,000	---	---
Options vested..............................	(701,665)	---	---
Non-vested shares at December 31, 2008	-0 -	$ ---	---
Options granted.............................	- 0 -	---	---
Options vested...............................	- 0 -	---	---
Options forfeited or expired	- 0 -	---	---
Non-vested shares at December 31, 2009	- 0 -	$ ---	---

As of December 31, 2009, no outstanding options had an exercise price that was less than the fair value of the Company's common stock.

At December 31, 2007, the fair value of stock option grants has been calculated using the Black-Scholes method using the following assumptions:

Risk-free rate	3.5% - 4.85%

Dividend yield	0
Volatility factor of the expected market	.10% to 90%
Price of the Company's common stock	$.01 to 1.00
Average life	5- 7 years

The Black-Scholes option valuation model was developed for use in estimating the fair value of traded options, which have no vesting restrictions and are fully transferable. In addition, option valuation models require the input of highly subjective assumptions, including the expected stock price volatility. Because the Company's employee stock options have characteristics significantly different from those of traded options, and because changes in the subjective input assumptions can materially affect the fair value estimate, in management's option, the existing models do not necessarily provide a reliable single measure of the fair value of its employee stock options.

D. Sales for Cash

2008

Sales of Common Stock for Cash

In March, NuVim sold 294,118 shares of common stock for $0.17 per shares and issued five year warrants to purchase 147,059 shares of common stock at $0.25 per share to an individual.

In April, 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.

2009

In September 2009, NuVim sold 1,250,000 shares of common stock for $0.02 per shares and issued five year warrants to purchase a total of 375,000 shares of common stock at $0.20 per share to an individual.

Also in September 2009, Mr. Scott, one of NuVim’s directors purchased 200,000 shares of NuVim common stock for a total of $4,000.

During the fourth quarter of 2009 NuVim received subscriptions for 300,000 shares of its common stock from an investor at a purchase price of $6,000. This amount was reflected as a liability on the year end sheets. The shares were issued in the second quarter of 2010.

All of the cash was used for working capital.

E. Common Stock Issued for Services

2008

In February, NuVim issued 100,000 shares to three individuals for investor relations services valued at $20,000. During the same month, NuVim issued 70,000 shares to its nutrition consultant valued at $14,000.

In March, NuVim issued 40,000 shares to an individual for investor relations services valued at $8,000. Also in March, NuVim issued 100,000 and 50,000 shares respectively to Jamal Kibria and Mark Alan Siegel for their services. These services were valued at $30,000. Mr. Kibria works on product production and Mr. Siegel serves as NuVim's Secretary and General Counsel.

In the same month, NuVim issued 50,000 shares of common stock and a five year warrant to purchase 25,000 shares of common stock at $0.25 per share to an individual for services in connection with the structure of a private placement. These services were valued at $10,000.

In early April, NuVim issued 656,000 shares of common stock and a $20,000 promissory note to settle outstanding invoices for accounting services.

In June, 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 June and November, NuVim issued a total of 20,000 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 $1,400.

2009

In September 2009, NuVim issued a total of 11,000 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 $330.

In the same month, NuVim issued 250,000 shares of common stock to an individual for services in connection with the website development. These services were valued at $7,500.

NOTE 15 - INCOME TAXES

Based on the Company's operating losses, no provision for income taxes has been provided for the years ended December 31, 2009 and 2008. As of December 31, 2009, the Company had net operating losses of approximately $21,200,000 which expire between the years 2019 and 2027. Due to the Company's initial public offering there was a change in ownership in accordance with relevant provisions of the Internal Revenue Code, which are expected to limit the realization of certain net operating losses under IRC Section 382.

A valuation allowance for the full amount of the deferred tax assets was established since it is more likely than not that all of the deferred tax assets will not be realized. Deferred tax assets principally consist of net operating losses and accrued compensation expense.

In December 2008 the Company received proceeds of $62,000 from the sale of the rights to approximately $600,000 of New Jersey state income tax losses. Based on an agreement with the State of New Jersey, the Company was allowed sell their net operating under the Technology Business Tax Certificate Program administered by the New Jersey Economic Development Authority

NOTE 16 - COMMITMENTS

A. Lease

The Company leases office space under an agreement which expires in March 2011, with annual payments approximating $34,960. During the years ended December 31, 2009 and 2008, rent expense was approximately $34,000 and $37,000, respectively.

C. Employment Agreements

The Company has an employment agreement with its Chief Executive Officer which provides for an annual salary of $225,000 plus bonus. The agreement automatically extends for successive and additional one year periods, unless Employee or Company shall provide a written notice or termination at least 180 days prior to the end of the extended term. .

NOTE 19 - SUBSEQUENT EVENTS

Late in the second quarter of 2010 NuVim completely restructured its balance sheet by converting over $2.6 million of long-term and current liabilities into approximately 56 million shares of common stock, an increase in outstanding shares of almost 300 % to al total of about 75,000,000.

- NuVim's Notes, including principal and interest on all the Senior Secured Notes, two-thirds of the remaining principal of the Convertible Notes, and NuVim's only other note, together representing principal and interest aggregating almost $1,125,000 have been converted into about 38 million shares of common stock or settled, in the case of the other note, for less than $35,000.
- Open obligations to service providers, including employees, aggregating over $1,250,000, have been discharged by conversion into approximately 15 million shares of common stock and by the payment of approximately $50,000.
- Loans from directors, aggregating almost $215,000, including interest, have been discharged by conversion into approximately 3 million shares of common stock and the payment of approximately $35,000 over seven months without additional interest.

Also in June 2010, warrants to purchase a total of 5,670,000 shares at prices ranging from $1.00 to $2.00 (2,700,000 shares at $1.50, 2,700,000 shares at $2.00, 270,000 shares at $1.20) expired without exercise.

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

A. Plan of Operation. N/A

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

1. *Full fiscal years (2009 and 2008)*

Unit Case Volume/Case Sales

The table set forth below discloses selected data regarding sales for the years ended December 31, 2009 and 2008. 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 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.

	Twelve Months Ended December 31 2009	2008
Gross Cases Sold	13,676	28,033
Gross Sales	$ 253,029	$ 544,368
Net Sales	$ 171,417	$ 367,848

Gross sales are the amount invoiced to customers, while net sales deduct from gross sales any payment or discount terms, promotional allowances, slotting fees, warehouse damage and returned goods in accordance with the Financial Accounting Standards Board Emerging Issues Task Force Issue No. 01-09, Accounting for Consideration Given by a Vendor to a Customer. In some accounts we pay slotting fees when our products are initially introduced to a new account and run price feature promotions to encourage trials of our product. As brand loyalty grows in a market, we anticipate that we will be able to run fewer price promotions and will not incur the one time additional slotting fees to gain new distribution.

The 13,676 cases sold represent a decrease of 14,357 cases or 51% for the twelve months ended December 31, 2009. This decrease for the year is caused by a controlled planned decrease; we stopped selling several unprofitable accounts. In addition, in 2009 we converted our co-packing operation and converted to a new packaging format, the recyclable plastic 64 oz bottle. The change was made to insure quality standards were met on an on-going basis. Due to this process, we exited all accounts in the fall of 2009 and began reentering them in the second quarter of 2010.

Results of Operations

Results of operations for the year ended December 31, 2009 compared to the year ended December 31, 2008

Gross Sales For the year ended December 31, 2009, gross sales were $253,029 a decrease of $291,339, or 54% below gross sales of $544,368 for the twelve months ended December 31, 2008. This decrease for the year is caused by a controlled planned decrease; we stopped selling several unprofitable accounts. In addition, in 2009 we converted our co-packing operation and our new packaging format, the recyclable plastic 64 oz bottle. Due to this process, we exited all accounts in the fall of 2009 and began reentering them in the second quarter of 2010.

Discounts, Allowances and Promotional Payments As sales declined 54% for the twelve months ended December 31, 2009, promotional allowances, returns and discounts only decreased about 54% or $94,908 to $81,612 from the promotional allowances and discounts of $176,520 for the year ended December 31, 2008. Because the decrease in sales was due to planned withdrawal from unprofitable accounts and the reconfiguration of production and packaging, we reduced promotion to reflect the fewer outlets as we rebuild. 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.

	Year Ended December 31			
	2009	2008	Increase (Decrease)	Percentage
Discounts for timely payment	$ 1,003	$ 2,099	(1,096)	(52%)
Product returned after its expiration date	19,800	53,183	(33,383)	(63%)
Promotional price allowances, coupons and other incentives	60,809	121,238	60,429	(50)%
Slotting fees	- 0 -	- 0 -	-	- %
Total Discounts, Allowances and Promotional Payments	$81,612	$ 176,520	(94,908)	(54%)

Net Sales Net sales for the year ended December 31, 2009 were $168,811 a decrease of $199,037, or 54% lower than net sales of $367,848 for the twelve months ended December 31, 2008. This decrease for the year is caused by a controlled planned decrease; we stopped selling several unprofitable accounts. In addition, in 2009 we converted our co-packing operation to a new packaging format, the recyclable plastic 64 oz bottle. Due to this process, we exited all accounts in the fall of 2009 and began reentering them in the second quarter of 2010.

Cost of Sales For the twelve months ended December 31, 2009, cost of sales was $145,426, a decrease of $166,824, or 53%, below the $312,250 spent in 2008 compared with a reduction of 51% in case sales. Cost of sales as a percentage of gross sales a little over 57% for both years. This is due to the production yield losses at the co-packer in Tampa and at Mountainside Farms.. In some cases batches of product had to be destroyed because of precipitation. Ingredients and packaging materials were lost. Their poor operations resulted in charge backs to NuVim. As described above in Item IX under **Supply, Manufacturing, and Order Processing**, NuVim has now relocated production with a new co-packer and expects no more problems of this nature.

Gross Profit Gross profit was $25,991 for the year ended December 31, 2009, down 53% or $29,607 from $55,598 for the year ended December 31, 2008 compared with the 54% reduction in Net Sales. Gross profit as a percentage of gross sales was 10% for both years.

Selling, General and Administrative Expenses Selling, general and administrative expenses were $609,576 for the year ended December 31, 2009, down 29% from $858,682 during the twelve months ended December 31, 2008. The decrease of $249,106 was achieved by continued outsourcing of financial and operations management functions without decreasing effectiveness. Changing the sales organization to 100% commission based has continued to control administrative costs. Controlling costs continued to be an important priority.

Loss from Operations Loss from operations was $583,585 for the year ended December 31, 2009 compared to $803,084 for the year ended December 31, 2008. The decrease of the loss by $219,499 or almost 27% in 2009 versus 2008 is primarily due to the decreased operating expenses described above.

Other Expense In 2009, other expense of $7,163 ($66,211 in 2008) consisted of interest expense, an impairment of investment in a subsidiary, and a gain on the write off of accounts payable.

Interest Expense Interest expense was $72,677 for the year ended December 31, 2009; a decrease of $13,415 or 16%, from interest expense of $86,092 for the year ended December 31, 2008. The decrease in interest expense is primarily attributable to the retirement of indebtedness.

Impairment of Investment in NuVim Powder, LLC In 2006, NuVim issued stock and warrants valued at $90,400 to acquire minority interests in the limited liability company formed to operate NuVim's powder business. The lack of sales from that unit during both 2008 and 2009 led to management's determination in the last quarter of 2009 that the return on this investment was insufficient to justify retaining it on NuVim's balance sheet.

Gain on Write-off of Accounts Payable During 2009, NuVim recorded a gain on the write-off of accounts receivable amounting to $155,914. In 2008, the amount of $19,881 was recorded for the same reason.

Income Tax Benefit In 2008, NuVim received the net amount of $62,000 for the sale of its New Jersey State Income Tax Losses pursuant to a New Jersey State program. This benefit was not available to NuVim in 2009 because its employment growth was insufficient.

Net Loss Net loss was $590,748 for the year ended December 31, 2009 compared to $807,295 for the year ended December 31, 2008. The $216,547 improvement in net loss was primarily attributable to the improved control of operating costs and improved policing of accounts payable offset by the write off of the investment in the powder division and production problems.

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.

We will still need to raise additional financing to pay our past due 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 December 2010.

NuVim's Capital Deficit was $2,806,655 at the end of 2009 as compared with $2,245,737 at the end of 2008, reflecting Fiscal Year 2009's $591,000 of operating loss. Working Capital at the end of 2009 was negative by 1,576,501, up 36% from the $1,157,983 negative balance at the end of 2008 for the same reason.

Because of the recapitalization described above in Item VII, A Business Development, the Capital Deficit has been reduced to less than $500,000 and the Working Capital shortfall to less than $325,000.

Net cash used in operating activities for the year ended December 31, 2009 was $126,276, compared to cash used in operating activities of $183,950 during all of 2008.

A net amount of $126,276 was provided by financing activities during 2009, compared to $169,136 provided for the year 2008. The additional cash was primarily provided byborrowing from related parties.

2. *Interim Periods (First Fiscal Quarters of 2010 and 2009)*

Unit Case Volume/Case Sales

The table set forth below discloses selected data regarding sales for the three months ended March 31, 2010 and 2009. 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 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.

	Three Months Ended March 31	
	2010	2009
Gross Cases Sold	900	4,813
Gross Sales	$ 21,379	$ 90,406
Net Sales	$ 18,890	$ 59,271

Gross sales are the amount invoiced to customers, while net sales deduct from gross sales any payment or discount terms, promotional allowances, slotting fees, warehouse damage and returned goods in accordance with the Financial Accounting Standards Board Emerging Issues Task Force Issue No. 01-09, Accounting for Consideration Given by a Vendor to a Customer. In some accounts we pay slotting fees when our products are initially introduced to a new account and run price feature promotions to encourage trials of our product. As brand loyalty grows in a market, we anticipate that we will be able to run fewer price promotions and will not incur the one time additional slotting fees to gain new distribution.

The 900 cases sold represent a decrease 3,913 cases or 81% for the three months ended March 31, 2010. This decrease results from the 2009 co-packing conversion to a new packaging format, the recyclable plastic 64 oz bottle. Due to this process, we exited all accounts in the fall of 2009 and began reentering them in the second quarter of 2010.

Results of Operations

Results of operations for the three months ended March 31, 2010 compared to the three months ended March 31, 2009

Gross Sales For the three months ended March 31, 2010, gross sales were $21,379 a decrease of $69,027, or 76% below gross sales of $90,406 for the twelve months ended March 31, 2009. This decrease results from the 2009 co-packing conversion to a new packaging format, the recyclable plastic 64 oz bottle. Due to this process, we exited all accounts in the fall of 2009 and began reentering them in the second quarter of 2010.

Discounts, Allowances and Promotional Payments As sales declined 76% for the twelve months ended March 31, 2010, promotional allowances, returns and discounts decreased about 92% or $28,646 to $2,489 from the promotional allowances and discounts of $31,135 for the three months ended March 31, 2009. The reduced promotional expense reflects NuVim's withdrawal from the market during the production reconfiguration. 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.

	Three months Ended March 31			
	2010	2009	Increase (Decrease)	Percentage
Discounts for timely payment	$ - 0 -	$ 305	(305)	(100%)
Product returned after its expiration date	- 0 -	5,940	(5,940)	(100%)
Promotional price allowances, coupons and other incentives	2,489	25,070	(22,581)	(90%)
Slotting fees	- 0 -	- 0 -	-	- %
Total Discounts, Allowances and Promotional Payments	$ 2,489	$ 31,135	(28,646)	(92%)

Net Sales Net sales for the three months ended March 31, 2010 were $18,890 a decrease of $40,381 or 68% lower than net sales of $59,271 for the twelve months ended March 31, 2009. This decrease results from the 2009 co-packing conversion to a new packaging format, the recyclable plastic 64 oz bottle. Due to this process, we exited all accounts in the fall of 2009 and began reentering them in the second quarter of 2010.

Cost of Sales For the three months ended March 31, 2010, cost of sales was $15,314, a decrease of $ 42,797, or 74%, below the $58,111 spent in 2009 compared with a reduction of 81% in case sales. Cost of sales as a percentage of gross sales was 72% in 2010, compared with 64% in 2009. The increase in product cost was due to the production yield losses at the co-packer in Tampa and at Mountainside Farms.. In some cases batches of product had to be destroyed because of precipitation. Ingredients and packaging materials were lost. Their poor operations resulted in charge backs to NuVim. As described above in Item IX under **Supply, Manufacturing, and Order Processing**, NuVim has now relocated production with a new co-packer and expects no more problems of this nature.

Gross Profit Gross profit was $3,576 for the three months ended March 31, 2010, up over 200% or $2,416 from $1,160 for the three months ended March 31, 2009 compared with the 68% reduction in Net Sales. Gross profit as a percentage of gross sales was 17% for the three months ended March 31, 2010 compared with 1.25% for the twelve months ended March 31, 2009. The increase in the Gross Profit reflects the reduced promotional efforts offset by the effect of the conversion to a new co-packer and product package.

Selling, General and Administrative Expenses Selling, general and administrative expenses were $92,676 for the three months ended March 31, 2010, down 38% from $_150,800 during the twelve months ended March 31, 2009. The decrease of $57,824 was achieved by continued outsourcing of financial and operations management functions without decreasing effectiveness. Changing the sales organization to 100% commission based has continued to control administrative costs. Controlling costs continued to be an important priority.

Loss from Operations Loss from operations was $89,100 for the three months ended March 31, 2010 compared to $149,640 for the three months ended March 31, 2009. The decrease of the loss by $60,540 or over 40% in 2010 versus 2009 is primarily due to the decreased operating expenses described above.

Interest Expense Interest expense was $20,581 for the three months ended March 31, 2010; an increase of $5,181 or 34%, from interest expense of $15,400 for the three months ended March 31, 2009. The increase in interest expense is primarily attributable to additional indebtedness and penalty interest on past due obligations.

Gain on Write-off of Accounts Payable During the first quarter of 2010, NuVim recorded a gain on the write-off of accounts receivable amounting to 66,425. There were none in the first quarter of 2009.

Net Loss Net loss was $43,256 for the three months ended March 31, 2010 compared to $165,040 for the three months ended March 31, 2009. The $121,764 improvement in net loss was primarily attributable to the improved control of operating costs, reduction of promotional activities, and improved policing of accounts payable.

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.

We will still need to raise additional financing to pay our past due 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 December 2010.

NuVim's Capital Deficit was 2,849,911 as of March 31, 2010 as compared with $2,806,655 at the end of 2009, reflecting the first quarter of 2010's $43,000 of operating loss. Working Capital at the end of the first quarter of 2010 was negative by 1,606,757 up about $30,000 from the $1,576,501 negative balance at the end of 2009 for the same reason.

Because of the recapitalization described above in Item VII, A Business Development, the Capital Deficit will have been reduced to less than $400,000 and the Working Capital shortfall to less than $350,000 by the end of 2010's second quarter.

Net cash used in operating activities for the three months ended March 31, 2010 was $6,186, compared to no net cash used in operating activities during the first quarter of 2009.

As a result, the Cash increased from $6,124 from zero at the end of 2009.

C. Off-Balance Sheet Arrangements.

NuVim does 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.

Part E Issuance History

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

Securities issued in 2008

Sales of Common Stock for Cash

In March 2008, NuVim sold 294,118 shares of common stock for $0.17 per shares and issued five year warrants to purchase 147,059 shares of common stock at $0.25 per share to an individual who represented himself to be an accredited investor. He agreed in writing to restrictions on resale placed with NuVim's transfer agent and the printing of a legend on his certificate and warrant. 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.

In April 2008, NuVim sold 147,059 shares of common stock for $0.17 per share 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 NuVim's transfer agent and the printing of a legend on his certificate and the warrant. 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.

Common Stock Issued for Services

In February 2008, NuVim issued 100,000 shares to three individuals for investor relations services valued at $20,000. Each agreed in writing to restrictions on resale placed with NuVim's transfer agent and the printing of a legend on their certificates. 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).

During the same month, NuVim issued 70,000 shares to its nutrition consultant valued at $14,000. She agreed in writing to restrictions on resale placed with NuVim's transfer agent and the printing of a legend on her 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 March 2008, NuVim issued 40,000 shares to an individual for investor relations services valued at $8,000. He agreed in writing to restrictions on resale placed with NuVim's transfer agent and the printing of a legend on his 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). During the fourth quarter of 2008, these shares were cancelled.

Also in March 2008, NuVim issued 100,000 and 50,000 shares respectively to Jamal Kibria and Mark Alan Siegel for their services. These services were valued at $30,000. Mr. Kibria works on product production and Mr. Siegel serves as NuVim’s Secretary and General Counsel.

Both have agreed not to sell their shares before 2009. In addition, each agreed in writing to Securities Act restrictions on resale placed with NuVim's transfer agent and the printing of a legend on their certificates. 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 the same month, NuVim issued 50,000 shares of common stock and a five year warrant to purchase 25,000 shares of common stock at $0.25 per share to an individual for services in connection with the structure of a private placement. These services were valued at $10,000. He agreed in writing to restrictions on resale placed with NuVim's transfer agent and the printing of a legend on his certificate and warrant. 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 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 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 shares to 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 NuVim's transfer agent and the printing of a legend on his 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 and November 2008, NuVim issued a total of 20,000 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 $1,400. Restrictions on resale have been placed with 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).

Warrants Issued

In addition to the five year warrants to purchase a total of 245,588 shares of common stock at $0.25 described above under *Sales of Common Stock for Cash* and in the fifth paragraph of *Common Stock Issued for Services*, NuVim issued five year warrants to purchase a total of 755,000 shares of common stock at $0.10 per share to the Holders of it Senior Secured Note. These warrants were issued to obtain their consent to the extension of the maturity of the principal and interest on the Senior Secured Notes until February 2011 and the cancelation of warrants to purchase 1,015,000 shares of common stock at prices ranging from $0.35 to $2.00.

Warrants to purchase 500,000 were issued to Richard Clark, the entertainer. Mr. Clark is a long-time NuVim investor and was its original spokesperson. He holds more than 5% of NuVim's common stock.

Warrants to purchase 255,000 shares we issued to Stanley Moger, one of NuVim’s directors.

Both men are experienced investors familiar will all NuVim matters. A legend has been printed on each warrant and will be endorsed, if appropriate, on any certificate evidencing shares issued upon exercise of the warrant. Because of these factors, this issuance was exempt from registration under the Securities Act as not involving a public distribution under section 4(2) and 4(6).

Securities issued in 2009

Sales of Common Stock for Cash

In September 2009, NuVim sold 1,250,000 shares of common stock for $0.02 per shares and issued five year warrants to purchase a total of 375,000 shares of common stock at $0.20 per share to an individual who represented himself to be an accredited investor. He agreed in writing to restrictions on resale placed with NuVim's transfer agent and the printing of a legend on his certificate and the warrants. 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.

Also in September 2009, Mr. Scott, one of NuVim’s directors purchased 200,000 shares of NuVim common stock for a total of $4,000. He agreed in writing to restrictions on resale placed with NuVim's transfer agent and the printing of a legend on his certificate and the warrant. 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.

Shares Issued for Services

In September 2009, NuVim issued a total of 11,000 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 $330. Restrictions on resale have been placed with 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).

In the same month, NuVim issued 250,000 shares of common stock to an individual for services in connection with the website development. These services were valued at $7,500. He agreed in writing to restrictions on resale placed with NuVim's transfer agent and the printing of a legend on his 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).

Securities issued in 2010

Shares Issued for Cash

During the fourth quarter of 2009 and the first quarter of 2010, NuVim received subscriptions for 300,000 and 333,000 shares of its common stock, respectively, from two investors at a purchase price of $6,000 and $10,000, respectively. The amounts were reflected as liabilities on the year end and first quarter balance sheets. The shares were issued in the second quarter of 2010. Each investor represented himself to be an accredited investor. Both agreed in writing to restrictions on resale placed with NuVim's transfer agent and the printing of a legend on his certificate and the warrants. 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.

Also during the second quarter of 2010, NuVim issued 26,796 shares of its common stock to reimburse a contractor for $812 of expenses.

Shares Issued for Services

During the second quarter of 2010, NuVim issued a total of 420,000 shares to two individuals for services valued at $10,000. The services included web design and product production. Each agreed in writing to restrictions on resale placed with NuVim's transfer agent and the printing of a legend on their certificates. 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 2010, NuVim issued 250,000 Mark Alan Siegel for his services. These services were valued at $7,500. Mr. Siegel serves as NuVim's Secretary and General Counsel. He has agreed not to sell these shares before 2011. In addition, he agreed in writing to Securities Act restrictions on resale placed with NuVim's transfer agent and the printing of a legend on his 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).

Securities Issued Upon Conversion of Notes, Debts, and Interest

At the end of May, 2010, Stanley Moger and Richard Clark, the entertainer converted all their unpaid interest, aggregating $305,256, into 6,050,000 and 6,030,000 shares of NuVim common stock, respectively. Stanley Moger, one of NuVim's directors. Mr. Clark is a long-time NuVim investor and was its original spokesperson. He holds more than 5% of NuVim's common stock. The shares issued upon conversion of the interest due on the Senior Secured Notes are exempt from registration under Section 3(a)(9) of the Securities Act of 1933 because the shares of common stock were issued upon conversion of another NuVim security without the payment of additional compensation or a commission. A stop order was placed with respect to Mr. Moger's certificate because he is affiliated with NuVim.

At the end of May the holder of $100,000 of principal of NuVim's Convertible Notes converted the entire principal, together with accrued interest totaling $40,000, into a total of 2,100,000 shares of NuVim common stock. The shares issued upon conversion of the Convertible Notes and the interest thereon are exempt from registration under Section 3(a)(9) of the Securities Act of 1933 because the shares of common stock were issued upon conversion of another NuVim security without the payment of additional compensation or a commission.

In May, 2010, Mr. Kundrat converted all his unpaid salary through March 31, 2010, amounting to $912,532, into 13,687,980 shares. In addition, during 2008, 2009, and 2010, Mr. Kundrat lent NuVim a net total of $142,000. Pursuant to board resolution, interest at the rate of 8% per annum in the amount of $22,720 had accrued by May 31, 2010. As of the end of May 2010, this entire amount was converted into 2,470,800 shares of common stock. Mr. Kundrat agreed in writing to Securities Act restrictions on resale placed with NuVim's transfer agent and the printing of a legend on his certificates. 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 2009, Doug Scott, one of NuVim's directors, lent NuVim $58,000 against its expected New Jersey Tax Transfer Program payment. The payment was not made. Since then, $11,000 of interest has accrued. In May 2010, Mr. Scott and NuVim agreed that the total debt would be paid by converting half of it into 517,500 shares of NuVim common stock and NuVim paying the balance in seven installments beginning in September 2010. Mr. Scott agreed in writing to Securities Act restrictions on resale placed with NuVim's transfer agent and the printing of a legend on his 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 during the second quarter, four service providers, including Mr. Siegel, NuVim's Secretary and General Counsel, converted a total of $100,700 of unpaid compensation into a total of 1,511,400 shares of NuVim common stock. Mr. Siegel received 480,000 of these shares upon his conversion of $32,000 of unpaid compensation. All four agreed in writing to Securities Act restrictions on resale placed with NuVim's transfer agent and the printing of a legend on their certificates. 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).

At the end of the second quarter, the holders of NuVim's Senior Secured Notes converted the principal of their notes into a total of 24,000,000 shares of NuVim common stock. Each holder represented in writing that she was an accredited investor. The shares issued upon conversion of the Senior Secured Notes are exempt from registration under Section 3(a)(9) of the Securities Act of 1933 because the shares of common stock were issued upon conversion of another NuVim security without the payment of additional compensation or a commission.

Part F Exhibits

The following exhibits must be either described in or attached to the disclosure statement:

Item XVIII Material Contracts.

Employment Agreement between Richard P. Kundrat and NuVim is described in Item XI A Officers and Directors under *Executive Employment Agreement*. A copy of the agreement is included in the exhibit binder as exhibit 1.

A copy of the 2007 Employees' Stock Option Plan is included in the exhibit binder as exhibit 2.

A copy of the 2008 Directors' Stock Option Plan is included in the exhibit binder as exhibit 3.

Item XIX Articles of Incorporation and Bylaws.

A. A complete copy of NuVim's Certificate of Incorporation and the first amendment thereto is incorporated by reference from the exhibits to the Registration Statement filed by NuVim on December 2, 2004 with the Securities and Exchange Commission, Registration No. 333-120938. A complete copy of the second amendment to the certificate of incorporation is incorporated by reference from the exhibits to the Pre-effective Amendment No. 3 to the Registration Statement filed by NuVim on March 31, 2005 with the Securities and Exchange Commission, Registration No. 333-120938.

B. A complete copy of NuVim's bylaws is incorporated by reference from the exhibits to the Registration Statement filed by NuVim on December 2, 2004 with the Securities and Exchange Commission, Registration No. 333-120938.

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

Neither NuVim nor any Affiliated Purchaser has made any purchase of NuVim common stock except as described in Part E, Item XVII.

ISSUER PURCHASES OF EQUITY SECURITIES

Period	**Column (a)** Total Number of Shares (or Units) Purchased	**Column (b)** Average Price Paid per Share (or Unit)	**Column (c)** Total Number of Shares (or Units) Purchased as Part of Publicly Announced Plans or Programs	**Column (d)** Maximum Number (or Approximate Dollar Value) of Shares (or Units) that May Yet Be Purchased Under the Plans or Programs
Month #1 April 2010	None	N/A	None	None
Month #2 May 2010	None	N/A	None	None
Month #3 June 2010	29,486,280 (1)	$0.05	None	None
Total	29,486,280 (1)	$0.05	None	None

(1) All of these shares were issued by NuVim to Affiliates as part of the recapitalization described in Item VII A Business Development.

Item XXI Issuer's Certifications.

I, Richard P. Kundrat, certify that:

1. I have reviewed this Initial Company Information and Disclosure Statement by NuVim, Inc.

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

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

Date: July 30, 2010

/s/ Richard P. Kundrat
Richard P. Kundrat, Chairman, CEO, and CFO