FORM 10KSB/A

Annual and transition reports of small business issuers [Section 13 or 15(d), not S-B Item 405]
[amend]

Filing Date: **2008-08-29** | Period of Report: **2007-12-31**
SEC Accession No. 0001137050-08-000233

(HTML Version on secdatabase.com)

FILER

BIDGIVE INTERNATIONAL INC
CIK:**1111473**| IRS No.: **134025362** | State of Incorp.:**DE** | Fiscal Year End: **1231**
Type: **10KSB/A** | Act: **34** | File No.: **000-49999** | Film No.: **081049258**
SIC: **5960** Nonstore retailers

Mailing Address
3538 CARUTH BLVD.
SUITE 200
DALLAS TX 75225

Business Address
3538 CARUTH BLVD.
SUITE 200
DALLAS TX 75225
(972) 943-4185

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

FORM 10-KSB/A

AMENDMENT NO. 1

{ X } ANNUAL REPORT UNDER SECTION 13 OR 15 (D) OF THE SECURITIES EXCHANGE ACT OF 1934 FOR THE FISCAL YEAR ENDED: **DECEMBER 31, 2007**

{ } TRANSITION REPORT UNDER SECTION 13 OR 15 (D) OF THE SECURITIES EXCHANGE ACT OF 1934 FOR THE TRANSITION PERIOD FROM ____ TO _____.

BidGive International, Inc.
(Name of small business issuer in its charter)

Delaware	**0-49999**	**13-4025362**
(State or other jurisdiction of incorporation or organization)	*Commission file number*	*(I.R.S. Employer Identification No.)*

3538 Caruth Blvd., Suite 200
Dallas, Texas 75225
(Address of principal executive office including zip code)

(972) 943-4185
(Registrant's telephone number)

Securities registered under Section 12(b) of the Exchange Act: None.

Securities registered under Section 12(g) of the Exchange Act
Common Stock, Par Value $.001 Per Share
(Title of Class)

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

Check if there is no disclosure of delinquent filers in response to Item 405 of Regulation S-B is not contained in this form, and no disclosure will be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-KSB or any amendment to this Form {X}

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

State Issuer's revenues for most recent fiscal year: $181,678.

State the aggregate market value of the voting and non-voting common equity held by non-affiliates computed by reference to the price at which the common equity was sold, or the average bid and asked price of such common equity, as of a specified date within the past 60 days. $4,543,755 based on a price of $1.73 per share, being the average of the bid and asked price of the Company' s common stock as of March 18, 2008.

The number of shares outstanding of registrant's common stock, $.001 par value per share, as of March 31, 2008, was 6,903,357 shares.

Transitional Small Business Disclosure Format (check one): Yes [ ] No [X]

BIDGIVE INTERNATIONAL, INC.

2007 ANNUAL REPORT ON FORM 10-KSB

INDEX

EXPLANATORY NOTE:

Bidgive International, Inc. (the "Company") is filing this Amendment No. 1 on Form 10-KSB/A (this "Amendment") to its Annual Report on Form 10-KSB for the fiscal year ended December 31, 2007, which was filed on April 15, 2008 (the "Original Filing") to amend Part II Item 8A(T) of the Original Filing to include additional information required by such item.

Except as described above, no other changes have been made to the Original Filing, and this Amendment No. 1 on Form 10-KSB/A does not amend, update or change the financial statements or any other items or disclosures in the Original Filing. This Amendment No. 1 on Form 10-KSB/A does not reflect events occurring after the filing of the Original Filing or modify or update those disclosures, including any exhibits to the Original Filing affected by subsequent events. Information not affected by the changes described above is unchanged and reflects the disclosures made at the time of the Original Filing. Accordingly, this Amendment No. 1 on Form 10-KSB/A should be read in conjunction with our filings made with the Securities and Exchange Commission subsequent to the filing of the Original Filing, including any amendments to those filings.

SAFE HARBOR REGARDING FORWARD LOOKING STATEMENTS

Certain statements in this prospectus are what are known as "forward-looking statements," which are basically statements about the future. For that reason, these statements involve risk and uncertainty since the future cannot be accurately predicted. Words such as "plans," "intends," "hopes," "seeks," "anticipates," "expects," and the like often identify such forward-looking statements, but are not the only indication that a statement is a forward-looking statement. Such forward-looking statements include statements concerning our plans and objectives with respect to our present and future operations, and statements that express or imply that such present and future operations will or may produce revenues, income or profits. In evaluating these forward-looking statements, you should consider various factors that may cause our actual results to differ materially from any forward-looking statement. We caution you not to place undue reliance on these forward-looking statements. Although we base these forward-looking statements on our expectations, assumptions and projections about future events, actual events and results may differ materially, and our expectations, assumptions and projections may prove to be inaccurate. The forward-looking statements speak only as of the date hereof, and we expressly disclaim any obligation to publicly release the results of any revisions to these forward-looking statements to reflect events or circumstances after the date of this filing. Forward-looking statements reflect the current view of management with respect to future events and are subject to numerous risks, uncertainties and assumptions. We can give no assurance that such expectations will prove to be correct. Should any one or more of such risks or uncertainties materialize or should any underlying assumptions prove incorrect, actual results are likely to vary materially from those described in this Form 10-KSB. There can be no assurance that the projected results will occur, that these judgments or assumptions will prove correct or that unforeseen developments will not occur. We are under no duty to update any of the forward-looking statements after the date of this Form 10-KSB.

ITEM 1. DESCRIPTION OF BUSINESS

Background

BidGive International, Inc. (formerly known as Rolfe Enterprises, Inc.) ("we," "us," "our," or "BidGive International"), was originally incorporated as Rolfe Enterprises, Inc. under the laws of the State of Florida on May 6, 1996. We were formed as a "blind pool" or "blank check" company whose business plan was to seek to acquire a business opportunity through completion of a merger, exchange of stock, or other similar type of transaction. In furtherance of our business plan, we voluntarily elected to become subject to the periodic reporting obligations of the Securities Exchange Act of 1934 (the "Exchange Act") by filing a registration statement on Form 10-SB on September 12, 2002. On April 12, 2004, Rolfe Enterprises, Inc. was merged with and into (the "reincorporation merger") BidGive International, a Delaware corporation formed on such date and prior to the merger a wholly-owned subsidiary of Rolfe Enterprises, Inc., with BidGive International surviving the reincorporation merger. The purpose of the reincorporation merger was to convert Rolfe Enterprises, Inc. from a Florida corporation to a Delaware corporation and to change its name to "BidGive International, Inc."

Pursuant to a merger agreement and plan of reorganization dated October 10, 2003 (the "merger agreement"), entered into by and among Rolfe Enterprises, Inc. (BidGive International' s predecessor), the Merger Sub, Mid-Continental Securities Corp. (our largest stockholder on the date the merger agreement was executed), and BidGive Group, LLC (a Texas limited liability company), effective as of December 4, 2003, BidGive Group, LLC was merged with and into the Merger Sub with the Merger Sub surviving the merger, and each 1% membership interest in BidGive Group, LLC which was issued and outstanding immediately prior to the effective time of the merger was converted into 57,446 shares of our common stock. As a result of the merger, the former members of BidGive Group, LLC became the holders of 92.5% of our issued and outstanding common stock effective as of December 4, 2003. BidGive Group, LLC was a start-up transitional company formed on May 28, 2003 to acquire certain assets from a developmental, non-operating company named BidGive, Inc. Neither Rolfe Enterprises, Inc. nor BidGive Group, LLC, BidGive International' s two predecessors, has ever been subject to any bankruptcy, receivership or similar proceedings.

In anticipation of completion of the merger transaction with BidGive Group, LLC, we completed a recapitalization of our common stock. Prior to the recapitalization, we had a total of 5,822,250 shares of common stock issued and outstanding. As part of the recapitalization, we first completed a 2:1 forward stock division that increased our issued and outstanding common stock to 11,644,500 shares, and simultaneously increased our authorized common stock from 10,000,000 to 20,000,000 shares, par value $.0005. After completion of the forward division and the increase in the number of authorized shares of common stock, we completed a 1:25 reverse stock split which reduced the number of issued and outstanding shares of common stock from 11,644,500 to 465,780, and also increased the par value per share of common stock back to $.001, but did not reduce the number of authorized shares of common stock.

Following completion of the merger, the former members of BidGive Group, LLC owned a total of 5,744,600 shares of common stock, or 92.5% of our issued and outstanding common stock, and our former stockholders owned a total of 465,780 shares of common stock, or 7.5% of our issued and outstanding common stock.

Following completion of the merger, the former members of BidGive Group, LLC owned a total of 5,744,600 shares of common stock, or 91.5% of our issued and outstanding common stock, and our former stockholders owned a total of 465,780 shares of common stock, or 7.4% of our issued and outstanding common stock.

Development of Business of BidGive Group, LLC

BidGive Group, LLC was a start-up transitional company that acquired certain assets from a developmental, non-operating company named BidGive, Inc. related to its discount certificate business. The assets acquired consisted of the discount certificate business operations under development, the "BidGive" name and slogans, and a non-operating website. BidGive Group, LLC expanded and refined the discount certificate business, adding an advertising and marketing element for certificate acquisition, an entire new program of retail shopping certificates, geographical expansion, toll-free number certificate purchasing and certificate validation, back-end data access for merchant certificate validation and not-for-profit contribution auditing, sales and marketing joint venture programs, and the filing of a provisional patent on the revised and enlarged business methods and processes.

Principal Products and Services

By the end of 2007, we wound down our management of the 100th Anniversary (2007) Montessori Initiative, including ownership and operation of the Montessori-focused magazine we designed and launched for the Montessori community in 2005 (the magazine and associated operations were sold to Creede Media, LLC in May of 2007), and discontinued the discount rewards card program in response to overwhelming competition and expansion in the market from established vendors and individual merchants. We spent much of 2007 designing, developing and launching new programs and projects, including (1) our proprietary Aggregated Purchasing Program wherein we negotiate extreme discounts with business vendors and pass the savings on to office and retail end-users; (2) a Merchant Services Program wherein we negotiate discounted credit card processing fees with merchant bank card processors and pass on the low fees to retail end-users; (3) our Shaolin Wellness Center and Chinese Tea Room at the Kingbridge Centre in Toronto, Canada; (4) the DotCom Film Festival; and (5) the MDG Awards Program and internationally broadcast gala event on behalf of and in association with the United Nations.

The Aggregated Purchasing and the Merchant Services Programs are proprietary group purchasing affinity programs. Members and supporters of associations, schools, and charitable organizations, as well as merchants that wish to support the above and various national not-for-profit organizations may enroll through BidGive to participate in each Program. In the Aggregated Purchasing Program ("APP") participants agree to purchase various goods and services at substantial discounts from participating vendors. These goods and services providers, such as Office Depot and Lyreco, agree to provide discounts to the program enrollees and to share a portion of the revenues generated with BidGive, which will then distribute royalties to the participating association and not-for-profit parties, including commissions to the organizations that helped the Company bring the program to fruition. In the Merchant Services Program merchants that wish to support various schools, and not-for-profits may enroll through BidGive for a merchant account, and process all their credit and debit card transactions through BidGive' s merchant vendor partners. These vendor partners, such as Chase/Paymentech and EVO/GMS, in turn, agree to provide lower cost processing to the merchants and to share the net revenue fees generated with each transaction with BidGive, which will then distribute royalties to the participating parties, including commissions to organizations that helped the Company bring the program to fruition.

The Company is finalizing its contract with the Shaolin Monks of Henan, China to develop and market a "Shaolin for the Corporate Warrior" training program, and to also develop a permanent physical health and wellness training site in Toronto, Canada. A four star corporate retreat near Toronto, the Kingbridge Centre, has contracted with the Company to further develop and market the "Shaolin for the Corporate Warrior" training program through its staff to their corporate clients and to transform the Kingbridge' s existing standard spa into the "Shaolin Wellness Centre" beginning April 2008. Working with the Shaolin and the Kingbridge, the Company is designing the program and facility to meet the needs and desires of the business person. In addition to the training program and wellness center, BidGive will also develop and operate with the Shaolin a traditional Chinese tea house at the Kingbridge, the "Shaolin Tea House", which will serve as the prototype and proving ground for the potential roll-out of stand alone Shaolin Tea Houses across North America.

BidGive and its partners have developed an interactive DVD/Board Game and associated website, the DotCom Film Festival Board Game and the DotCom FilmFestival ("DCFF") website, www.mydcff.com that is a unique user-generated second generation video website, which generates revenues from advertising and user fees. Part of the proceeds of which will benefit the Screen Actors Guild Foundation (SAGF), participating film schools, film school charities, and local not-for-profits such as community theaters, as well as United Nations selected international organizations such as FilmAid. The website containing professional and user-generated video content is under development with completion scheduled for June 2008.

One of BidGive' s more ambitious projects is the development and operation of the UN Millennium Development Goals Awards Program (the "MDG Awards"). Pursuant to an initial Memorandum of Understanding, the UN has tapped BidGive to be co-manager and co-executive producer for the inaugural UN MDG Awards program and international ceremony (designed as a cross between the Academy Awards and the Kennedy Center Honors). A final contract is being prepared establishing BidGive' s rights and responsibilities, including responsibility in association with the UN' s Public-Private Alliance Foundation to manage the entire MDG Awards Program and oversee the international ceremony and broadcast production contractors. BidGive is to receive a management fee, as well as a potential bonus based on the success of the broadcast and program. MDG stands for "Millennium Development Goals," which are the eight goals espoused by the United Nations necessary to make the world a better place, and includes the eradication of AIDS, famine and war by 2015. The MDG Awards Program is designed to bring the world's awareness to the MDGs and to solicit support and participation for same. The Awards trophy will be a small-scale representation of the William Ho "One Heart Beat" sculpture, which was recently unveiled at the United Nations headquarters in Geneva. Part of the Company's responsibilities will be to raise sponsorship funds for the Awards and ceremony from the international community. The MDG Awards Program (www.UN-MDGAwards.org) is being designed and developed to not only bring recognition to the thousands of organizations around the world tirelessly working to achieve the MDGs, but to also garner these entities international support, including financial funding.

The common thread running through all of the Company's programs and projects is the incorporation of BidGive's patent-pending business model of sharing revenues generated with participating organizations and not-for-profits, which in turn assist to drive our marketing and to maintain customer and supplier loyalty. It is the merger of business and philanthropy where all parties "win". It is "good business by doing good" where all participants share in the operating proceeds and the goodwill generated, which process ties the participants to the programs and projects.

Description of Industries

BidGive's various programs and business operations cross multiple industries. The Company believes it is this diversification that somewhat shields the Company from market downturns in any one industry or market segment.

The group purchasing affinity market, where our Aggregated Purchasing and Merchant Services programs operate, is rapidly evolving and growing. We expect moderate competition because barriers to entry are significant, including partnering and contracting with national and international suppliers, and with not-for-profit and other association entities that market BidGive's products and services to their constituents. Once these relationships are established it is difficult for competitors to interfere.

The Shaolin/Kingbridge project combines three separate and distinct markets, which joinder the Company believes will increase its competitiveness in each market. More importantly, the Company's anticipated exclusive licensing right to the Shaolin name and brand should differentiate its offerings in each market and provide cross-branding opportunities, as well as be a significant barrier to direct competition. The corporate training market is mature and very fragmented, the wellness and holistic treatment market is in its infancy and poised for rapid growth, and on the heels of the "Starbucks phenomenon" the high-end tea market and the concept of tea shops is also in its infancy and prime for rapid growth. The Company's association with an established and respected partner, the Kingbridge Centre, and access to their existing corporate clients should assist with obtaining a presence in both the corporate training and wellness center markets, and a ready base from which to launch the Shaolin Tea House concept.

The user-generated content video website market into which the Company's DotCom Film Festival venture is launching is one of the new "hot" technology and internet fields, but it is also dominated by giants YouTube and others. Competition will be fierce. The Company plans to rely on the uniqueness of the associated DVD/Board Game and the idea of operating an online film festival for user-generated videos whereby the viewers vote for the best videos, which then receive a "Dottie" Award, and all content generators are provided the potential to make money off their submissions, as defining elements that allow the DCFF to stand out in the market. Such a unique site is anticipated to draw advertisers desiring to reach a prime demographic.

The awards show market can not be said to be competitive, as each individual show is unique and serves a specific demographic. What is competitive in this category is the quest for supporters, advertisers and viewers. The international scale of the UN MDG Awards Program and broadcast, as well as its inherent uniqueness and exclusivity from the United Nations, ensures that no potential competitor can make a similar offering. The subject matter (making the world a better place) and highlighting the organizations around the world working to accomplish the Millennium Development Goals combine to make the MDG Awards not only unique, but provides sustainability and expansion opportunities.

Further, the threat of patent enforcement litigation relating to our proprietary, patent-pending business model (as described above under "*Principal Products and Services*") and our contractual relationships with vendors and clients should help to protect our competitive position. We have prepared and filed a patent application to cover the unique components of our business model. When issued, the patent should deter others from utilizing a business model having the components covered in the issued claims. (See "*Proprietary Technology*" for additional information on our patent application.) There are various companies through which discounted products and services may be purchased on various terms, some of which will compete on some level with us, but none of which, to the best of our knowledge, bring all the elements together as we do−the "elements" being a discount to the purchaser with a royalty paid to the not-for-profit and advertising and increased traffic and sales to the merchant. Our business model encourages increased traffic to the merchant because purchasers must either physically visit the merchant's establishment or visit the merchant's website in order to purchase goods and services at a discount. Although we will seek to establish a unique niche for our business and protect our business model patent and relationships, we will still be competing for funding and will face intense competition from many other entities with greater experience and financial resources than we currently have available.

Marketing and Distribution Strategies

Each Program and project has its own marketing strategy. Aggregated Purchasing and Merchant Services are being marketed domestically and internationally to the general public over the internet through the Company's website, and nationally through our joint venture partners and independent contractors who are paid on a commission basis. Generally, the partners and independent sales contractors will be paid commissions on graduated scales based on the amount of revenue generated through their direct efforts and operations (APP) and on the amount of card transactions processed through customers they enroll in the program (MSP).

Further, the Company enlists the not-for-profits and associations that desire to benefit from the opportunity and receive sustainable revenues to market the Programs directly to their members and supporters. The exact formula for determining commissions is a trade secret. We market our business by promoting the concept that participants will receive additional exposure, community goodwill, and increased traffic and sales through association with the participating not-for-profits and the promotional campaigns they conduct. Our business model encourages increased traffic and sales to our vendors because purchasers must either physically visit the merchant' s establishment or visit the merchant' s website in order to obtain the deep discounts on products and services.

The Shaolin/Kingbridge project will be marketed to the public by the Company and by Kingbridge through our websites, and also the Kingbridge Centre will provide immediate access to their existing corporate clients, which will provide a ready base from which to launch the "Corporate Warrior" training, the Wellness Centre, and the Shaolin Tea House concept. The project and unique offerings will also be marketed through industry journals and trade shows.

The DotCom Film Festival (DCFF) venture will of course be marketed online, and will utilize viral marketing by its association with the MDG Awards Program and the international exposure the MDG Events will receive. The Company is also in discussions to get the DCFF DVD/ Board Game into Wal-Mart stores nationwide. Creating a buzz with the online user-generated video content community will be a key marketing focus, and the fact that the Program supports charitable organizations should aid in obtaining word-of-mouth marketing.

Marketing for the UN MDG Awards Program and internationally broadcast gala and event scheduled for September 12, 2008 from the United Nations General Assembly Hall has already started, including the initial announcement last September from the UN and picked up by international media. The MDG Awards Committee, which is managed by BidGive, is in the process of negotiating domestic and foreign broadcast rights to the gala. Once secured, these production partners and their advertisers will ensure marketing and exposure for the MDG Program and events to their local audiences. The United Nations, and the Awards Program' s international corporate supporters will also market the Program as part of their commitment to the MDGs and to the Awards Program. Further, the Program will be marketed online through numerous websites including those of the Programs corporate, NGO and foundation sponsors.

Competition

Several companies offer some components of our Aggregated Purchasing and our Merchant Services programs. We expect to be competitive primarily on the basis of price and by offering a discount with a commercial/philanthropic combination (most competitors offer either a price discount or a royalty to a charity, but not both−we provide both a discount and a royalty). As a new company, we are not yet fully competitive within the "discount/rewards" industry, and most of our potential competitors are more established and presently have greater financial resources than we do. To a lesser extent, our competition also includes several web-based charity shopping sites, such as CharityMall.com, GreaterGood.com and iGive.com. These sites generally simply offer links to major and specialty retailers through their site. They ask a not-for-profit to notify their constituency that the site is available and can be accessed either directly or through the not-for-profit' s site, and they pay the not-for-profit a percentage of the revenue they receive from the retailer for directing the sale to their site.

As previously stated, the Shaolin/Kingbridge project combines three separate and distinct markets, which joinder the Company believes will increase its competitiveness in each market. More importantly, the Company' s exclusive licensing right to the Shaolin name and brand should differentiate its offerings in each market and provide cross-branding opportunities, as well as be a significant barrier to direct competition. The corporate training market is mature and very fragmented, the wellness and holistic treatment market is in its infancy and poised for rapid growth, and on the heels of the "Starbucks phenomenon" the high-end tea market and the concept of tea shops is also in its infancy and prime for rapid growth, with some local and regional chains looking to become name brands. The Company' s association with an established and respected partner, the Kingbridge Centre, and access to their existing corporate clients should assist with obtaining a presence in both the corporate training and wellness center markets, and a ready base from which to launch the Shaolin Tea House concept.

The Company' s DotCom Film Festival venture is one of the new "hot" technology and internet fields, but it is also dominated by giants YouTube and others. Competition is formidable; however not one of the existing competitors has the same elements as DCFF, including and associated DVD/Board Game, and a film festival with awards and royalties being generated by the productions enlisting the most viewers.

There is no, and can not be a, direct competitor to the UN MDG Awards Program and Event because of the exclusivity provided to the Program by its association with the United Nations. Existing awards shows such as the Academy Awards and the Kennedy Center Honors each focus on and showcase a unique segment, as will the MDG Awards. What is competitive in this category is the quest for supporters, advertisers and viewers. The international scale of the UN MDG Awards Program and broadcast, as well as its inherent uniqueness and exclusivity derived from association with the United Nations, ensures that no potential competitor can make a similar offering.

Proprietary Technology

On October 23, 2003, we, by and through our individual officers, filed a provisional patent application with the United States Patent and Trademark Office covering our proprietary business model (as described above under "*Principal Products and Services*"). Since 1995, the United States Patent and Trademark Office has offered inventors the option of filing a provisional application for patents. The provisional patent application process was designed to provide a lower-cost first patent filing in the United States, among other goals. A provisional patent application allows filing without a formal patent claim, oath or declaration, or any information disclosure (prior art) statement. It provides the means to establish an early effective filing date in a non-provisional patent application, and also allows the term "Patent Pending" to be applied. A provisional patent application is valid for 12 months from the date originally filed, and this 12-month pendency period cannot be extended. On October 21, 2004, we filed a corresponding non-provisional patent application (U.S. Serial Number 10/970,838, "System and Method for Charitable Organization-Branded Marketing") in order to benefit from the earlier filing date for the provisional patent application. The non-provisional patent application has not yet been approved and remains pending with the Untied States Patent and Trademark Office. When a non-provisional patent is issued, the patent should deter others from utilizing a business model having the components covered in the issued claims. Until a non-provisional patent is issued, we cannot use the patent application as a direct enforcement tool to prevent others from engaging in infringing activities. However, we may legally commercialize our business model under the "patent pending" notice, providing some deterrent value against would-be competitors. Additionally, since infringing activities that occur prior to the issuance of a patent can be addressed retrospectively (up to 6 years) once the patent issues, this provides additional deterrence to would-be competitors.

Portions of our proprietary business model, including portions of our software and mode of operations, are also protected as trade secrets through confidentiality agreements with our employees, our independent contractors, and our joint venture partners and through other standard security measures. The terms of our confidentiality agreements are broad and include prohibitions against using our client lists or any confidential information or trade secrets outside of our business, diverting any of our business opportunities, and noncompetition provisions preventing the solicitation of any of our participants without our written permission for a specified period of time after termination of services. We intend to use these protections to protect our proprietary business model from direct competition by foreclosing the ability of potential competitors from using a similar discount/charitable contribution model or process in their business, or from using our client list or approaching participants in the BidGive program. We are also in the process of filing trade name and trademark applications to register the "BidGive" name and mark, the names of our products, and our slogan ("Where Saving is Giving").

Government Regulation

We are not currently aware of any existing federal, state, governmental regulations which are specific to our industries. Potential future regulations may include sales and/or use taxes, which expenses would then be passed on to the participating merchants or customers. We will continue to monitor and comply with all existing and future governmental regulations as they become effective and applicable to us.

Employees

We currently have two full-time employees and one part-time employee, and utilize independent contractors and joint venture partners for the bulk of our operations. Our joint venture partners act as our local agent in recruiting and managing independent sales contractors and in locating local merchants and charities to participate in our programs. They are compensated by receiving a percentage of the net revenues generated through their efforts.

Reports to Security Holders

We are subject to the reporting requirements of the Exchange Act and the rules and regulations promulgated thereunder, and, accordingly file reports, information statements or other information with the Securities and Exchange Commission, including quarterly reports on Form

10-QSB, annual reports on Form 10-KSB, reports of current events on Form 8-K, and proxy or information statements with respect to shareholder meetings. The public may read and copy any materials we file with the Securities and Exchange Commission at its Public Reference Room at 100 F Street, NE, Washington, D.C. 20549. The public may obtain information on the operation of the Public Reference Room by calling the Securities and Exchange Commission at 1-800-SEC-0330. The Securities and Exchange Commission maintains an Internet site that contains reports, proxy and information statements, and other information regarding issuers that file electronically with the Securities and Exchange Commission at http://www.sec.gov.

ITEM 2. DESCRIPTION OF PROPERTY

Our offices are currently located at 3538 Caruth Blvd., Suite 200, Dallas, Texas 75225, in approximately 400 square feet of office space in a facility owned by one of our investors, Jim Walker, who is providing the space rent-free while we ramp up operations and seek to raise capital. These premises will remain available to us on a rent-free basis until we outgrow them and require larger offices. Our current office space is adequate and suitable for current operations, and is expected to be suitable for future operations for at least the remainder of the current fiscal year. We closed our satellite office in New Jersey used for our publishing operations once the MPublishing business was sold. Other than office space, we maintain minimal amounts of equipment. The website is housed on third party host servers with scalable properties and redundant backup and security protections. Our proprietary in-house operating software was designed using free shareware as a base, and we license other elements of our operations as necessary.

ITEM 3. LEGAL PROCEEDINGS

Neither the Company nor its property is the subject of any pending legal proceedings, and no such proceeding is known to be contemplated by any governmental authority. The Company is not aware of any legal proceedings in which any Director, officer or affiliate of the Company, any owner of record or beneficially of more than 5% of any class of voting securities of the Company, or any associate of any such Director, officer, affiliate or security holder of the Company, is a party adverse to the Company or any of its subsidiaries or has a material interest adverse to the Company or any of its subsidiaries.

ITEM 4. SUBMISSION OF MATTERS TO A VOTE OF SECURITY HOLDERS

No matters were submitted to a vote of the security holders of the Company during the fourth quarter of the fiscal year which ended December 31, 2007.

PART II

ITEM 5. MARKET FOR COMMON EQUITY AND RELATED STOCKHOLDER MATTERS

Market Information. On February 22, 2008, the Company' s shares of common stock were approved for listing and trading in the public market on the OTC Bulletin Board under the symbol "BDGV". Although the Company' s common stock is approved for trading, there is little, if any, trading activity. As a result, there is no historical price information available. The trading market for our shares is subject to restrictions imposed by the penny stock rules. The Securities and Exchange Commission has adopted rules which regulate broker-dealer practices in "penny stocks," which generally means stocks with a price of less than $5.00. Prior to engaging in certain transactions involving a penny stock, broker-dealers must make a special written determination that it is a suitable investment for the purchaser and must receive the purchasers' written consent to the transaction and written acknowledgement of receipt of a risk disclosure statement. The broker-dealer must also provide the customer with information regarding the current bid and offer quotations for the penny stock, the compensation of the broker-dealer and its salesperson in the transaction, and a monthly account statement showing the market value of each penny stock held. These disclosure requirements will have the effect of making it more difficult for an active trading market to develop in our stock and for an investor in the proposed public offering to sell shares of our common stock in the secondary market.

Holders. As of March 31, 2008, we had 6,903,357 shares of Common Stock outstanding and had approximately 185 stockholders of record.

Dividends. The Company has not declared or paid any cash dividends on its common stock during the period ended December 31, 2007 or in any prior period. There are no restrictions on the common stock that limit our ability of us to pay dividends if declared by the Board of Directors. The holders of common stock are entitled to receive dividends when and if declared by the Board of Directors, out of funds legally available therefore and to share pro-rata in any distribution to the stockholders. Generally, the Company is not able to pay dividends if after payment of the dividends, it would be unable to pay its liabilities as they become due or if the value of the Company' s assets, after payment of the liabilities, is less than the aggregate of the Company' s liabilities and stated capital of all classes.

We currently have no securities authorized for issuance under any equity compensation plans.

Recent Sales of Unregistered Securities

Name	**Date**	**Securities Sold**	**Purchase Price Per Share** (3)	**Aggregate Purchase Price** (3)
Brean Murray Carret & Co.	March 27, 2007	315,415 (1)	$1.39	$438,427
ROI Group	March 28 ,2007	180,000 (2)	$1.39	$205,200

(1) The shares were issued as consideration for general financial advisory services rendered by Brean Murray Carret & Co., and specifically on the Company' s public offering and obtaining a stock trading symbol and initializing trading of the Company' s common stock in the public market.

(2) The shares were issued as consideration for investor relations and public relations services rendered by ROI Group in the Company' s public offering, and going forward as business operations and the public market in the Company' s common stock mature.

(3) The "Purchase Price Per Share" was determined by reviewing other stock transactions during the same period and used the same value per share that was assigned the stock of the transactions reviewed of $1.39 per share. The "Aggregate Purchase Price" was calculated by multiplying the number of securities sold by

the purchase price per share.

All of the securities sold for cash were offered and sold through our officers and directors in reliance upon exemptions from registration either under Section 4(2) of the Securities Act or under Section 3(b) of the Securities Act and Rule 505 of Regulation D promulgated thereunder. The securities sold for consideration other than cash were offered and sold in reliance upon exemptions from registration under Section 4(2) of the Securities Act. All such transactions were private offerings made without advertising or public solicitation. Purchasers signed a subscription agreement acknowledging that they were purchasing shares for their own account and acknowledging that the securities were not registered under the Securities Act and cannot be sold unless they are registered or unless an exemption is available. In addition, a restrictive legend was placed on all share certificates representing the shares.

ITEM 6. MANAGEMENT' S DISCUSSION AND ANALYSIS OR PLAN OF OPERATION

The following discussion of our financial condition and results of operations should be read in conjunction with our Consolidated Financial Statements and related footnotes.

Overview

We were originally incorporated as Rolfe Enterprises, Inc. under the laws of the State of Florida on May 6, 1996. We were formed as a "blind pool" or "blank check" company whose business plan was to seek to acquire a business opportunity through completion of a merger, exchange of stock, or similar type of transaction. On April 12, 2004, Rolfe Enterprises, Inc. was merged with and into BidGive International, a Delaware corporation formed on such date and prior to the merger a wholly-owned subsidiary of Rolfe Enterprises, Inc., with BidGive International surviving the reincorporation merger. The purpose of the reincorporation merger was to convert Rolfe Enterprises, Inc. from a Florida corporation to a Delaware corporation and to change its name to "BidGive International, Inc."

On December 4, 2003, we acquired all of the business and assets of BidGive Group, LLC ("BidGive") through the merger (the "Acquisition Merger") of BidGive with and into a wholly-owned subsidiary of Rolfe Enterprises, Inc., with the subsidiary as the surviving corporation. The assets which we acquired in the Acquisition Merger consisted of a development stage discount certificate business, the related website, and related proprietary technology. We intend to use the assets we acquired in the Acquisition Merger to further develop operations of an e-commerce website through which we will offer and sell discount shopping, dining and travel certificates, and will investigate the possibility of offering other products and services as opportunities arise.

We launched our operations and commenced revenue generating business and marketing operations with the opening of our first market in the Palm Beach/Boca Raton Florida area, on February 2, 2004.

On October 4, 2005, MPublishing, LLC ("MPub") a Texas limited liability company was formed by BidGive and the American Montessori Society ("AMS") for the purpose of publishing the magazine “M”, a publication for Montessori families, and operating the associated website (www.Mthemagazine.com) wherein a co-branded form of the Company’ s Rewards Program would be included. MPub was 100% owned by the Company, and AMS was entitled to receive a 20% net profit royalty interest in the operation of MPub. The Company sold the magazine and related operations to Creede Media, LLC in May 2007.

Neither Rolfe Enterprises, Inc. nor BidGive Group, LLC, BidGive International’ s two predecessors, has ever been subject to any bankruptcy, receivership or similar proceedings.

Plan of Operations

Our plan of operations for the fiscal year ending December 31, 2008, is to continue to focus our efforts on expanding operations with our Aggregated Purchasing and Merchant Services Programs, and to complete the development and launch of the other projects and programs discussed previously and below.

Aggregated Purchasing and Merchant Services Programs

The Aggregated Purchasing Program and the Merchant Services Program were launched in October 2007 after more than a year of development. These programs are designed to capitalize on the established relationships that associations, schools, and not-for-profits have with their supporters and constituents. The program is intended to allow these entities to increase their sustainable revenues without requesting increased donations from their supporters by encouraging these constituents to participate in the Company’ s affinity programs. Since these Programs are offer different products and services, they are both marketed to the same entities, and the marketing for each utilizes the access provided by the other Program. The Aggregated Purchasing Program is fully scalable and can be expanded to include any product or service desired by our clients and customers. Once management is comfortable with rolling out the initial offerings (office supplies and express letter/package delivery), we intend to add more products and services, as well as expand internationally.

One of the most significant uncertainties which the Company faces is whether it will be able to recruit enough participating members to make the Programs successful. In this area, the Company has enlisted the efforts of established nationwide master distributors to enroll their existing customer base into the Company’ s Programs and to pursue expanding the customer base. The Company believes that this process and these relationships with nationwide distributors will provide a cost-effective way to increase enrollment to a critical mass, where the process will become institutionalized and profitable within the business, merchant, and not-for-profit entities, which will then become a mechanism for further expansion of the program to more product and service providers. In addition, the Company believes that the interest which each distributor network, and each association and not-for-profit entity will have in attempting to create a sustainable revenue stream for itself through use of BidGive’ s Programs, will entice such entities to market the Programs to their constituents and to encourage those constituents to make regular use of the Programs as a way of providing financial support to the not-for-profit entity.

Shaolin Monks/Kingbridge Centre Project

In partnership with the Shaolin Monks of Henan, China and in association with the Kingbridge Centre, the Company plans to develop and market a "Shaolin for the Corporate Warrior" training program, and to also develop a permanent physical health and wellness training site in Toronto, Canada. The Kingbridge Centre, a four star corporate retreat near Toronto, has contracted with the Company to further develop and market the "Shaolin for the Corporate Warrior" training program through its staff to their corporate clients and to transform the Kingbridge' s existing standard spa into the "Shaolin Wellness Centre" beginning April 2008. Working with the Shaolin and the Kingbridge, the Company is designing the program and facility to meet the needs and desires of the business person and the corporate community. In addition to the training program and wellness center, BidGive will also develop and operate with the Shaolin a traditional Chinese tea house at the Kingbridge, the "Shaolin Tea House", which will serve as the prototype and proving ground for the potential roll-out of stand alone Shaolin Tea Houses across North America. The Company will establish a separate legal entity to own and manage the Sholin/Kingbridge venture, and will obtain investors or such entity and operations.

DotCom Film Festival Project

BidGive and its partners have developed an interactive DVD/Board Game and associated website, the DotCom Film Festival Board Game and the DotCom FilmFestival ("DCFF") website, www.mydcff.com that is a unique user-generated second generation video website, which generates revenues from advertising and user fees. Part of the proceeds of which will benefit the Screen Actors Guild Foundation (SAGF), participating film schools, film school charities, and local not-for-profits such as community theaters, as well as United Nations selected international organizations such as FilmAid. The website containing professional and user-generated video content is under development with completion scheduled for June 2008. While the website is being completed, the Company is approaching Wal-Mart as a marketing partner to carry the DVD/Board Game in its stores nationwide, with the included element that a portion of all sales proceeds support the designated charitable organizations. The Company' s broadcast and production partners in the United Nations' MDG Awards Program (below) have also expressed an interest in participating in the DCFF project to expand its reach.

United Nations MDG Awards Program

The development and operation of the UN Millennium Development Goals Awards Program (the "MDG Awards") is one of BidGive' s more ambitious and potentially rewarding projects. Pursuant to an initial Memorandum of Understanding, the UN has tapped BidGive to be co-manager and co-executive producer for the inaugural UN MDG Awards program and internationally broadcast ceremony (designed as a cross between the Academy Awards and the Kennedy Center Honors). A final contract is being prepared establishing BidGive' s rights and responsibilities, including responsibility in association with the UN' s Public-Private Alliance Foundation to manage the entire MDG Awards Program and in association with Humanitad to oversee the international ceremony and broadcast production and its contractors. BidGive is to receive a management fee, as well as a potential bonus based on the success of the broadcast and program. MDG stands for "Millennium Development Goals," which are the eight goals espoused by the United Nations necessary to make the world a better place, and includes the eradication of AIDS, famine and war by 2015. The MDG Awards Program is designed to bring the world' s awareness to the MDGs and to solicit support and participation for same. The Awards trophy will be a small-scale representation of the William Ho "One Heart Beat" sculpture, which was recently unveiled at the United Nations headquarters in Geneva. The Program was formally launched by the United Nations on September 12, 2007 at a ceremony at the UN, and the Program has been spotlighted by both the UN Secretary General and the President of the UN General Assembly as a major undertaking on behalf of the UN and its agencies. Part of the Company' s responsibilities will be to raise sponsorship funds for the Awards and ceremony from the international community, thus garnering exposure and positive public relations for BidGive. The MDG Awards Program (www.UN-MDGAwards.org) is being designed and developed to not only bring recognition to the thousands of organizations around the world tirelessly working to achieve the MDGs, but to also garner these entities international support, including financial funding. The international ceremony and production is scheduled for broadcast from the UN General Assembly hall on September 12, 2008.

Results of Operations

We launched our predecessor Reward Program operations and commenced revenue generating business and marketing operations with the opening of our first market in the Palm Beach/Boca Raton, Florida area on February 2, 2004, followed by the Montessori Initiative program in 2005, and most recently, our Aggregated Purchasing and Merchant Services programs, as well as our other projects presently in development in 2006 and 2007. We generally recognize revenue when we receive funds, usually via credit card transactions, or checks and wire transfers for royalties from vendor partners.

While the Company does not have sufficient historical operations with which to make any meaningful comparisons, a line item review and comparison between the fiscal year ending December 31, 2006 and the fiscal year ending December 31, 2007 on a consolidated basis shows decreasing revenues that the Company attributes to the sale and discontinuation of the MPublishing operations and the Company' s reorganization of business operations as discussed above, and reduced expenses that the Company attributes to the same discontinuation of certain business and the reorganization of operations.

Fiscal Year Ended December 31, 2007 Compared to Fiscal Year Ended December 31, 2006.

Financial Statement Line Item	Fiscal Year Ended December 31, 2007	Fiscal Year Ended December 31, 2006
Revenue from Operations	$181,678	$333,925
Operating Expenses	$972,624	$162,729

Net Loss	($829,836)	($186,224)
Current and Total Assets	$2,055	$9,179
Convertible Debt Outstanding	$64,900	$125,640

Current Liabilities	$370,759	$421,823
Cash on Hand	$2,055	$5,179

Consolidated revenues for the fiscal year ended December 31, 2007 were $181,678, compared to revenues of $333,925 for the fiscal year ended December 31, 2006. The company's revenues in 2006 were primarily from expanding the services and sales to existing clients and including new clients, and included revenues from MPublishing' s operations. The revenues received in 2007 were from sales to existing clients while the Company reorganized operations. The decrease in revenue was due to the sale and discontinuation of the MPub publishing business, and decreased sales activity while the Company launched new operations.

Consolidated operating expenses for the fiscal year ended December 31, 2007 were $972,624, compared to $162,729 for the same expenses during the fiscal year ended December 31, 2006. The increase in operating expenses in 2007 as compared to 2006 is overwhelmingly the result of increased expenses associated with the stocks and warrants issued for services to the Company' s financial advisor, Brean Murray, and investor and public relations advisor, ROI Group, in lieu of cash compensation, and to a lesser extent expenses associated with discontinuing MPub' s publishing business.

Our consolidated net loss for the fiscal year ended December 31, 2007 was $829,836 compared to a net loss of $186,224 for the fiscal year ended December 31, 2006. The increase in net losses during this period is overwhelmingly attributable to the issuance of stocks and warrants to the Company' s advisors in lieu of cash compensation, and to a lesser extent discontinuing operations, as discussed above.

For the year ended December 31, 2007, our consolidated balance sheet, which reflects the finances of MPublishing, LLC, which as of December 31, 2007 remains a wholly owned non-operating subsidiary of the Company, reflects current and total assets of $2,055 in comparison to $9,179 for the twelve months ended December 31, 2006. The decrease in Current and Total Assets is the result of the write off of a nonperforming asset, a reduction in inventory, and the amortization of prepaid expenses.

Convertible debt decreased from $125,640 for the year ending December 2006 to $64,900 for the year ending December 2007 as a result of numerous convertible noteholders electing to convert their notes and debt to Company common stock during 2007. Additional discussion regarding the Company' s outstanding convertible debt is set forth under Liquidity and Capital Resources, and under Plan of Operations

As of December 31, 2007, the Company had total current liabilities of $370,759 in comparison to $421,823 for the twelve months ended December 31, 2006. The decrease in current liabilities is primarily the result of the decrease in the amount of debt outstanding including interest owed in light of convertible noteholders converting their notes and debts into Company common stock, and the decrease in accrued expenses.

Cash on Hand as of December 31, 2007, was $2,055 as compared to $5,179 as of December 31, 2006. The decrease in cash on hand as of December 31, 2007 is the result of discontinued operations during restructuring of business focus, and the withdrawal of the Company' s public offering on December 11, 2007 due to economic and market conditions. Additional discussion regarding the Company' s plans to satisfy its cash requirements is set forth in disclosures regarding our Plan of Operations.

The Company anticipates substantial increases in revenues beginning in May 2008, as we expand operations and pursue new ventures and projects that have been developed and implemented in 2007. However, there is no guarantee that revenues will increase.

As more fully discussed in the footnotes to the Financial Statements, the Balance Sheet line items "Accounts Payable" and "Accrued Expenses" increased from $201,097 (combined) for the year ending December 2006 to $252,934 (combined) for the year ending December 2007 due to the Company obtaining lines of credit. The line item "Convertible Debt" decreased from $125,640 for the year ending December 2006 to $64,900 for the year ending December 2007 as a result of convertible noteholders electing to convert their notes and debt to Company common stock during 2007.

Liquidity and Capital Resources

For the year ended December 31, 2007, our consolidated balance sheet, which reflects the finances of MPublishing, LLC of which BidGive owned a majority interest until April of 2007, reflects current and total assets of $2,055 in comparison to current and total assets of $9,179 for the twelve months ended December 31, 2006, and total current liabilities of $370,759 in comparison to $421,823 for the twelve months ended December 31, 2006. Cash on hand on April 1, 2008 was approximately $20,379. This sum is anticipated to satisfy our cash requirements through June 2008.

We do not presently have adequate cash or sources of financing to meet either our short-term or long-term capital needs. We have not currently identified any sources of available working capital, other than the possible issuance of additional short-term debt and from revenues generated by ongoing operations. We may not receive any significant amount of proceeds from either debt leveraging or cash flow from operations. We may also be unable to locate other sources of capital or may find that capital is not available on terms that are acceptable to us. If we are unable to raise additional capital from other sources, such as short-term loans from our officers and directors or other persons, we will be required to limit our operations to those which can be financed with the capital which is currently available and will be required to significantly curtail our expansion plans to the extent they can be financed with ongoing operations and proceeds provided by joint venture partners and debt financing. The present cash on hand combined with revenues being generated from operations, are expected to satisfy our cash needs until at least June 2008 based upon our current level of operations.

During the fiscal year ended December 31, 2007 the Company issued short-term debt to existing shareholders and officers in order to fund operations. This debt consisted of three straight (non-convertible) promissory notes in the total amount of $29,000, each bearing interest at 10% and two of the notes are for six month terms and one at a three month term. In private placement transactions completed subsequent to the filing of our registration statement on December 31, 2003, we sold a total of 32,400 shares of common stock from which we received gross offering proceeds of $40,500 and a total of $127,290 in face amount of convertible promissory notes. We also paid off $1,650 in convertible notes plus accrued interest, and in the first quarter of 2007 six convertible noteholders elected to convert when the notes became due eight (8) of the outstanding convertible notes totaling $60,740 in initial principal amounts plus accrued interest, resulting in the issuance of 49,290 shares of the company' s common stock; leaving a total of $64,900 in convertible notes currently outstanding. These securities were offered and sold in reliance upon claimed private placement exemptions from registration. However, since the transactions were not completed prior to the filing of our registration statement, the purchasers of the shares and the notes may have the right to claim that the purchase transactions were illegal public offerings which violated the federal securities laws. If any of these transactions did violate federal securities laws, the purchasers in those transactions may have claims against us for damages or for rescission and recovery of their full subscription price.

Although none of the purchasers of these shares or notes has made or threatened any claim against us alleging violation of the federal securities laws, we have taken their potential claims into account in preparation of our December 31, 2007, balance sheet. The 32,400 shares are not treated as part of our issued and outstanding common stock. Instead, the balance sheet includes a separate line item listing them as "Common Stock subject to rescission rights," and the offering proceeds of $40,500 received from sale of these shares is treated as a contingent liability rather than as part of shareholder equity. As of December 31, 2007, our current amount of working capital (current assets less current liabilities) was ($368,704), and after taking into account Common Stock subject to rescission rights, our Total Stockholders (Deficit) was ($409,204).

During the year ended December 31, 2004, we issued a total of $47,990 of short-term convertible notes, bearing interest at rates ranging from 6-10%. The notes require a lump sum payment of principal and accrued interest on their respective due dates, and do not require monthly payments. The debt is convertible into shares of our common stock at any time at conversion rates ranging from $1.25 to $1.50 per share. However, upon receipt of a notice of conversion, the Company has the right, for a period of 30 days, to elect to cancel the conversion by paying the note in full. Upon the occurrence of an event of default, the notes bear interest at the lesser of 18% per annum, or the highest lawful rate under applicable state law, and the holders of the notes have the right to declare them to be due and payable in full.

During the year ended December 31, 2005, we issued a total of $76,800 of additional short-term convertible notes and paid off notes totaling $650. The convertible notes issued during 2005 were issued on terms that are similar to the terms of the notes issued in 2004. But the notes issued during 2005 all have a conversion price of either $1.50 or $1.75. In the first quarter of 2006, we issued one convertible note in the amount of $2,500 with a conversion price of $1.75 and on terms similar to the terms on all prior notes. We also paid off notes totaling $1,000 plus accrued interest in 2006. In the fourth quarter of 2006, we issued two straight (non-convertible) promissory notes in the total amount of $9,000 and each bearing interest at 10% and for a six month term. In 2007 we issued three straight (non-convertible) promissory notes in the total amount of $29,000, each bearing interest at 10% and two for six month terms and one at a three month term. The due dates of all notes issued in 2006 and 2007 have been extended by agreement of the parties.

The due dates of substantially all the notes have been previously extended by mutual agreement as necessary to avoid default, without payment of additional consideration, and none of the notes are currently in default. As of December 31, 2007, the due dates of outstanding convertible notes range from April 19, 2008 through July 1, 2008. Although there is no assurance, Company management currently believes that all note holders will voluntarily continue to agree to extensions of the due dates of their respective notes as necessary to avoid the possibility of a default at any time, or they may now elect to convert their notes in light of the Company being clear of previous regulatory prohibitions of stock sale and issuance.

The following table lists the original due date and the extended due date for each convertible note, or whether the note has been converted:

Note	Amount	Interest Rate	Conversion Rate	Original Due Date	Extended Due Date
1	$2,500	6%	$1.25	5/18/2005	Converted
2	$4,500	6%	$1.25	5/28/2005	Converted
3	$6,250	10%	$1.25	11/29/2004	Converted
4	$4,990	6%	$1.25	7/1/2005	Converted
5	$5,400	6%	$1.25	8/3/2005	5/3/2008
6	$10,000	10%	$1.25	9/30/2005	Converted
7	$2,500	10%	$1.50	5/9/2005	5/10/2008
8	$350	10%	$1.50	6/8/2005	Paid
9	$6,500	10%	$1.50	6/14/2005	6/15/2008

10	$5,000	10%	$1.50	7/1/2005	7/1/2008
11	$300	10%	$1.50	7/12/2005	Paid
12	$5,000	10%	$1.50	8/3/2005	5/3/2008
13	$1,000	10%	$1.50	8/5/2005	Paid
14	$5,000	10%	$1.50	9/11/2005	6/11/2008
15	$5,000	10%	$1.50	10/1/2005	7/1/2008
16	$6,500	10%	$1.50	10/27/2005	4/27/2008
17	$5,000	10%	$1.50	12/1/2005	6/1/2008
18	$15,000	12%	$1.75	12/9/2005	Converted

19	$4,000	10%	$1.50	12/21/2005	6/21/2008
20	$5,000	10%	$1.50	1/19/2006	4/19/2008
21	$5,000	10%	$1.50	11/9/2005	5/9/2008
22	$5,000	10%	$1.50	12/1/2005	6/1/2008
23	$15,000	12%	$1.75	5/8/2006	Converted
24	$2,500	10%	$1.75	9/21/2006	Converted

All the notes are identical and provide for no monthly payments. The debt is convertible to common stock at any time by the Payee with the Company having the right to pay off the debt with interest even if the Payee elects to convert.

We have not recorded additional costs of borrowing (interest) for the potential benefits of the conversion features since the underlying share values are deemed to be immaterial. The conversion prices were determined extrapolating prices at which we had most recently issued shares of common stock as of the date each borrowing was made. The conversion prices are subject to customary anti-dilution protections. No debt is currently past due, and debt that has been converted into stock as of December 31, 2007 is noted and discussed above.

Off-Balance Sheet Arrangements

During the year ended December 31, 2007, we had no off-balance sheet arrangements.

ITEM 7. FINANCIAL STATEMENTS

See following pages.

BIDGIVE INTERNATIONAL, INC. AND SUBSIDIARIES

CONSOLIDATED FINANCIAL STATEMENTS

DECEMBER 31, 2007

BIDGIVE INTERNATIONAL, INC. AND SUBSIDIARIES

CONSOLIDATED FINANCIAL STATEMENTS

DECEMBER 31, 2007

INDEX

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Board of Directors
BidGive International, Inc
Dallas, Texas

We have audited the accompanying consolidated balance sheet of BidGive International, Inc. (the Company) as of December 31, 2007 and the related consolidated statements of operations, stockholders' equity (deficit) and cash flows for the years ended December 31, 2007 and 2006. These consolidated financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these consolidated financial statements based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audits to obtain reasonable assurance about whether the consolidated financial statements are free of material misstatement. The company is not required to have, nor were we engaged to perform, an audit of its internal control over financial reporting. Our audits included consideration of internal control over financial reporting as a basis for designing audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the company's internal control over financial reporting. Accordingly, we express no such opinion. An audit also includes examining, on a test basis, evidence supporting the amounts and disclosures in the consolidated financial statements, assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the financial position of the Company as of December 31, 2007, and the results of its operations and its cash flows for the years ended December 31, 2007 and 2006, in conformity with accounting principles generally accepted in the United States of America.

The accompanying financial statements have been prepared assuming the Company will continue as a going concern. As discussed in Note 3 to the financial statements, the Company has suffered recurring losses and net cash outflows from operations since inception. These factors raise substantial doubt about the Company’ s ability to continue as a going concern. Management’ s plans in regard to these matters are also described in Note 3. These financial statements do not include any adjustments that might result from the outcome of this uncertainty.

Child, Van Wagoner & Bradshaw, PLLC
Salt Lake City, Utah
April 15, 2008

BIDGIVE INTERNATIONAL, INC. AND SUBSIDIARIES

CONSOLIDATED BALANCE SHEET
December 31, 2007

ASSETS

Current assets		
Cash	$	2,055
Total assets	$	2,055

LIABILITIES AND STOCKHOLDERS' (DEFICIT)

Current liabilities		
Accounts payable and accrued liabilities	$	250,190
Accrued interest		17,744
Loan from shareholder		37,925
Short term convertible debt		64,900
Total liabilities		370,759
Common stock subject to rescission rights, $.001 par value; 32,400 shares issued and outstanding		40,500
Stockholders' (deficit):		
Common stock: $.001 par value; 20,000,000 shares authorized; 6,878,097 shares issued and outstanding		6,878

Additional paid in capital	903,508
Accumulated deficit	(1,319,590)
Total stockholders' (deficit)	(409,204)
Total liabilities and stockholders' (deficit)	$ 2,055

See notes to consolidated financial statements

BIDGIVE INTERNATIONAL, INC. AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF OPERATIONS

	Year ended December 31,	
	2007	2006
Revenues		
Sales revenues	$ 79,541	$ 119,028
Cost of goods sold	39,569	35,882
Gross Profit	39,972	83,146
Operating expenses		
Consulting and outside services	733,992	56,873
Professional fees	112,197	7,566
Office expenses/administrative	14,392	18,714
Other expenses	47,376	3,188
Total operating expenses	907,957	86,341
Loss from operations	(867,985)	(3,195)
Other income (expense)		
Refund	-	(400)

Interest expense	(6,859)	(12,593)
Write-down of other assets to net realizable value	-	(10,000)
Total other income (expense)	(6,859)	(22,993)
Net loss before income taxes	(874,844)	(26,188)
Provision for income taxes	-	-
NET INCOME (LOSS) FROM CONTINUING OPERATIONS	(874,844)	(26,188)
Gain on sale of discontinued operations	34,010	-
Net income (loss) from discontinued operations	10,998	(160,036)
NET INCOME (LOSS) FROM DISCONTINUED OPERATIONS	45,008	(160,036)
NET LOSS	$ (829,836)	$ (186,224)
Basic net loss from continuing operations	$ (0.13)	$ (0.00)
Basic net income (loss) from discontinued operations	$ 0.01	$ (0.03)
Basic net loss per share	$ (0.12)	$ (0.03)
Weighted average number of shares outstanding, including shares subject to rescission	6,721,939	6,308,292

See notes to consolidated financial statements

BIDGIVE INTERNATIONAL, INC. AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF STOCKHOLDERS' EQUITY (DEFICIT)

FOR THE YEARS ENDED DECEMBER 31, 2007 AND 2006

	Common Stock $.001 Par Value		Additional Paid In	Accumulated	
	Shares	Amount	Capital	Deficit	Total
Balance at January 1, 2006	6,275,892	$ 6,276	$ 30,335	$ (303,530)	$ (266,919)
Net loss for the year	-	-	-	(186,224)	(186,224)
Balance at December 31, 2006	6,275,892	6,276	30,335	(489,754)	(453,143)
Common stock issued for conversion of debentures	49,290	49	72,464	-	72,513
Common stock issued for debt	57,500	58	79,942	-	80,000
Common stock issued for services	495,415	495	688,132	-	688,627
Warrants issued for services	-	-	32,635	-	32,635
Net loss for the year	-	-	-	(829,836)	(829,836)
Balance at December 31, 2007	6,787,097	$ 6,878	$ 903,508	$ (1,319,590)	$ (409,204)

See notes to consolidated financial statements

BIDGIVE INTERNATIONAL, INC. AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF CASH FLOWS

	Year ended December 31,	
	2007	2006
Cash flows from operating activities:		
Net loss	$ (829,836)	$ (186,224)
Net (income) loss on discontinued operations	(10,998)	160,036
Adjustments to reconcile net loss to		
net cash used in operations:		
Accrued interest	4,853	
Stock issued for services	688,627	
Stock warrants issued for services	32,635	
Write-down of other current assets to net realizable value	-	10,000
Changes in operating assets and liabilities:		
Prepaid expenses	-	7,500
Accounts payable and accrued liabilities	108,682	98,814
Unearned revenue	(56,000)	56,000
Inventory	4,000	(4,000)
Net cash provided by (used in) operations	(58,057)	142,126

Cash flows from financing activities:

Issuance of convertible debt	15,000	2,500
Repayment of convertible debt	-	(1,000)
Loan from Shareholder	28,925	9,000
Net cash provided by financing activities	43,925	10,500
Cash flows from investing activities:		
Net income (loss) on discontinued operations	10,998	(160,036)
Proceeds on sale of discontinued operations	10	-
Net cash provided by (used in) investing activities	11,008	(160,036)
Increase (decrease) in cash and cash equivalents	(3,124)	(7,410)
Cash and cash equivalents, beginning of year	5,179	12,589
Cash and cash equivalents, end of year	$ 2,055	$ 5,179
Supplemental disclosures of cash flow information:		
Interest paid in cash	$ -	$ -
Income taxes paid in cash	$ -	$ -
Stock warrants issued for services	$ 32,635	$ -
Stock issued for services	$ 688,627	$ -
Stock issued for conversion of debt	$ 152,513	$ -

See notes to consolidated financial statements

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
December 31, 2007

1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

The summary of significant accounting policies of BidGive International, Inc. (the Company) is presented to assist in understanding the Company' s financial statements. The financial statements and notes are representations of the Company' s management, which is responsible for their integrity and objectivity. These accounting policies conform to accounting principles generally accepted in the United States of America and have been consistently applied in the preparation of the financial statements.

Nature of Business

The consolidated financial statements presented as of December 31, 2007 are those of BidGive International, Inc., including the operations of M Publishing, LLC of which BidGive owns a 100% interest. Principal operations originally as an e-commerce marketing and retail organization, operating the www.BidGive.com website where customers purchased discount retail, dining, travel and telecom offerings, began during the first quarter of 2004, so the Company is no longer in the development stage. The Company was incorporated as Rolfe Enterprises, Inc. under the laws of the state of Florida on May 6, 1996. The Company was reincorporated on April 12, 2004 in the state of Delaware as BidGive International, Inc. The purpose of the re-incorporation was to change the Company' s name and state of domicile.

By the end of 2007, we wound down our management of the 100th Anniversary (2007) Montessori Initiative, including ownership and operation of the Montessori-focused magazine we designed and launched for the Montessori community in 2005 (the magazine and associated operations were sold to Creede Media, LLC in May of 2007), and discontinued the discount rewards card program in response to overwhelming competition and expansion in the market from established vendors and individual merchants. We spent much of 2007 designing, developing and launching new programs and projects, including (1) our proprietary Aggregated Purchasing Program wherein we negotiate extreme discounts with business vendors and pass the savings on to office and retail end-users; (2) a Merchant Services Program wherein we negotiate discounted credit card processing fees with merchant bank card processors and pass on the low fees to retail end-users; (3) our Shaolin Wellness Center and Chinese Tea Room at the Kingbridge Centre in Toronto, Canada; (4) the DotCom Film Festival; and (5) the MDG Awards Program and internationally broadcast gala event on behalf of and in association with the United Nations.

The Aggregated Purchasing and the Merchant Services Programs are proprietary group purchasing affinity programs (see www.BidGive.com for more details). Members and supporters of associations, schools, and charitable organizations, as well as merchants that wish to support the above and various national not-for-profit organizations may enroll through BidGive to participate in each Program. In the Aggregated Purchasing Program ("APP") participants agree to purchase various goods and services at substantial discounts from participating vendors. These goods and services providers, such as Office Depot and Lyreco, agree to provide discounts to the program enrollees and to share a portion of the revenues generated with BidGive, which will then distribute royalties to the participating association and not-for-profit parties, including commissions to the organizations that helped the Company bring the program to fruition. In the Merchant Services Program merchants that wish to support various schools, and not-for-profits may enroll through BidGive for a merchant account, and process all their credit and debit card transactions through BidGive' s merchant vendor partners. These vendor partners, such as Chase/Paymentech and EVO/GMS, in turn, agree to provide lower cost processing to the merchants and to share the net revenue fees generated with each transaction with BidGive, which will then distribute royalties to the participating parties, including commissions to organizations that helped the Company bring the program to fruition.

The Company has contracted with the Shaolin Monks of Henan, China to develop and market a "Shaolin for the Corporate Warrior" training program, and to also develop a permanent physical health and wellness training site in Toronto, Canada. A four star corporate retreat near Toronto, the Kingbridge Centre, has contracted with the Company to further develop and market the "Shaolin for the Corporate Warrior" training program through its staff to their corporate clients and to transform the Kingbridge' s existing standard spa into the "Shaolin Wellness Centre" beginning April 2008. Working with the Shaolin and the Kingbridge, the Company is designing the program and facility to meet the needs and desires of the business person. In addition to the training program and wellness center, BidGive will also develop and operate with the Shaolin a traditional Chinese tea house at the Kingbridge, the "Shaolin Tea House", which will serve as the prototype and proving ground for the potential roll-out of stand alone Shaolin Tea Houses across North America.

BidGive and its partners have developed an interactive DVD/Board Game and associated website, the DotCom Film Festival Board Game and the DotCom FilmFestival ("DCFF") website, www.mydcff.com that is a unique user-generated second generation video website, which generates revenues from advertising and user fees. Part of the proceeds of which will benefit the Screen Actors Guild Foundation (SAGF), participating film schools, film school charities, and local not-for-profits such as community theaters, as well as United Nations selected international organizations such as FilmAid. The website containing professional and user-generated video content is under development with completion scheduled for June 2008.

BidGive is also developing and operating the UN Millennium Development Goals Awards Program (the "MDG Awards"). Pursuant to an initial Memorandum of Understanding, the UN has tapped BidGive to be co-manager and co-executive producer for the inaugural UN MDG Awards program and international ceremony (designed as a cross between the Academy Awards and the Kennedy Center Honors). A final contract is being prepared establishing BidGive' s rights and responsibilities, including responsibility in association with the UN' s Public-Private Alliance Foundation to manage the entire MDG Awards Program and oversee the international ceremony and broadcast production contractors. BidGive is to receive a management fee, as well as a potential bonus based on the success of the broadcast and program. MDG stands for "Millennium Development Goals," which are the eight goals espoused by the United Nations necessary to make the world a better place, and includes the eradication of AIDS, famine and war by 2015. The MDG Awards Program is designed to bring the world' s awareness to the

MDGs and to solicit support and participation for same. The Awards trophy will be a small-scale representation of the William Ho "One Heart Beat" sculpture, which was recently unveiled at the United Nations headquarters in Geneva. Part of the Company' s responsibilities will be to raise sponsorship funds for the Awards and ceremony from the international community. The MDG Awards Program (www.UN-MDGAwards.org) is being designed and developed to not only bring recognition to the thousands of organizations around the world tirelessly working to achieve the MDGs, but to also garner these entities international support, including financial funding.

Business Combination

On October 10, 2003, the Company and BBG Acquisition Subsidiary, Inc., a Texas corporation and wholly-owned subsidiary of the Company (the "Merger Sub"), entered into a Merger Agreement and Plan of Reorganization (the "Merger Agreement") with BidGive Group, LLC, a Texas limited liability company ("BidGive"). Pursuant to the Merger Agreement, effective as of December 4, 2003, BidGive was merged with and into the Merger Sub with the Merger Sub surviving the merger, and each 1% of membership interest in BidGive immediately prior to the effective date of the merger was converted into 57,446 shares of the Company' s $.001 par value common stock. The merger was accounted for as a reverse acquisition. At the effective date of the merger, BidGive had no assets or liabilities.

In October 2003, the Company' s board of directors, and stockholders representing a majority of the Company' s outstanding common stock, approved a 2:1 stock split and a 1:25 reverse split of the Company's issued and outstanding common stock. All per share data in the accompanying financial statements have been adjusted to reflect the stock split and reverse stock split.

On October 4, 2005, MPublishing, LLC ("MPub") a Texas limited liability company was formed by BidGive and the American Montessori Society ("AMS") for the purpose of publishing the magazine "M", a publication for Montessori families, and operating the associated website (www.Mthemagazine.com) wherein a co-branded form of the Company' s Rewards Program would be included. MPub is 100% owned by the Company, and AMS was entitled to receive a 20% net profit royalty interest in the operation of MPub. In May 2007, MPub sold all the assets and publishing operations, including the magazine and associated website, to Creede Media, LLC.

Revenue Recognition

The financial statements are prepared based on the accrual method of accounting. The Company recognizes revenues when it receives funds from vendors, usually via credit card transactions, as payment for advertising via discount certificates and loading funds onto debit cards. The Company also receives some cash payments from vendors in payment for the advertising and marketing it receives, which is recognized as revenue when services have been performed and milestones achieved, when applicable. Revenue is generally realized when persuasive evidence that an arrangement exists, delivery has occurred or services have been rendered, the Company' s selling price is fixed and determinable, and collectibility is reasonably assured. Deferred revenue for marketing services is recorded when payments are received in advance of substantial completion of services which may include the production of web-based promotional materials and advertising, as well as web design services. The

Company also received revenue from the sale of subscriptions to its magazine through the MPublishing subsidiary. Subscription payments received as payment for an annual magazine subscription in advance were recorded as deferred revenue and subsequently recorded as revenue over the subscription period ratably. Since the subscription periods vary, deferred revenue was an estimate made by management at each month end that may change significantly in the near future.

Cash and Cash Equivalents

The Company considers all highly liquid short-term investments with original maturities of three months or less to be cash equivalents. Such cash equivalents generally are part of the Company' s cash management activities rather than part of its operating, investing, and financing activities. Changes in the market value of cash equivalents result in gains or losses that are recognized in the income statement in the period in which they occur. The Company had no cash equivalents at December 31, 2007.

Dividend Policy

The Company has not yet adopted any policy regarding payment of dividends.

Recent Accounting Pronouncements

In February 2007, the Financial Accounting Standards Board ("FASB") issued Statement No. 159, "The Fair Value Option for Financial Assets and Financial Liabilities - Including an amendment to FASB Statement No. 115". This statement permits companies to choose to measure many financial instruments and other items at fair value. The objective is to improve financial reporting by providing entities with the opportunity to mitigate volatility in reported earnings caused by measuring related assets and liabilities differently without having to apply complex hedge accounting provisions. This Statement is expected to expand the use of fair value measurement of accounting for financial instruments. This statement applies to all entities, including not for profit. The fair value option established by this statement permits all entities to measure eligible items at fair value at specified election dates. This statement is effective as of the beginning of an entity' s first fiscal year that begins after November 15, 2007. The Company is currently assessing the impact adoption of SFAS No. 159 will have on its consolidated financial statements.

In December 2006, the FASB issued SFAS No. 157 "Fair Value Measurements," which defines fair value, establishes a framework for measuring fair value in generally accepted accounting principles and expands disclosure about fair value measurements. The statement clarifies that the exchange price is the price in an orderly transaction between market participants to sell the asset or transfer the liability in the market in which the reporting entity would transact for the asset or liability; that is, the principal or most advantageous market for the asset or liability. It also emphasizes that fair value is a market-based measurement, not an entity-specific measurement, and that market participant assumptions include assumptions about risk and effect of a restriction on the sale or use of an asset. The provisions are effective for fiscal years beginning after November 15, 2007. The Company is currently assessing the impact of the statement.

In December 2007, the FASB issued SFAS No.141 (revised 2007), "Business Combinations", SFAS No. 160, "Noncontrolling Interests in Consolidated Financial Statements." These statements aim to improve, simplify, and converge internationally the accounting for business combinations and the reporting of noncontrolling interests in consolidated financial statements.

The provisions of SFAS No. 141 (R) and SFAS No. 160 are effective for our fiscal year beginning January 1, 2009. The Company is currently assessing the impact of these statements.

None of these recently issued pronouncements are expected to have a material impact on the company' s financial reporting.

Estimates

The preparation of financial statements in accordance with generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets, liabilities, and deferred revenues at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Because of the use of estimates inherent in the financial reporting process, actual results could differ significantly from those estimates.

Income Taxes

The Company records the income tax effect of transactions in the same year that the transactions enter into the determination of income, regardless of when the transactions are recognized for tax purposes. Tax credits are recorded in the year realized. Since the Company has not yet realized income as of the date of this report, no provision for income taxes has been made.

Deferred tax assets and liabilities are recognized for the future tax consequences attributable to differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax bases. Deferred assets and liabilities are measured using enacted tax rates expected to apply to taxable income in the years in which those temporary differences are expected to reverse. The effect on deferred tax assets and liabilities of a change in tax rates is recognized in the statement of operations in the period that includes the enactment date. An allowance against deferred assets is recorded when it is more likely than not that such tax benefits will not be realized.

Deferred tax assets totaling $449,000 at December 31, 2007 arising from cumulative net operating loss carry-forwards have been completely offset by a valuation allowance due to the uncertainty of the Company' s ability to use the net operating loss carryovers of approximately $1,320,000. Such carryovers may be limited due to changes in ownership, and will begin to expire in 2016.

Earnings (Loss) per Share

Basic earnings (loss) per share is computed by dividing net loss available to common shareholders by the weighted average number of common shares outstanding during the periods presented. Diluted earnings per share is computed by dividing net loss available to common shareholders by the weighted average number of common shares and common share equivalents during the periods presented, as long as such equivalents are not antidilutive.

Advertising Costs

Advertising costs (if any) are charged to expense in the period in which they are incurred and advertising communication costs the first time the advertising takes place.

Advertising costs for the periods ended December 31, 2007 and 2006, were $0 and $4,295, respectively.

2. CONVERTIBLE DEBT

During 2006 and 2005, the Company issued additional short-term convertible debt to existing shareholders and officers in order to fund operations. The notes are due six to twelve months from date of issuance, require no monthly payments, and bear interest at rates ranging from 6%, to 12% per annum. The notes are convertible to common stock at share prices ranging from $1.25 per share to $ 1.75 per share. Accordingly, the Company has not recorded any interest related to beneficial conversion features. Since these convertible notes were issued in reliance upon implied exemptions from any type of registration, the issuance of the convertible notes payable may also be subject to rescission immediately (see Note 5), or more appropriately stated, due on demand. Since the notes are short-term, they have been classified as current on the balance sheet in the same manner as notes due on demand. All of the notes, have extended due dates, ranging from April 2008 through July 2008.

3. GOING CONCERN

The financial statements are presented on the basis that the Company will continue as a going concern, which contemplates the realization of assets and the satisfaction of liabilities in the normal course of business over a reasonable length of time. As of December 31, 2007, the Company has incurred accumulated deficits of $1,319,590 and only had cash of 2,055. Management feels that the related revenues from operations, and short-term loans will provide the Company with sufficient working capital to allow it to continue as a going concern.

4. RELATED PARTY TRANSACTIONS

The Company has issued convertible notes (see note 2) to officers and majority shareholders in order to obtain funding for operations. The notes total $64,900 at December 31, 2007 and have accrued interest totaling approximately $17,744.

In addition, in 2006 the Company issued a $9,000 note payable to its president, with interest payable and due in six months at 10% per annum. The due date on this note has been extended by agreement of the parties, and is still due at December 31, 2007. In 2007, the Company issued three additional notes totaling $28,925 payable to its president, with interest payable and due in three to six months at 10% per annum. The due dates on these notes have also been extended by agreement.

The Company has paid contractor fees to the Company' s president totaling $66,500 and $65,500 in lieu of officer' s salaries, during the year ended December 31, 2007 and 2006 respectively.

5. SHARES SUBJECT TO RECISSION RIGHTS

During 2004, the Company issued 32,400 shares of common stock in a private placement after filing a registration statement on Form SB-2 with the Securities and Exchange Commission. These shares were issued in reliance upon claimed exemptions from registration, which, in retrospect, may not be available. As a result, the purchasers of these shares may have rescission rights for recovery of the purchase price paid for the shares with interest. Accordingly, the issuance of 32,400 shares for $40,500 has been recorded as "common stock subject to rescission rights" on the balance sheet. Interest to be paid contingent upon the possibility of rescission is considered immaterial.

ITEM 8. CHANGES IN AND DISAGREEMENTS WITH ACCOUNTANTS ON ACCOUNTING AND FINANCIAL DISCLOSURE

As previously reported in a filing of Form 8-K, on or about January 1, 2006, the Company engaged and ratified the employment of Child, Van Wagoner & Bradshaw, PLLC, as the Company's principal accountants for the Company's fiscal year ending December 31, 2007. During the fiscal year ended December 31, 2007, there have been no disagreements with our accountants on accounting and financial disclosure.

ITEM 8A. CONTROLS AND PROCEDURES

Disclosure Controls and Procedures

The Securities and Exchange Commission defines the term “disclosure controls and procedures” to mean a company's controls and other procedures of an issuer that are designed to ensure that information required to be disclosed in the reports that it files or submits under the Securities Exchange Act of 1934 is recorded, processed, summarized and reported, within the time periods specified in the Securities and Exchange Commission’ s rules and forms. Disclosure controls and procedures include, without limitation, controls and procedures designed to ensure that information required to be disclosed by an issuer in the reports that it files or submits under the Securities Exchange Act of 1934 is accumulated and communicated to the issuer’ s management, including its chief executive and chief financial officers, or persons performing similar functions, as appropriate to allow timely decisions regarding required disclosure. The Company maintains such a system of controls and procedures in an effort to ensure that all information which it is required to disclose in the reports it files under the Securities Exchange Act of 1934 is recorded, processed, summarized and reported within the time periods specified under the SEC's rules and forms and that information required to be disclosed is accumulated and communicated to chief executive and chief financial officers to allow timely decisions regarding disclosure.

As of the end of the period covered by this report, we initially carried out an evaluation, under the supervision and with the participation of our chief executive officer and chief financial officer, of the effectiveness of the design and operation of our disclosure controls and procedures. Based on this evaluation, our chief executive officer and chief financial officer initially concluded that our disclosure controls and procedures were effective. Subsequently, we determined that we had a material weakness, as described below, in our disclosure controls and procedures. Therefore, in connection with the filing of this amended Annual Report on Form 10-KSB/A, our chief executive officer and chief financial officer re-evaluated the effectiveness of our disclosure controls and procedures and concluded that, as of the end of the period covered by this report, our disclosure controls and procedures were not effective.

In connection with the preparation and filing of the Form 10-KSB for the fiscal year ended December 31, 2007, we inadvertently failed to disclose the information required by Item 308T of Regulation S-B regarding management' s annual report on internal control over financial reporting. Based upon the Company' s failure to include the disclosures required by Item 308T, we determined that our disclosure controls and procedures were not effective to satisfy the objectives for which they are intended. Our plan to remediate the foregoing problem with our disclosure controls and procedures which existed as of December 31, 2007 is to closely monitor and stay abreast of changes and modifications that impact the Company' s reporting obligations, and respond accordingly.

Internal Control Over Financial Reporting

The management of the Company is responsible for the preparation of the financial statements and related financial information appearing in this amended Annual Report on Form 10-KSB. The financial statements and notes have been prepared in conformity with accounting principles generally accepted in the United States of America. The management of the Company also is responsible for establishing and maintaining adequate internal control over financial reporting, as defined in Rules 13a-15(f) and 15d-15(f) under the Exchange Act. A company's internal control over financial reporting is defined as a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. Our internal control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that in reasonable detail accurately and fairly reflect the transactions and dispositions of the assets of the Company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the issuer are being made only in accordance with authorizations of management and directors of the Company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use or disposition of the Company's assets that could have a material effect on the financial statements.

Management, including the chief executive officer and chief financial officer, does not expect that the Company's disclosure controls and internal controls will prevent all error and all fraud. Because of its inherent limitations, a system of internal control over financial reporting can provide only reasonable, not absolute, assurance that the objectives of the control system are met and may not prevent or detect misstatements. Further, over time control may become inadequate because of changes in conditions or the degree of compliance with the policies or procedures may deteriorate.

With the participation of the chief executive officer and chief financial officer, our management evaluated the effectiveness of the Company's internal control over financial reporting as of December 31, 2007 based upon the framework in Internal Control – Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO). Based on that evaluation, our management has concluded that, as of December 31, 2007, the Company's internal control over financial reporting was effective.

This annual report does not include an attestation report of the Company's registered public accounting firm regarding internal control over financial reporting. Management's report was not subject to attestation by the Company's registered public accounting firm pursuant to temporary rules of the Securities and Exchange Commission that permit us to provide only management's report in this Annual Report on Form 10-KSB/A.

There were no changes in the Company's internal control over financial reporting that occurred during the last fiscal quarter, that has materially affected, or is reasonably likely to materially affect, the Company's internal control over financial reporting.

ITEM 8B. OTHER INFORMATION

None.

PART III

ITEM 9. DIRECTORS, EXECUTIVE OFFICERS, PROMOTERS AND CONTROL PERSONS; COMPLIANCE WITH SECTION 16(A) OF THE EXCHANGE ACT

The Company's executive officers are elected annually by the Board of Directors. The Directors serve one year terms or until their successors are elected. The Company has not had standing audit, nominating or compensation committees of the Board of Directors or committees performing similar functions. All such applicable functions have been performed by the Board of Directors as a whole. The Company anticipates establishing such committees in the near future. During the fiscal year ended December 31, 2007, the Board of Directors held no formal meetings, but took action once by unanimous written consent. There are no family relationships among any of the Directors, nominees or executive officers. Other than its officers, the Company currently has no other significant employees.

The following persons comprise the directors and executive officers of the Company as of December 31, 2007:

Name	**Age**	**Director/ Officer Since**	**Position(s) Held**
James P. Walker, Jr.	47	2003	President, Chief Executive Officer, Secretary and Director
Michael Jacobson	55	2004	Chairman of the Board and Vice President
Rebecca Richardson-Blanchard	41	2005	Interim Chief Financial Officer and Treasurer
Ronald D. Gardner	66	2004	Director

Biographical Information

James P. Walker, Jr. James P. Walker, Jr. has served as the President, Secretary and a director of BidGive International since December 4, 2003. Mr. Walker was in private law practice from 1985 to 1989, and with J.C. Penney Company from 1989 to 1996. From 1996 to 1999, he was

COO/General Counsel with Benchmark Environmental Consultants where he was responsible for restructuring and managing operations. From September 1999 to December 2001, he was CEO of Technology Business Partners, a technical consulting/staff augmentation company. In December 2001 he became CEO/COO and director of BidGive, Inc., a development stage company, to oversee development and testing of BidGive, Inc.' s discount dining certificate business. In May 2003, Mr. Walker served as CEO/COO and Manager of BidGive Group, LLC, a transitional company formed to acquire certain assets of BidGive, Inc., to merge with Rolfe Enterprises, Inc. (BidGive International' s predecessor), and to expand and commercialize the acquired discount certificate business, launch business operations, and to raise operating capital. He is a graduate of Texas Tech University (BA 1982) and School of Law (JD 1985). Mr. Walker currently devotes his full time and attention to BidGive International, and has not had any other business activities from December 2001 to the present other than with BidGive, Inc. and BidGive Group, LLC.

Michael Jacobson. Michael Jacobson has served as Vice President and Chairman of the Board of Directors of BidGive International since March 2004. From 1984 to 1998, he was Vice President of Marketing for the SEN Group, a firm that created special events for not-for-profits, corporate sales and event promotions, and high net worth individuals. Subsequently, he was VP Marketing of Market City USA, an Internet based discounter, for two years (April 1998 to April 2000) before resigning that position to create and launch BidGive, Inc. in April 2000. Mr. Jacobson is chiefly responsible for establishing and managing BidGive International' s sales and marketing campaigns. Mr. Jacobson currently devotes his full time and attention to BidGive International, and has not had any other business activities from April 2001 to the present other than with BidGive, Inc. and BidGive Group, LLC.

Rebecca Richardson-Blanchard. Rebecca Richardson-Blanchard has served as Interim Chief Financial Officer and Treasurer since April 2005. Ms. Richardson-Blanchard has held the position of Senior Accountant for the accounting firm, Thomas W. Richardson, CPA, from November 1990 to the present. During this time the accounting firm specialized in financial and business consulting and preparation of individual and business taxes. From December 1983 to October 1990, Ms. Richardson-Blanchard was employed by Savings of America as Accounts Supervisor. Ms. Richardson-Blanchard devotes approximately 15% of her time and attention (approximately 8 to 10 hours per week) to BidGive International, and devotes the remainder of her time and attention to her accounting firm.

Ronald D. Gardner. Ronald D. Gardner has served as a director of BidGive International since March 2004. Since 1998, Mr. Gardner has been self-employed as an independent sales and marketing consultant in the debit and prepaid calling markets. From 1988 to 1998 Mr. Gardner worked in the telecommunications industry. From 1996 to 1998, he was President of Logiphone Group, a telecommunications company doing business in the Netherlands. During 1995 he was a consultant to ACR, Inc., which was engaged in the business of selling and marketing long distance services, and The Furst Group, Inc., which was engaged in the business of selling prepaid calling card services. From 1988 through 1994 he worked for Comac, Inc., a private telecommunications company reselling AT&T long distance services. During the period from 1992 to 1994 he was the President of Comac, Inc., and prior to that time he was national director of sales and marketing for Comac, Inc. Mr. Gardner is a graduate of West Virginia University

(BS 1963) and New Mexico Highlands University (MS 1968).

Advisory Board

Our advisory board advises our Board of Directors on our business plan and operations. The following four individuals presently comprise our advisory board:

Francis Lorenzo. Francis Lorenzo is the United Nations Ambassador for the Dominican Republic. An established businessman and investor in the Dominican Republic, Ambassador Lorenzo founded one of the country' s major travel and tour agencies. On behalf of the government, he opened travel between the Dominican Republic and many national embarkation points such as Rome, Lisbon and Berlin. Ambassador Lorenzo founded the Model UN program for the Dominican Republic high school and university programs, and previously served the government of the Dominican Republic in support roles with the United Nations before being appointed Ambassador.

Judith Cunningham. Judith Cunningham is the Head of Schools for Toronto Montessori Schools, the largest Montessori school in North America, and is an international consultant to Montessori schools and an educational speaker. Ms. Cunningham has more than twenty years' experience with non-profit organizations. She is also a past board member of the American Montessori Society.

David Petersen. David Petersen is an independent consultant. Mr. Petersen founded and served as chief executive officer, of Telemarketing Resources International Inc., a startup company formed to supply equipment to the call center industry. Mr. Peterson was also a founder of VoiceCast International Inc., a direct marketing voice message service bureau with patented technology. Mr. Petersen is also a recognized marketing and media placement specialist. Mr. Peterson' s past experience includes providing marketing services to Eddie Bauer, Nextel, 1-800 Flowers, Sports Illustrated, Entertainment Weekly, Echostar (Dish Network) Sprint PCS, T-Mobile, First USA, Citadel Communications, Cendent, the "Get Out the Vote Campaign," Direct DSL, and BMG Music.

Robert Schneiderman. Robert Schneiderman is the owner and President of R.S. and Associates, Inc., marketing consultants. Mr. Schneiderman implements marketing strategies for clients and joint venture partners, provides project management, structuring of operational systems and procedures, expands marketing channels, and assists with contract negotiations. Mr. Schneiderman also serves as a business liaison between BidGive International and various marketing entities.

Section 16(a) Beneficial Ownership Reporting Compliance

Section 16(a) of the Exchange Act requires our directors and executive officers, and persons who own more than 10% of a registered class of our equity securities, to file with the SEC reports of ownership and changes in ownership of our common stock and other equity securities. Executive officers, directors and greater than 10% stockholders are required by SEC regulation to furnish us with copies of all Section 16(a) forms they file.

Based on the review of copies of such reports furnished to us and written representations that no other reports were required, we believe that, during the 2007 fiscal year, all Section 16(a) filing requirements applicable to our executive officers, directors and greater than 10% beneficial owners were complied with.

Code of Ethics

The Company has not yet adopted a code of ethics that applies to its principal executive officer, principal financial officer, principal accounting officer or controller, or persons performing similar functions. The Company currently has no plans to adopt a revised code of ethics that meets the definition of a "code of ethics" under applicable SEC regulations.

ITEM 10. EXECUTIVE COMPENSATION

Mr. Walker, our president, and Mr. Jacobson, our vice president, were paid $66,500 and $15,500, respectively, in 2007 for services provided to us as independent consultants. Other than as described in the preceding sentence, no compensation was awarded or paid by us to, or earned by, any officer or director as our employee during the fiscal year ended December 31, 2007. We currently have no stock option, retirement, pension, profit-sharing programs or similar plans for the benefit of our directors, officers or other employees. We anticipate that we will pay employment compensation, including bonuses and benefits, to our officers and directors in the future.

The following table sets forth the aggregate cash compensation paid by the Company in the three most recent fiscal years ended December 31, 2007, to each of its most highly compensated executive officers of the Company.

Summary Compensation Table

Name And Principal Position	Fiscal year Ended Dec. 31	Salary	Bonus	Stock Awards ($)	Securities Underlying Options	Options Awards (Value of Options) ($) (5)	Total Compensation
James P. Walker, Jr.: President, Secretary, Director	2007 2006 2005	$0 $0 $0	-- -- --	-- -- --	-- -- --	-- -- --	$66,500 (1) $65,500 (1) $60,000 (1)
Michael Jacobson: Vice President, Chairman	2007 2006 2005	$0 $0 $0	-- -- --	-- -- --	-- -- --	-- -- --	$15,500 (1) $15,000 (1) $13,500 (1)

(1) Payment for services provided to the Company as independent contractors.

Director Compensation

We do not currently compensate our directors for their services as directors. Directors are reimbursed for their reasonable out-of-pocket expenses incurred with attending board or committee meetings.

The following table provides summary information concerning compensation awarded to, earned by, or paid to any of our directors for all services rendered to the Company in all capacities for the fiscal year ended December 31, 2007.

Name	Salary/Fees Earned or Paid in Cash ($)	*Stock Awards ($)*	*Option Awards ($)*	*Non-Equity Incentive Plan Compensation ($)*	*Change in Pension Value and Nonqualified Deferred Compensation Earnings*	*All Other Compensation ($)*	*Total Compensation*
James P. Walker, Jr.	--	--	--	--	--	--	$66,500 (1)
Michael Jacobson	--	--	--	--	--	--	$15,500 (1)
Ronald D. Gardner	--	--	--	--	--	--	$9,200 (1)

(1) This total does reflect the amounts paid to directors who provided independent contractor services to the Company. See the Executive Compensation table above. No Directors were paid for their services as directors.

ITEM 11. SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT

The following table sets forth, as of December 31, 2007, certain information with respect to the Common Stock beneficially owned by (i) each Director, nominee to the Board of Directors and executive officer of the Company; (ii) each person who owns beneficially more than 5% of the Company's Common Stock; and (iii) all Directors and executive officers as a group:

Name and Address of Beneficial Owner	Amount and Nature of Beneficial Ownership	Percent of Class
James P. Walker, Jr. (1) President, CEO, Secretary and Director 3538 Caruth Blvd., Suite 200 Dallas, Texas 75225	1,555,921 (4)	24.66%

Michael Jacobson (1) Chairman of the Board and Vice President 3538 Caruth Blvd., Suite 200 Dallas, Texas 75225	1,234,154 (3)	19.56%
Ronald D. Gardner (1) Director 3538 Caruth Blvd., Suite 200 Dallas, Texas 75225	645,917 (5)	10.24%
Rebecca Richardson-Blanchard (1) Interim CFO, Treasurer 3538 Caruth Blvd, Suite 200 Dallas, Texas 75225	73,531	1.2%
Robert Schneiderman 843 Persimmon Lane Langhorne, PA 19047	378,686	6%
Mid-Continental Securities Corp. P.O. Box 110310 Naples, FL 34108-0106	365,100	5.8%
Frank Pioppi 4 Cliff Avenue Winthrop, MA 02152	388,700(2)	6.2%
All Directors and executive officers (5 persons)	3,541,582	56%

---

(1) The person listed is an executive officer and/or director of the Company.
(2) Includes the 365,100 shares of Common Stock owned by Mid-Continental Securities Corp. Frank Pioppi is the Chairman of Mid-Continental Securities Corp., and is deemed by that company to be the beneficial owner of 100% of Mid-Continental's shares in the Company.
(3) Of the 1,234,154 shares, 27,354 are held of record by Mr. Jacobson's spouse; therefore, he may be deemed to be a beneficial owner of those shares.
(4) Of the 1,555,921 shares, 110,296 are held of record by Mr. Walker's children. Therefore, he may be deemed to be the beneficial owner of those shares.

(5) Of the 645,917 shares, 40,000 are held of record by Mr. Gardner's spouse; 127,667 shares are held of record by Mr. Gardner's company, Personal Greetings, Inc. These 167,667 shares, while not held directly, may be deemed to be beneficially owned by Mr. Gardner.

ITEM 12. CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS

James Walker, our President, Secretary and a director, and Michael Jacobson, our Vice President and Chairman of the Board of Directors, have devoted their full time and attention to the BidGive business over the last four years. They have also paid certain necessary expenses on our behalf, which payments were treated as capital contributions or reimbursable expenses. The expenses paid by Mr. Walker are estimated to be approximately $4,500, and the expenses paid by Mr. Jacobson are estimated to be approximately $5,100. Further, in 2004 members of management contributed funds for operational expenses to BidGive International as short term loans and convertible debt, as follows: James Walker, $20,650, Michael Jacobson, $1,590, Thomas Richardson, $10,000, Ronald Gardner, $1,250. In 2005 and 2006, James Walker contributed another $39,000 and $9,000, respectively, in funds for operational expenses to BidGive as short term loans and convertible debt. In 2007, James Walker also contributed another $28,925 in funds for operational expenses to BidGive as short term loans. At present, we have not entered into employment agreements with either Mr. Walker or Mr. Jacobson; however, we anticipate entering into such agreements with Mr. Walker and Mr. Jacobson in the future. Mr. Walker and Mr. Jacobson were paid $66,500 and $15,500, respectively, in 2007 for services provided to us as independent consultants. Other than as described in the preceding sentences, no officer or employee has received or accrued any compensation through December 31, 2007. When BidGive Group, LLC was formed to purchase certain select assets (the discount certificate concept) from BidGive, Inc., membership interests in BidGive Group, LLC were dividended to all BidGive, Inc. stockholders as part of the purchase price for such assets. Accordingly, on October 2, 2003, 800,000 membership interest units of BidGive Group, LLC were issued to each of Mr. Walker and Mr. Jacobson as a dividend on the shares of BidGive, Inc. common stock held by each of them. On December 4, 2003, the date of the merger of BidGive Group, LLC into the Merger Sub, Mr. Walker and Mr. Jacobson were each issued 1,470,625 shares of the our common stock in exchange for each individual' s 800,000 membership interest units in BidGive Group, LLC based on a formula applied equally to all BidGive Group, LLC members in such merger.

Ron Gardner is a member of our Board of Directors and has provided services to the BidGive business during the past three years by assisting us with establishing necessary business relationships. Mr. Gardner continues to provide us with these services. Mr. Gardner also assisted and was affiliated with BidGive Group, LLC (a predecessor to BidGive International) by virtue of his ownership interest therein and by providing services such as referrals to potential business partners and general business advice. As consideration for his services, on May 28, 2003, Mr. Gardner received a total of 320,000 membership interest units in BidGive Group, LLC. On December 4, 2003, upon completion of the merger of BidGive Group, LLC into the Merger Sub, Mr. Gardner' s membership interest units were converted into 588,250 shares of our common stock.

Robert Schneiderman is a member of our advisory board and has provided services to the BidGive business during the past three years by assisting us with establishing necessary business relationships. Mr. Schneiderman continues to provide us with these services. Mr. Schneiderman also assisted and was affiliated with BidGive Group, LLC (a predecessor to BidGive

International) by virtue of his ownership interest therein and by providing services such as referrals to potential business partners and general business advice. As consideration for his services, on May 28, 2003, Mr. Schneiderman received a total of 200,000 membership interest units in BidGive Group, LLC. On December 4, 2003, upon completion of the merger of BidGive Group, LLC into the Merger Sub, Mr. Schneiderman' s membership interest units were converted into 367,656 shares of our common stock.

During the period from April 2001 through June 2002, Mid-Continental Securities Corp. purchased a total of 4,463,750 shares of our common stock for total consideration of $4,464, or $0.001 per share. After completion of the recapitalization effected in anticipation of the merger transaction of BidGive Group, LLC into the Merger Sub, the total number of shares owned by Mid-Continental Securities Corp. was reduced to 365,000. Frank Pioppi owns approximately 92% of Mid-Continental Securities Corp., and may be deemed by that company to be the beneficial owner of 100% of Mid-Continental' s shares in BidGive International. Mr. Pioppi currently has no current relationship or affiliation with BidGive International, but served as an officer and director of Rolfe Enterprises, Inc. (a predecessor of BidGive International) in the past.

The Company has issued convertible notes to officers and majority shareholders in order to obtain funding for operations. The notes total $64,900 at December 31, 2007 and have accrued interest totaling $17,744.

The Company has paid contractor fees to the Company' s president totaling $66,500 during the past two years in lieu of officer' s salaries.

ITEM 13. EXHIBITS

(a) Exhibits.

2.1 Merger Agreement and Plan of Reorganization, dated October 10, 2003, entered by and among Rolfe Enterprises, Inc., BGG Acquisition Subsidiary, Inc., Mid-Continental Securities Corp., and BidGive Group, LLC (filed as Exhibit 2.1 to the Company's Form 10-QSB filed on November 10, 2003, and incorporated herein by reference).

2.2. Merger Agreement and Plan of Reorganization, dated March 10, 2004, entered by and between Rolfe Enterprises, Inc. and BidGive International, Inc. (filed as Exhibit 10 to the Company's Preliminary Information Statement on Schedule 14C filed on March 12, 2004, and incorporated herein by reference).

3.1 Certificate of Incorporation of BidGive International, Inc. (filed as Exhibit 3 to the Company's Preliminary Information Statement on Schedule 14C filed on March 12, 2004, and incorporated herein by reference).

3.2 Bylaws of BidGive International, Inc. (filed as Exhibit 3 to the Company's Preliminary Information Statement on Schedule 14C filed on March 12, 2004, and incorporated herein by reference).

10.1 Joint venture/revenue sharing letter agreement between BidGive International, Inc. and Personal Greetings, Inc., dated February 15, 2004 (filed as Exhibit 10.1 to BidGive International' s Preliminary Registration Statement on Form SB-2 filed on April 28, 2004, and incorporated herein by reference).

10.2 Joint venture/revenue sharing letter agreement between BidGive International, Inc. and Leonard Pearl, dated February 15, 2004 (filed as Exhibit 10.1 to BidGive International' s Preliminary Registration Statement on Form SB-2 filed on April 28, 2004, and incorporated herein by reference).

10.3 Joint venture/revenue sharing letter agreement between BidGive International, Inc. and Terry Byer, dated February 15, 2004 (filed as Exhibit 10.3 to BidGive International' s Preliminary Registration Statement on Form SB-2 filed on April 28, 2004, and incorporated herein by reference).

10.4 Form of BidGive International, Inc. dining agreement (filed as Exhibit 10.4 to BidGive International' s Preliminary Registration Statement on Form SB-2 filed on July 28, 2004, and incorporated herein by reference).

10.5 Form of BidGive International, Inc. retail agreement (filed as Exhibit 10.5 to BidGive International' s Preliminary Registration Statement on Form SB-2 filed on July 28, 2004, and incorporated herein by reference).

10.6 Agreement between BidGive and Coventry Travel dated January 5, 2004 (filed as Exhibit 10.6 to BidGive International' s Preliminary Registration Statement on Form SB-2 filed on July 28, 2004, and incorporated herein by reference).

10.7 Agreement between BidGive VarTec Telecom/Excel Communications and i2 Foundation - Aidmatrix, dated January 27, 2003 (filed as Exhibit 10.7 to BidGive International' s Preliminary Registration Statement on Form SB-2 filed on July 28, 2004, and incorporated herein by reference).

10.8 Agreement between BidGive and Data Mountain Solutions dated December 2, 2003, (filed as Exhibit 10.8 to BidGive International' s Preliminary Registration Statement on Form SB-2 filed on October 5, 2004, and incorporated herein by reference).

10.9 Form of BidGive International, Inc. confidentiality agreement for Independent Sales Consultants (filed as Exhibit 10.9 to BidGive International' s Preliminary Registration Statement on Form SB-2 filed on July 28, 2004, and incorporated herein by reference).

10.10 Form of BidGive International advertising participation agreement (filed as Exhibit 10.10 to BidGive International' s Preliminary Registration Statement on Form SB-2 filed on October 5, 2004, and incorporated herein by reference).

10.11 Certifications of Commitments to Purchase Common Stock, dated September 1, 2004 (filed as Exhibit 10.11 to Bidgive International' s Preliminary Registration Statement on Form SB-2 filed on January 18, 2005, and incorporated herein by reference.)

10.12 Agreement between Bidgive International, Inc. and American Montessori Society for consulting services. (filed as Exhibit 10.12 to Bidgive International' s Preliminary Registration Statement on Form SB-2/A filed on July 26, 2006, and incorporated herein by reference.)

10.13	Agreement between Bidgive International, Inc. and Brady & Paul Communications, Inc. for design and editorial services for M Magazine. (filed as Exhibit 10.13 to Bidgive International' s Preliminary Registration Statement on Form SB-2/A filed on July 26, 2006, and incorporated herein by reference.)
16.1	Responsive letter from Child, Sullivan & Company (filed as Exhibit 16.1 to the Company's current report on Form 8-K filed on January 3, 2006, and incorporated herein by reference).
21.1	Subsidiaries of the Company (filed as Exhibit 21.1 to the Company's annual report on Form 10-KSB filed on April 14, 2004, and incorporated herein by reference).
31.1	Certification of Chief Executive Officer of BidGive International, Inc. Pursuant to Rule 13a-14(a)/15d-14(a).*
31.2	Certification of Chief Financial Officer of BidGive International, Inc. Pursuant to Rule 13a-14(a)/15d-14(a).*
32.1	Certification of Chief Executive Officer of BidGive International, Inc. Pursuant to 18 U.S.C. Section 1350.*
32.2	Certification of Chief Financial Officer of BidGive International, Inc. Pursuant to 18 U.S.C. Section 1350.*

(*) Filed herewith.

ITEM 14. PRINCIPAL ACCOUNTANT FEES AND SERVICES

(1) The aggregate fees billed by Child, Sullivan and Company N/K/A Child, VanWagoner and Bradshaw, PLLC for audit of the Company's annual financial statements were $7,000 for the fiscal year ended December 31, 2006, and $8,800 for the fiscal year ended December 31, 2007. The aggregate fees billed by Child, VanWagoner and Bradshaw, PLLC for review of the Company's financial statements included in its quarterly reports on Form 10-QSB were $6,300 during the period ended December 31, 2006 and $9,000 during the period ended December 31, 2007.

(2) Child, VanWagoner and Bradshaw, PLLC billed the Company $5,400 and $0, respectively, for assurance and related services that were related to its audit or review of the Company's financial statements during the fiscal years ending December 31, 2006 and December

31, 2007.

Tax Fees

(3) The aggregate fees billed by Child, VanWagoner and Bradshaw, PLLC for tax compliance, tax advice and tax planning were $0 for the fiscal year ended 2006 and $0 for the fiscal year ended 2007.

All Other Fees

(4) Child, VanWagoner and Bradshaw, PLLC did not bill the Company for any products and services other than the foregoing during the fiscal years ended 2006 and 2007.

SIGNATURES

In accordance with Section 13 or 15(d) of the Exchange Act, the registrant caused this amended report to be signed on its behalf by the undersigned, thereunto duly authorized.

BIDGIVE INTERNATIONAL, INC.

By: /S/ James P. Walker, Jr.
President, Chief Executive Officer and Secretary

Dated: August 24, 2008

In accordance with the Exchange Act, this report has been signed below by the following persons on behalf of the registrant and in the capacities and on the dates indicated.

BIDGIVE INTERNATIONAL, INC.

By: /S/ James P. Walker, Jr.
President, Chief Executive Officer, Secretary, and Director

Dated: August 24, 2008

By: /S/ Rebecca Richardson-Blanchard
Interim Chief Financial Officer, Principal Accounting Officer
Dated: August 24, 2008

By: /S/ Michael Jacobson
Director

Dated: August 24, 2008

Exhibit 31.1

CERTIFICATION

I, James P. Walker, Jr., certify that:

1. I have reviewed this annual report on Form 10-KSB/A of BidGive International, Inc.;

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

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the small business issuer as of, and for, the periods presented in this report;

4. The small business issuer' s other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the small business issuer and have:

(a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the small business issuer, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

(b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

(c) Evaluated the effectiveness of the small business issuer' s disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

(d) Disclosed in this report any change in the small business issuer' s internal control over financial reporting that occurred during the small business issuer' s most recent fiscal quarter (the small business issuer' s fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the small business issuer' s internal control over financial reporting; and

5. The small business issuer' s other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the small business issuer' s auditors and the audit committee of small business issuer' s board of directors (or persons performing the equivalent functions):

(a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the small business issuer' s ability to record, process, summarize and report financial information; and

(b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the small business issuer' s internal control over financial reporting.

/s/ James P. Walker, Jr.
Chief Executive Officer

Dated: August 24, 2008

Exhibit 31.2

CERTIFICATION

I, Rebecca Richardson-Blanchard., certify that:

1. I have reviewed this annual report on Form 10-KSB/A of BidGive International, Inc.;

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

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the small business issuer as of, and for, the periods presented in this report;

4. The small business issuer' s other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the small business issuer and have:

(a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the small business issuer, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

(b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

(c) Evaluated the effectiveness of the small business issuer' s disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

(d) Disclosed in this report any change in the small business issuer' s internal control over financial reporting that occurred during the small business issuer' s most recent fiscal quarter (the small business issuer' s fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the small business issuer' s internal control over financial reporting; and

5. The small business issuer' s other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the small business issuer' s auditors and the audit committee of small business issuer' s board of directors (or persons performing the equivalent functions):

(a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the small business issuer' s ability to record, process, summarize and report financial information; and

(b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the small business issuer' s internal control over financial reporting.

/s/ Rebecca Richardson-Blanchard
Chief Financial Officer

Date: August 24, 2008

CERTIFICATION PURSUANT TO 18 U.S.C. SECTION 1350, AS ADOPTED PURSUANT TO SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

In connection with the annual report of BidGive International, Inc. (the "Company") on Form 10-KSB/A for the fiscal year ended December 31, 2007, as filed with the Securities and Exchange Commission on the date hereof (the "Report"), James P. Walker, Jr., the Chief Executive Officer of the Company, hereby certifies, pursuant to Exchange Act Rule 13a-14(b) or 15d-14(b) and 18 U.S.C. § 1350, as adopted pursuant to § 906 of the Sarbanes-Oxley Act of 2002, that:

(1) The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and

(2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

/s/ James P. Walker, Jr.
Chief Executive Officer

Date: August 24, 2008

Exhibit 32.2

CERTIFICATION PURSUANT TO 18 U.S.C. SECTION 1350, AS ADOPTED PURSUANT TO SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

In connection with the annual report of BidGive International, Inc. (the "Company") on Form 10-KSB/A for the fiscal year ended December 31, 2007, as filed with the Securities and Exchange Commission on the date hereof (the "Report"), Rebecca Richardson-Blanchard, Chief Financial Officer of the Company, hereby certifies, pursuant to Exchange Act Rule 13a-14(b) or 15d-14(b) and 18 U.S.C. § 1350, as adopted pursuant to § 906 of the Sarbanes-Oxley Act of 2002, that:

(1) The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and

(2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

/s/ Rebecca Richardson-Blanchard
Chief Financial Officer

Date: August 24, 2008

Frascona, Joiner, Goodman and Greenstein, P.C.
4750 Table Mesa Drive
Boulder, Colorado 80305
Ph: 303 494 3000
Fx: 303 494 6309

August 29, 2008

William Thompson
U.S. Securities and Exchange Commission
Division of Corporation Finance
100 F Street, N.E.
Washington, D.C. 20549-7010

RE: Bidgive International, Inc.
Form 10-KSB for the Year Ended December 31, 2007
Commission File No. 000-49999

Dear Mr. Thompson,

Please be advised that our law firm serves as legal counsel to Bidgive International, Inc., a Delaware corporation (the "Company"). Enclosed please find the Company' s responses to your written comment letter dated July 21, 2008.

1. It does not appear that your management has performed its assessment of internal control over financial reporting as of December 31, 2007. Since you were required to file or filed an annual report for the prior fiscal year, it appears you are required to report on your management' s assessment of internal control over financial reporting.

If your management has not yet performed its assessment, we ask that you complete your evaluation and amend your filing within 30 calendar days to provide the required managements report on internal control over financial reporting.

2. In addition, please consider whether management' s failure to perform or complete its report on internal control over financial reporting impacts its conclusions regarding the effectiveness of your disclosure controls and procedures *as of the end of the fiscal year* covered by the report and revise your disclosure as appropriate.

In response to comments 1 & 2, the Company' s management has performed its assessment of internal control over financial reporting. Additionally, management considered whether its failure to report on management' s assessment of internal control over financial reporting impacted its conclusions regarding the effectiveness of its disclosure controls and procedures as of the end of the fiscal year covered by the report. Management determined that its failure to report on management' s assessment of internal control over financial reporting did impact its conclusions regarding the effectiveness of its disclosure controls and procedures as of the end of the fiscal year covered by its report. Accordingly, in conjunction with its assessment, management has amended its Form 10-KSB for the fiscal year ended December 31, 2007 and has included the following language in Item 8A(T) of its amended Form 10-KSB for the fiscal year ended December 31, 2007 which it filed with the Securities and Exchange Commission (the "SEC"):

"ITEM 8A(T). CONTROLS AND PROCEDURES.

Disclosure Controls and Procedures

The Securities and Exchange Commission defines the term "disclosure controls and procedures" to mean a company's controls and other procedures of an issuer that are designed to ensure that information required to be disclosed in the reports that it files or submits under the Securities Exchange Act of 1934 is recorded, processed, summarized and reported, within the time periods specified in the Securities and Exchange Commission' s rules and forms. Disclosure controls and procedures include, without limitation, controls and procedures designed to ensure that information required to be disclosed by an issuer in the reports that it files or submits under the Securities Exchange Act of 1934 is accumulated and communicated to the issuer' s management, including its chief executive and chief financial officers, or persons performing similar functions, as appropriate to allow timely decisions regarding required disclosure. The Company maintains such a system of controls and procedures in an effort to ensure that all information which it is required to disclose in the reports it files under the Securities Exchange Act of 1934 is recorded, processed, summarized and reported within the time periods specified under the SEC's rules and forms and that information required to be disclosed is accumulated and communicated to chief executive and chief financial officers to allow timely decisions regarding disclosure.

As of the end of the period covered by this report, we initially carried out an evaluation, under the supervision and with the participation of our chief executive officer and chief financial officer, of the effectiveness of the design and operation of our disclosure controls and procedures. Based on this evaluation, our chief executive officer and chief financial officer initially concluded that our disclosure controls and procedures were effective. Subsequently, we determined that we had a material weakness, as described below, in our disclosure controls and procedures. Therefore, in connection with the filing of this amended Annual Report on Form 10-KSB/A, our chief executive officer and chief financial officer re-evaluated the effectiveness of our disclosure controls and procedures and concluded that, as of the end of the period covered by this report, our disclosure controls and procedures were not effective.

In connection with the preparation and filing of the Form 10-KSB for the fiscal year ended December 31, 2007, we inadvertently failed to disclose the information required by Item 308T of Regulation S-B regarding management' s annual report on internal control over financial reporting. Based upon the Company' s failure to include the disclosures required by Item 308T, we determined that our disclosure controls and procedures were not effective to satisfy the objectives for which they are intended. Our plan to remediate the foregoing problem with our disclosure controls and procedures which existed as of December 31, 2007 is to closely monitor and stay abreast of changes and modifications that impact the Company' s reporting obligations, and respond accordingly.

Internal Control Over Financial Reporting

The management of the Company is responsible for the preparation of the financial statements and related financial information appearing in this amended Annual Report on Form 10-KSB. The financial statements and notes have been prepared in conformity with accounting principles generally accepted in the United States of America. The management of the Company also is responsible for establishing and maintaining adequate internal control over financial reporting, as defined in Rules 13a-15(f) and 15d-15(f) under the Exchange Act. A company's internal control over financial reporting is defined as a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. Our internal control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that in reasonable detail accurately and fairly reflect the transactions and dispositions of the assets of the Company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the issuer are being made only in accordance with authorizations of management and directors of the Company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use or disposition of the Company's assets that could have a material effect on the financial statements.

Management, including the chief executive officer and chief financial officer, does not expect that the Company's disclosure controls and internal controls will prevent all error and all fraud. Because of its inherent limitations, a system of internal control over financial reporting can provide only reasonable, not absolute, assurance that the objectives of the control system are met and may not prevent or detect misstatements. Further, over time control may become inadequate because of changes in conditions or the degree of compliance with the policies or procedures may deteriorate.

With the participation of the chief executive officer and chief financial officer, our management evaluated the effectiveness of the Company's internal control over financial reporting as of December 31, 2007 based upon the framework in Internal Control - Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO). Based on that evaluation, our management has concluded that, as of December 31, 2007, the Company's internal control over financial reporting was effective.

This annual report does not include an attestation report of the Company's registered public accounting firm regarding internal control over financial reporting. Management's report was not subject to attestation by the Company's registered public accounting firm pursuant to temporary rules of the Securities and Exchange Commission that permit us to provide only management's report in this Annual Report on Form 10-KSB/A.

There were no changes in the Company's internal control over financial reporting that occurred during the last fiscal quarter, that has materially affected, or is reasonably likely to materially affect, the Company's internal control over financial reporting. "

Attached to this correspondence, please find an acknowledgement by the Company whereby the Company acknowledges that:

- the Company is responsible for the adequacy and accuracy of the disclosure in the filing;

- staff comments or changes to disclosure in response to staff comments do not foreclose the Commission from taking any action with respect to the filing; and

- the Company may not assert staff comments as a defense in any proceeding initiated by the Commission or any person under the federal securities laws of the United States.

Please feel free to contact me with any questions relating to the foregoing information. Thank you for your time and assistance with this matter.

FRASCONA JOINER GOODMAN AND GREENSTEIN, P.C.
By: /s/ Gary S. Joiner, Esq.

Bidgive International, Inc.
3538 Caruth Blvd., Suite 200
Dallas, Texas 75225

August 24, 2008

William Thompson
U.S. Securities and Exchange Commission
Division of Corporation Finance
100 F Street, N.E.
Washington, D.C. 20549-7010

RE: Bidgive International, Inc.
Form 10-KSB for the Year Ended December 31, 2007
Commission File No. 000-49999

Dear Mr. Thompson,

In connection with our 10-KSB/A filing and our supplemental written responses to your comment letter dated July 21, 2008, Bidgive International, Inc., a Delaware corporation (the "Company"), hereby acknowledges that:

- the Company is responsible for the adequacy and accuracy of the disclosure in the filing;

- staff comments or changes to disclosure in response to staff comments do not foreclose the Commission from taking any action with respect to the filing; and

- the Company may not assert staff comments as a defense in any proceeding initiated by the Commission or any person under the federal securities laws of the United States.

Sincerely yours,
Bidgive International, Inc.

/s/ James P. Walker, Jr., President