

## **Section One: Issuer's Initial Disclosure Obligations**

### Part A General Company Information

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

Bederra Corporation.

There are no predecessor names

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

8968 Kirby Drive

Houston TX 77054

Telephone Number 281-540-0500

Fax 832-442-3149

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

Incorporated in the State of Texas

Conducting business within Harris County, Houston City Limits

Incorporation date February 29, 1979

### Part B Share Structure

**Item IV The exact title and class of securities outstanding.**

Common Voting Shares      Preferred Series A Voting Only Shares

Symbol BEDA

Cusip Number 076012-20-2    Cusip Number 076012-20-2

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

*A. Par or Stated Value.*

Par Value 0.001 Common Shares    Preferred Series A 100:1 Conversion of Common

*B. Common or Preferred Stock.*

Common Stock and Preferred Stocks

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

The common stock of the Issuer has no preemptive rights.

There are no material rights of common stock shareholders.

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

Preferred Series A has voting right only, the conversion is a 100 to 1 ratio.

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

There are no material rights of common or preferred stockholders.

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

There is no provision within the charter or by-laws that would delay, defer or prevent a change in the control of the issuer.

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

(i) Period end date;  
As of the June 30, 2009

(ii) Number of shares authorized;  
600,000,000 Common 10,000,000 Preferred Series A

(iii) Number of shares outstanding;  
117,159,973 1,000,000 Preferred Series A

(iv) Freely tradable shares (public float);  
90,159,973 none

(v) Total number of beneficial shareholders;  
645 2

(vi) Total number of shareholders of record.  
V and VI are the same number 645 2

**Part C Business Information**

**Item VII The name and address of the transfer agent\*.**

First National Trust Company  
5116 Bissonnet  
Bellaire TX 77401

**Item VIII The nature of the issuer's business.**

**A. Business Development.**

Bederra Corporation has been active in Healthcare since 1979 when it began as a finance company specializing in the financing of equipment and other assets to doctors, hospitals and clinics. In late 2007, Bederra went public and switched focus from the financing of assets to the acquisition of assets. It acquired two diagnostic imaging facilities, Diagnose, Inc. and Lumar Imaging, Inc. These facilities provide services such as MRI, CT, Ultrasound, X-Ray, Nuclear Medicine and various cardiac diagnostics

services. These acquisitions were completed in March of 2008, and those assets and purchase price are reflected in the June 2008, Consolidated Statements. In addition, Bederra has in place all the necessary insurance plans such as Medicare, Medicaid and Commercial Insurance contracts.

1. The form of organization of the issuer (e.g., corporation, partnership, limited liability company, etc.);

Bederra is a Corporation.

2. The year that the issuer (or any predecessor) was organized;

The original organization was in 1979 but; a shift in company goals and missions was made in 2007. The new business plan is to operate the commercial aspect of the equipment that the company previously financed, and open those facilities for patient-based revenues.

3. The issuer's fiscal year end date;

The Year End fiscal period is December 31.

4. Whether the issuer (or any predecessor) has been in bankruptcy, receivership or any similar proceeding;

Bederra has not filed for Bankruptcy, receivership or other proceeding of public record within its domiciled state of Texas.

5. Any material reclassification, merger, consolidation, or purchase or sale of a significant amount of assets;

In March 2008 a major purchase and convergence was completed. The purchase of Assets in the form of Medical Diagnostic Equipment, the expenditure of Lease space and the consolidation of debt into equipment was completed; to open the patient based facilities.

6. Any default of the terms of any note, loan, lease, or other indebtedness or financing arrangement requiring the issuer to make payments;

There have not been any notices of default on any financial arrangement that Bederra has entered.

7. Any change of control;

There has never been a change in the overall controlling entities of the company.

8. Any increase of 10% or more of the same class of outstanding equity

securities;

There have been no increases of more than 10 percent of the outstanding securities.

9. Any past, pending or anticipated stock split, stock dividend, recapitalization, merger, acquisition, spin-off, or reorganization;

There will be acquisitions in the future to ensure growths of the company, but, as of this date, there are none pending. There are no further actions for disclosure as of the submittal date of this document.

10. Any delisting of the issuer's securities by any securities exchange or deletion from the OTC Bulletin Board; and

There has not been a delisting by the securities exchange or a deletion from the OTC BB.

11. Any current, past, pending or threatened legal proceedings or administrative actions either by or against the issuer that could have a material effect on the issuer's business, financial condition, or operations and any current, past or pending trading suspensions by a securities regulator. State the amounts involved.

Bederra is involved in current litigation. It has received notice of a dispute, of an amount of \$106,000 with Chase Bank. Other litigation is with Marcap Corporation for an unknown amount that is being disputed. Management believes that both of these suits will not impact the over all health of the company.

**B. Business of Issuer. Describe the issuer's business so a potential investor can clearly understand it. To the extent material to an understanding of the issuer, please also include the following:**

1. The issuer's primary and secondary SIC Codes;

Edgar SIC Code 8093 ñ Service ñ Specialty Outpatient Facility

2. If the issuer has never conducted operations, is in the development stage, or is currently conducting operations;

Bederra is currently operating under the business plan developed with in the 2007 time frame and conducted business within the same industry in a differently capacity prior to 2007.

3. Whether the issuer is or has at any time been a "shell company";

Bederra has never been classified as a shell company under rule 405 of the Securities Act. Bederra has never been classified as a shell company under item 1101(b) of Regulation AB defining Asset backed issuers. Bederra is not required by either of these definitions to make declarations as to the tradability of

4. The names of any parent, subsidiary, or affiliate of the issuer, and its business purpose, its method of operation, its ownership, and whether it is included in the financial statements attached to this disclosure statement;

There is not a Parent Company to Bederra; however, within the accounting of Bederra there are different divisions. The first division is Lumar Imaging, and is a division in the accounting system for medical billing and insurance purposes. These revenues are part of the overall revenue for Bederra, Corporation. The second division is Diagnos Inc., and is also separated for billing and medical insurance purposes. These revenues are part of the overall revenue for Bederra Corporation

5. The effect of existing or probable governmental regulations on the business;

Governmental Laws regulating the care of Patients, and Patients Rights are adhered to. Governmental Laws regulating the billing of Medicare and Medicaid Patients and those Patients under those programs Rights as defined; are adhered to. Any future governmental regulations regarding the Rights of Patients, Patient Medical Disclosures.

No Governmental Issues are expected.

6. An estimate of the amount spent during each of the last two fiscal years on research and activities are borne directly by customers;

There were no direct costs incurred by customers for the research of equipment to purchase or location of facility. No other considered research was conducted.

7. Costs and effects of compliance with environmental laws (federal, state and local);

There is no environmental by products or waste involved with the application of patient care and screening.

8. The number of total employees and number of full-time employees. 11

6 Full Time employees 7

## **Item IX The nature of products or services offered.**

Principal products or services, and their markets;

For the Health Care Industry and the Diagnostic Division of HealthCare the primary services and tests are listed below. A private physician would order one or more of the following services for the patient's illness or injury.

Full modality center includes:

MRI

PET/CT

CT

Cardiac Testing (Echocardiogram, Stress Test, Carotid, IMT)

Ultrasound ñ with Doppler of the venous & arterial systems

Ultrasound assisted biopsies

X-Ray

C-Arm X-Ray

EMG ñ with nerve conductive study

Orthography

Pain Management (ESI)

Halter and Event Monitors

Vestibular Testing (VAT/ENG)

### **Distribution methods of the products or services;**

There is not outside Distribution of these services.

Status of any publicly announced new product or service; competitive business conditions, the issuer's competitive position in the industry, and methods of competition;

The Health Care industry is extremely competitive, in all aspects. However, by investing in the machinery that is technologically advanced, the competition is diminished. Patient and Doctor decisions on the issue of where to have these procedures completed is influenced by the two main factors of (a) what would the scan and or image be able to provide and (b) how long would the procedure take to complete and the results returned to the doctor's staff. When a patient is confronted with an illness, the ability to image the problem area and then have within the same the care and of detection of illness and injury to the internal body are with medical imaging products.

Sources and availability of raw materials and the names of principal suppliers;

The materials used are standard for X-Ray and other testing and readily available for the imaging sequence of the facility the computer generated images can then be transferred to readily available media not exclusive of specialty papers and electronic media; however, these are obtainable

from various sources and not an exclusive of a particular manufacturer.

Dependence on one or a few major customers;

There is no dependency on customer base. Patients need to be prescribed a procedure and then they are can seek the procedure at their choice of locations or by Insurance Company standards. Bederra's procedures are accepted by all major Insurance Companies, and its central location within the city limits of Houston and close proximity to the Medical Center District of Houston lends it to an easily accessible location for patient convenience.

Patents, trademarks, licenses, franchises, concessions, royalty agreements or labor contracts, including their duration; and the need for any government approval of principal products or services and the status of any requested government approvals.

Bederra holds no patents, concessions, royalty agreements, or labor contracts nor does it need the Governments approval to conduct business, however, all governmental regulations pertaining to the interaction of physicians and staff with relation to patients are adhered to.

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

Bederra currently leases its current place of business. Within 6,000 square feet location leased from Houston Business Exchange, leasehold improvements were made and completed to accommodate the sizes and utilities needed for the imaging machinery. The current building lease is a term of 60 Months at a rate of \$1.00 per square foot or \$6,300.00 per month. This lease was renewed in October 2008, expires on November 2013.

The lease for the scanning equipment is held with MarCap at a term of 63 months with a monthly payment of \$ 37,922.12 per month. This lease was enacted in February of 2006

The following is a current listing of all equipment and assets used as a part of operations within the Bederra Facility.

Leasehold improvements - MRI enclosure

Furniture and equipment purchased:

Cat scan - GE helical single slice

C-Arm and C-Arm table- OEC 9400

1999 Visart Toshiba MRI 1.5Tesla - for parts

Coils: body, head, lumbar, shoulder, cervical and knee

Konica Drypro Laser printer

Ultrasound machine - ATL HDI 3000

Ultrasound OB table

Xray machine - Bennett Single Phase 1988

Xray wet processor - JCI wet processor 2004

Kodak ID camera  
Crash cart w/ medications  
Pulse OX  
HP Pavilion - AMD Athlon 2.08 GHz w/ XP Home 2002  
HP Pavilion - AMD 2.08 GHz w/ XP Home 2002  
Compaq - Celeron 2.7 GHz w/ XP Professional 2002  
HP Media Center 2005 Pentium 4 2.6 GHz w/ XP  
Professional  
Medisoft billing software  
Copier  
Office jet (5 items)  
Printers (2 items)  
Desks (5 items)  
Desk - U shape  
Chairs for waiting room  
Tables for waiting room  
TV for waiting room  
Table and chairs for conference room  
Patient storage racks

## Part D Management Structure and Financial Information

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

#### A. Officers and Directors

##### **Graham R. Williams, *President & CEO Director***

Mr. Williams has over thirty years management experience, specializing in health care, technology, oil and chemicals and has served as either President or Vice President for five multi-million dollar companies. As President of Bederra Corporation he developed long term lending and marketing relationships with major banks, lending institutions, finance companies, private individuals and venture capitalists. As president of Link Two Communications, he raised capital through private placements to build a nation wide communications network. Other positions Mr. Williams has held include Vice President of Marketing for Chemisphere Technologies, a specialty chemical manufacturer, VP and Director of Intercoastal Chemical, Intercoastal Refining and Intercoastal Properties and a Marketing Manager for Borg Warner Chemicals Europe.

##### **Herbert H. Pratt, *Vice President & Director***

Over the past 25 years Mr. Pratt has served as President and CEO of nine companies in the health industry. Mr. Pratt has extensive experience in growing and running companies in the health industry from the ground up. In 2000 he took Triumph Hospital from its grand opening to full capacity in four months, and in 1999 through proactive leadership, led the SCCI Hospital to achieve record-breaking census results. Mr. Pratt served as chairman of Raleigh Hills Hospitals, Inc. There he directed all operations for twenty-four alcoholism treatment and two general acute hospitals, thirty physician practices, twenty-four general acute hospitals, medical supply, pharmacy, air ambulance and consulting divisions that employed 3500 personnel and generated more than \$180 million in annual gross revenues. Mr. Pratt has also sat on the Board of Directors for: International Council on Alcohol and Addictions, Lausanne, Switzerland; Federation of

American Hospitals; Rutgers University Center for Alcohol Studies; International Council on Alcohol and Addictions, American Foundation; Health Promotion Foundation; National Council on Alcoholism. And for his groundbreaking work Mr. Pratt was the Recipient of The National Council on Alcoholism Award for contributions to the area of alcoholism treatment education and research, presented by President Gerald R. Ford and First Lady Betty Ford.

**6. Number and class of the issuer's securities beneficially owned by each such person.**

Graham Williams 12,000,000 Restricted Common Shares  
Herbert Pratt 12,000,000 Restricted Common Shares

**B. Disciplinary History.** Please identify whether any of the foregoing persons have, in the last five years, been the subject of:

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

None of the men listed above have pending criminal proceedings, or has a criminal conviction.

2. The entry of an order, judgment, or decree, not subsequently reversed, suspended or vacated, by a court of competent jurisdiction that permanently or temporarily enjoined, barred, suspended or otherwise limited such person's involvement in any type of business, securities, commodities, or banking activities;

There has been no order, judgment, or decree, not subsequently reversed, suspended or vacated, by a court of competent jurisdiction that permanently or temporarily enjoined, barred, suspended or otherwise limited such person's involvement in any type of business, securities, commodities, or banking activities placed upon the men listed above.

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

There have been no such actions by any of the men listed above.

4. The entry of an order by a self-regulatory organization that permanently or

temporarily barred suspended or otherwise limited such person's involvement in any type of business or securities activities.

There have been no such orders or actions by a self-regulatory organization against the men listed above.

**C. Disclosure of Family Relationships.**

The Officers and Directors listed above are in no way related to one another, and do not have a common family relationship that would jeopardize the functionality of there positions and or company.

**D. Disclosure of Related Party Transactions.**

Within the last two fiscal years, no Related Party Transactions have occurred, any shares purchased by interested parties were conducted through either free market, brokerage accounts, or in a limited 504 investment that was conducted within January 2008. These shares are leg ended and therefore disclosed within the share structure documents attached. No 504 issuances exceeded 4.9 percent of the offering

**E. Disclosure of Conflicts of Interest.**

The Officers and Directors of Bederra, Inc. does not have any conflicts of interests as pertains to their functionality within each position they hold.

**Item XII Financial information for the issuers most recent fiscal period.**

The Financial Statements for Bederra are being posted separately and as part of this filing with respects to Pink Sheets and Public Investor viewing.

**Item XIV Beneficial Owners.**

There are no corporate entities that own more than 5 percent of issued stock.

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

1. Investment Banker  
Not Applicable for this Corporation

2. Promoters  
Not Applicable for this Corporation

3. Counsel  
George Kirk PC  
908 Town and Country Blvd  
Suite 229  
Houston TX 77043

713-722-7500

4. Accountant or Auditor

Review Services Provided By:

Internal Accountant

5. Public Relations Consultant(s)

Not Applicable to this Corporation

6. Investor Relations Consultant

Provides information to potential investor and monitors website activities for inquiries. Provided by company directly at this time.

7. Any other advisor(s) None

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

**B. Managements Discussion and Analysis of Financial Condition and Results of Operations.**

In the fiscal year 2007, Bederra set forth a new company structure. This new plan and structure removed us from the sales and financing of medical equipment to the integrated use of those machines. In working with the companies we had previously represented in sales, we were able to transform into a Healthcare facility with state of the art technology at our disposal. Our plan called for the acquirement of hard assets by the merger and acquisitions of existing Doctor managed facilities that were ultimately more than those physicians could undertake. Thus, adding not only the assets of such, but, the patient base from those Doctors in the form of referrals and or prescriptions for the imaging services required to make a proper treatment plan.

The company is on track to reach its goal of developing a diversified healthcare services organization. Its acquisition of Diagnostic Imaging facilities not only gave the company hard assets but also the important healthcare insurance contracts that are necessary to grow the company; as was put forth in the previously developed business plan.

However, the future of Healthcare is in ownership of the source of patients. Walk in clinics, for example, would provide these patients. By growing the practice in a manner of being able to provide not only the diagnostic services, but, additionally provide reasonable cost based medical services for other areas of general medicine, and accident related incidents; within the same organization to will maximize and increase the workman's compensation and other forms of payment for care. Bederra Corporation has plans for future acquisitions in the area of clinics and diagnostic services and is pursuing its business plan to accomplish these goals.

**C. Off-Balance Sheet Arrangements**

There are no Off-Balance Sheet Arrangements for this Corporation.

**Part E Issuance History**

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

**Bederra Corporation  
Shares issued by Quarter**

**Shares Cash**

**Opening balance 5/31/07** 7,416,204

**4th Quarter 2007**

Equity 40,000 \$ 7,000

Services 150,000

**1st Quarter 2008**

Equity 30,500 \$ 141,250

Services 1,500,000

**2nd Quarter 2008**

Equity 17,738,462 \$93,500

Services 16,600,000

**Total Issued for Equity** 59,654,666 \$ 241,750

**Total Issued for Service** 29,610,000 0.00

**Shares issued and outstanding 6/30/08** 89,264,666 241,750

Shares were reverse split 400:1 Dec 31,2008

Shares Issued 1st Quarter 2009

36,809,973

and 2<sup>nd</sup> Quarter 2009

62,000,000

Within the common shares issued there has been a private offering of the nature of 504 placements. This placement offering was conducted within the fiscal year of 2008 and has been disclosed within the trading structure provided within this statement. The trading of the stock to date has been within the limits of free trading market shares and that of normal trading for interested investors. The Preferred stock that is issued to the Directors as previously disclosed has not been traded and is held by the person originally issued to, nor has it been used as collateral or promised within a financial arrangement.

**Part F Exhibits**

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

Exhibits attached to this disclosure statement are:

None

**Item XVIII Material Contracts.**

A. Material Contracts that have been entered into within the last two years and within the ordinary course of business have all been disclosed within this document. The Directors; et al, have not entered into contracts that would interfere with the general business plan or profitability of the company.

While the company is bound by the contract pricing set forth by the insurance companies, individually and independent of other market considerations, these are within the Health Industry accepted pricing and policy agreements.

There are currently plans to expand, within the Business plan, but no letters of intent for asset purchases or discussions with potential acquisitions are currently taking place. As these items are considered and developed for the company it will be disclosed through the proper channels.

B. The Company currently has not entered into any of the agreements set forth for this item discussion. These arrangements being set forth by OTC and Pinksheets as:

Any management contract or any compensatory plan, contract or arrangement, including but not deferred compensation or bonus, incentive or profit sharing (or if not set forth in any formal document, a written description thereof) in which any director or any executive officer of the issuer participates shall be deemed material and shall be included; and any other management contract or any other compensatory plan, contract, or arrangement in which any other executive officer of the issuer participates shall be filed unless immaterial in amount or significance.

#### **Item XIX Articles of Incorporation and Bylaws.**

The Articles of Incorporation and the Bylaws are exhibits attached to this filing. The Articles of Incorporation were certified by the State of Texas in 1979 and were not available in an electronic format. The document contained is a scanned image of those originals.

A copy of the Articles of Incorporation is displayed in the June 2008 Pink Sheets Disclosure Statement posted on Pinksheets.com.