

SECURITIES AND EXCHANGE COMMISSION

FORM 10SB12G/A

Form for initial registration of a class of securities for small business issuers pursuant to Section 12(g) [amend]

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FILER

BETHURUM LABORATORIES INC

CIK: **1075082** | IRS No.: **760050046** | State of Incorp.: **UT** | Fiscal Year End: **1231**
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SIC: **6211** Security brokers, dealers & flotation companies

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U.S. SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 10-SB-A4

Registration Statement on Form 10-SB

GENERAL FORM FOR REGISTRATION OF SECURITIES OF SMALL
BUSINESS ISSUERS

BETHURUM LABORATORIES, INC.

(Name of Small Business Issuer as specified in its charter)

UTAH

(State or other jurisdiction of
organization)

76-0050046

(I.R.S. incorporation or
Employer I.D. No.)

6371 Richmond, #200
Houston, Texas 77057

(Address of Principal Executive Office)

Issuer's Telephone Number, including Area Code: (713) 266-8005

Securities registered pursuant to Section 12(b) of the Exchange Act:

None

Securities registered pursuant to Section 12(g) of the Exchange Act:

\$0.001 par value common stock

Title of Class

DOCUMENTS INCORPORATED BY REFERENCE: None. See the Exhibit Index herein.

PART I

Item 1. Description of Business.

Business Development.

Organization and Charter Amendments

Bethurum Laboratories, Inc. (the "Company") was organized under the laws of the State of Utah on April 22, 1983, under the name "Lion Resources, Inc." The Company was formed to acquire and operate or lease natural resource properties, and engage in mining, milling, production, buying and developing natural resource properties and any business dealing with natural resources in general.

The Company's initial authorized capital consisted of 50,000,000 shares of \$0.001 par value common voting stock. A total of 300,000 shares (retroactively taking into account the Company's subsequent forward split as discussed below) were issued at inception at a price of \$0.005 per share.

On October 27, 1983, the Company's Articles of Incorporation were amended in accordance with the Utah Business Corporations Act to change its name to "Bethurum Laboratories, Inc.", to expand the purpose of the Company to include authorization to produce and market ointments used in connection with human and animal skin conditions; to increase the authorized capital of the Company to 100,000,000 shares of \$0.001 par value common voting stock; and to effect a 1.667 for 1 forward split of the outstanding voting securities of the Company, while retaining the \$0.001 par value, and with appropriate adjustments in the stated capital and capital surplus accounts of the Company.

A copy of the Company's Articles of Incorporation, as amended, was attached as an exhibit to its Registration Statement on Form 10-SB, which was filed with the Securities and Exchange Commission on December 14, 1998. See Part III, Item 1.

Public Offering

Pursuant to a prospectus dated July 7, 1983, the Company conducted a public offering of 1,500,000 shares of its common stock at an offering price

of \$.01 per share. The offer and sale of these securities were registered with the Utah Securities Division pursuant to Section 61-1-10 of the Utah Uniform Securities Act; and these securities were exempt from the registration requirements of Section 5 of the Securities Act of 1933, as amended (the "1933 Act"), under Section 3(b) thereof and Rule 504 promulgated by the Securities and Exchange Commission as a part of Regulation D. These securities were offered for sale only within Utah.

Sales of "unregistered" and "restricted" securities over the past three years

Immediately prior to the filing of this Registration Statement, the Company adopted, ratified and approved a Written Compensation Agreement pursuant to which it agreed to issue 457,500 shares of "restricted securities" of the Company pursuant to Rule 701 of the Securities and Exchange Commission, for non-capital raising services rendered. Except for the sale of these securities, there have been no sales of "restricted securities" or other securities of the Company during the past three years. See the caption "Recent Sales of Unregistered Securities," Part II, Item 4. A copy of this Written Compensation Agreement was attached as an exhibit to the Company's Registration Statement on Form 10-SB, which was filed with the Securities and Exchange Commission on December 14, 1998. See Part III, Item 1.

Changes in Control

The Company acquired 100% of the outstanding securities of Bethurum Laboratories, Inc., a Texas corporation ("BLI"), on October 24, 1983, pursuant to an Agreement and Plan of Reorganization (the "Bethurum Plan"), in exchange for 10,000,000 post-split "restricted securities" of the Company. In January, 1985, the Bethurum Plan was rescinded, due to non-performance of BLI. As a result, 9,750,000 of the "restricted securities" issued in connection with the Bethurum Plan were canceled, and the persons who were nominated by BLI to serve as directors and executive officers of the Company resigned. A total of 250,000 shares were retained by William A. Silvey, Jr., the Company's President, and George Bethurum (125,000 shares each) in consideration of services rendered to the Company.

Management is advised that George Bethurum is now deceased and does not know the identities of the persons who have inherited his shares. See the Risk Factor "Inability to Locate Certain Stockholders."

Business.

Other than the above-referenced matters and seeking and investigating potential assets, property or businesses to acquire, the Company has had no material business operations for over five years. To the extent that the Company intends to continue to seek the acquisition of assets, property or business that may benefit the Company and its stockholders, it is essentially

a "blank check" company. Because the Company has limited assets and conducts no material business, management anticipates that any such venture would require it to issue shares of its common stock as the sole consideration for the venture. This may result in substantial dilution of the percentage of share ownership of current stockholders. The Company's Board of Directors shall make the final determination whether to complete any such venture; the approval of stockholders will not be sought unless required by applicable laws, rules and regulations, its Articles of Incorporation or Bylaws, or contract. The Company's Articles of Incorporation do not require stockholder approval for any such acquisition, and the Company has not adopted any by-laws. The Company makes no assurance that any future enterprise will be profitable or successful. The Company does not intend to provide any disclosure documentation to its stockholders prior to any merger or acquisition transaction. However, as a "fully-reporting" issuer under the 1934 Act, the Company will be required to disclose any such transaction in a Current Report on 8-K including consolidated proforma financial statements.

The Company is not currently engaging in any substantive business activity and has no plans to engage in any such activity in the foreseeable future. In its present form, the Company may be deemed to be a vehicle to acquire or merge with a business or company. The Company does not intend to restrict its search to any particular business or industry, and the areas in which it will seek out acquisitions, reorganizations or mergers may include, but will not be limited to, the fields of high technology, manufacturing, natural resources, service, research and development, communications, transportation, insurance, brokerage, finance and all medically related fields, among others. The Company recognizes that the number of suitable potential business ventures that may be available to it may be extremely limited, and may be restricted to entities who desire to avoid what these entities may deem to be the adverse factors related to an initial public offering ("IPO"). The most prevalent of these factors include substantial time requirements, legal and accounting costs, the inability to obtain an underwriter who is willing to publicly offer and sell shares, the lack of or the inability to obtain the required financial statements for such an undertaking, limitations on the amount of dilution to public investors in comparison to the stockholders of any such entities, along with other conditions or requirements imposed by various federal and state securities laws, rules and regulations. Any of these types of entities, regardless of their prospects, would require the Company to issue a substantial number of shares of its common stock to complete any such acquisition, reorganization or merger, usually amounting to between 80% and 95% of the outstanding shares of the Company following the completion of any such transaction; accordingly, investments in any such private entity, if available, would be much more favorable than any investment in the Company.

In the event that the Company engages in any transaction resulting in a change of control of the Company and/or the acquisition of a business, the Company will be required to file with the Commission a Current Report on Form 8-K within 15 days of such transaction. A filing on Form 8-K also requires the filing of audited financial statements of the business acquired, as well as pro forma financial information consisting of a pro forma condensed

balance sheet, pro forma statements of income and accompanying explanatory notes.

Although the Company has not communicated with any other entity with respect to any potential merger or acquisition transaction, management has determined to file this Registration Statement on a voluntary basis. In order to have stock quotations for its common stock on the National Association of Securities Dealers' Automated Quotation System ("Nasdaq"), an issuer must have such securities registered under the 1934 Act. Upon the effective date of this Registration Statement, which took place on or about February 12, 1999, the Company's common stock became registered for purposes of the 1934 Act. Management believes that this will make the Company more desirable for entities that may be interested in engaging in a merger or acquisition transaction.

Management intends to consider a number of factors prior to making any decision as to whether to participate in any specific business endeavor, none of which may be determinative or provide any assurance of success. These may include, but will not be limited to an analysis of the quality of the entity's management personnel; the anticipated acceptability of any new products or marketing concepts; the merit of technological changes; its present financial condition, projected growth potential and available technical, financial and managerial resources; its working capital, history of operations and future prospects; the nature of its present and expected competition; the quality and experience of its management services and the depth of its management; its potential for further research, development or exploration; risk factors specifically related to its business operations; its potential for growth, expansion and profit; the perceived public recognition or acceptance of its products, services, trademarks and name identification; and numerous other factors which are difficult, if not impossible, to properly or accurately analyze, let alone describe or identify, without referring to specific objective criteria.

Regardless, the results of operations of any specific entity may not necessarily be indicative of what may occur in the future, by reason of changing market strategies, plant or product expansion, changes in product emphasis, future management personnel and changes in innumerable other factors. Further, in the case of a new business venture or one that is in a research and development mode, the risks will be substantial, and there will be no objective criteria to examine the effectiveness or the abilities of its management or its business objectives. Also, a firm market for its products or services may yet need to be established, and with no past track record, the profitability of any such entity will be unproven and cannot be predicted with any certainty.

Management will attempt to meet personally with management and key personnel of the entity sponsoring any business opportunity afforded to the Company, visit and inspect material facilities, obtain independent analysis or verification of information provided and gathered, check references of management and key personnel and conduct other reasonably prudent measures calculated to ensure a reasonably thorough review of any particular business

opportunity; however, due to time constraints of management due to their time involvement with EuroTrade Financial, Inc. ("EuroTrade"), these activities may be limited. See the heading "Business Experience," Part I, Item 5.

EuroTrade was incorporated under the laws of the State of Texas in approximately March, 1994. EuroTrade is owned by the Thompson Family 1993 Trust, of which the children of W. Scott Thompson are the sole beneficiaries. Mr. Thompson is the President and director of EuroTrade. Mr. Silvey is not an affiliate of EuroTrade. EuroTrade facilitates reorganizations, workouts and turnarounds of financially distressed companies. Due to their common control by Mr. Thompson, EuroTrade and the following "blank check" companies may be deemed to be (or have been) affiliated:

(i) Northport Industries, Inc., a Nevada corporation (formerly known as "Environmental Pyrogenics, Inc.") ("Northport") - Mr. Thompson was a director and Secretary/Treasurer of Northport until his resignation in approximately December, 1997, in connection with the completion of an Agreement and Plan of Reorganization (the "Northport Plan") between Northport; Versatech Manufacturing, Inc., a Texas corporation ("Versatech"); and the holders of all of the outstanding shares of common stock of Versatech. Following the completion of the Northport Plan, Versatech, an operating entity, became a wholly-owned subsidiary of Northport, and Northport may no longer be deemed to be a "blank check" company;

(ii) International Healthcare Holdings, Inc., a Nevada corporation (formerly known as "Information Technology Systems, Inc.") ("IHHI") - Mr. Thompson was a director and Secretary/Treasurer of IHHI until his resignation in approximately June, 1998, in connection with an Agreement and Plan of Reorganization (the "IHHI Plan") between IHHI; IMG Latin America, Inc., an Indiana corporation ("IMGLA"); and the stockholders of IMGLA. Following the completion of the IHHI Plan, IMGLA, an operating entity, became a subsidiary of IHHI, and IHHI may no longer be deemed to be a "blank check" company;

(iii) Process Technologies, Inc., a Nevada corporation - Mr. Thompson is currently a director and the Secretary/Treasurer of this entity, which may be deemed to be a "blank check" company; and

(iv) Dimar Holding Corporation, a Nevada corporation - Mr. Thompson is currently a director and the Treasurer of this entity, which may be deemed to be a "blank check" company.

The Company is unable to predict the time as to when and if it may actually participate in any specific business endeavor. The Company anticipates that proposed business ventures will be made available to it through personal contacts of directors, executive officers and principal stockholders, professional advisors, broker dealers in securities, venture capital personnel, members of the financial community and others who may present unsolicited proposals. In certain cases, the Company may agree to pay a finder's fee or to otherwise compensate the persons who submit a potential business endeavor in which the Company eventually participates. Such persons may include the Company's directors, executive officers, beneficial owners or

their affiliates. In this event, such fees may become a factor in negotiations regarding a potential acquisition and, accordingly, may present a conflict of interest for such individuals. Management will not acquire or merge with any business in which it has an ownership interest.

The Company's directors and executive officers have not used any particular consultants, advisors or finders on a regular basis.

Although it currently has no plans to do so, depending on the nature and extent of services rendered, the Company may compensate members of management in the future for services that they may perform for the Company. Because the Company currently has extremely limited resources, and is unlikely to have any significant resources until it has completed a merger or acquisition, management expects that any such compensation would take the form of an issuance of the Company's stock to these persons; this would have the effect of further diluting the holdings of the Company's other stockholders. However, due to the minimal amount of time devoted to management by any person other than the Company's directors and executive officers, there are no preliminary agreements or understandings with respect to management compensation. Although it is not prohibited by statute, its Articles of Incorporation, the Company has no plans to borrow funds and use the proceeds to make payment to its management, promoters or affiliates.

Further, substantial fees are often paid in connection with the completion of these types of acquisitions, reorganizations or mergers, ranging from a small amount to as much as \$250,000. These fees are usually divided among promoters or founders, after deduction of legal, accounting and other related expenses, and it is not unusual for a portion of these fees to be paid to members of management or to principal stockholders as consideration for their agreement to retire a portion of the shares of common stock owned by them. Management may actively negotiate or otherwise consent to the purchase of all or any portion of its common stock as a condition to, or in connection with, a proposed merger or acquisition. It is not anticipated that any such opportunity will be afforded to other stockholders or that such stockholders will be afforded the opportunity to approve or consent to any particular stock buy-out transaction. In the event that such fees are paid, they may become a factor in negotiations regarding any potential acquisition by the Company and, accordingly, may present a conflict of interest for such individuals.

None of the Company's directors, executive officers or promoters, or their affiliates or associates, has had any negotiations with any representatives of the owners of any business or company regarding the possibility of an acquisition or merger transaction with the Company. Nor are there any present plans, proposals, arrangements or understandings with any such persons regarding the possibility of any acquisition or merger involving the Company.

Risk Factors.

In any business venture, there are substantial risks specific to

the particular enterprise which cannot be ascertained until a potential acquisition, reorganization or merger candidate has been identified; however, at a minimum, the Company's present and proposed business operations will be highly speculative and be subject to the same types of risks inherent in any new or unproven venture, and will include those types of risk factors outlined below.

Extremely Limited Assets; No Source of Revenue. The Company has virtually no assets and has had no revenue for over five years or to the date hereof. Nor will the Company receive any revenues until it completes an acquisition, reorganization or merger, at the earliest. The Company can provide no assurance that any acquired business will produce any material revenues for the Company or its stockholders or that any such business will operate on a profitable basis.

Discretionary Use of Proceeds; "Blank Check" Company. Because the Company is not currently engaged in any substantive business activities, as well as management's broad discretion with respect to the acquisition of assets, property or business, the Company may be deemed to be a "blank check" company. Although management intends to apply any proceeds it may receive through the issuance of stock or debt to a suitable acquisition, subject to the criteria identified above, such proceeds will not otherwise be designated for any more specific purpose. The Company can provide no assurance that any use or allocation of such proceeds will allow it to achieve its business objectives.

Absence of Substantive Disclosure Relating to Prospective Acquisitions. Because the Company has not yet identified any assets, property or business that it may acquire, potential investors in the Company will have virtually no substantive information upon which to base a decision whether to invest in the Company. Potential investors would have access to significantly more information if the Company had already identified a potential acquisition or if the acquisition target had made an offering of its securities directly to the public. The Company can provide no assurance that any investment in the Company will not ultimately prove to be less favorable than such a direct investment.

Unspecified Industry and Acquired Business; Unascertainable Risks. To date, the Company has not identified any particular industry or business in which to concentrate its acquisition efforts. Accordingly, prospective investors currently have no basis to evaluate the comparative risks and merits of investing in the industry or business in which the Company may acquire. To the extent that the Company may acquire a business in a high risk industry, the Company will become subject to those risks. Similarly, if the Company acquires a financially unstable business or a business that is in the early stages of development, the Company will become subject to the numerous risks to which such businesses are subject. Although management intends to consider the risks inherent in any industry and business in which it may become involved, there can be no assurance that it will correctly assess such risks.

Uncertain Structure of Acquisition. Management has had no preliminary contact or discussions regarding, and there are no present plans, proposals or arrangements to acquire any specific assets, property or business. Accordingly, it is unclear whether such an acquisition would take the form of an exchange of capital stock, a merger or an asset acquisition. However, because the Company has virtually no resources as of the date of this Registration Statement, management expects that any such acquisition would take the form of an exchange of capital stock. See Part I, Item 2.

Auditor's 'Going Concern' Opinion. The Independent Auditor's Report issued in connection with the audited financial statements of the Company for the calendar years ended December 31, 1998, and 1997, expresses "substantial doubt about its ability to continue as a going concern," due to the Company's status as a development stage company and its lack of significant operations. See the Index to Financial Statements, Part F/S of this Registration Statement.

State Restrictions on "Blank Check" Companies. A total of 36 states prohibit or substantially restrict the registration and sale of "blank check" companies within their borders. Additionally, 36 states use "merit review powers" to exclude securities offerings from their borders in an effort to screen out offerings of highly dubious quality. See paragraph 8221, NASAA Reports, CCH Topical Law Reports, 1990. The Company intends to comply fully with all state securities laws, and plans to take the steps necessary to ensure that any future offering of its securities is limited to those states in which such offerings are allowed. However, while the Company has no substantive business operations and is deemed to a "blank check" Company, these legal restrictions may have a material adverse impact on the Company's ability to raise capital because potential purchasers of the Company's securities must be residents of states that permit the purchase of such securities. These restrictions may also limit or prohibit stockholders from reselling shares of the Company's common stock within the borders of regulating states.

By regulation or policy statement, eight states (Idaho, Maryland, Missouri, Nevada, New Mexico, Pennsylvania, Utah and Washington), some of which are included in the group of 36 states mentioned above, place various restrictions on the sale or resale of equity securities of "blank check" or "blind pool" companies. These restrictions include, but are not limited to, heightened disclosure requirements, exclusion from "manual listing" registration exemptions for secondary trading privileges and outright prohibition of public offerings of such companies. Because the Company does not intend to make any offering of its securities in the foreseeable future, management does not believe that any state restriction on "blank check" offerings will have any effect on the Company.

In most jurisdictions, "blank check" and "blind pool" companies are not eligible for participation in the Small Corporate Offering Registration ("SCOR") program, which permits an issuer to notify the Securities and Exchange Commission of certain offerings registered in such states by filing a Form D under Regulation D of the Securities and Exchange Commission.

All states (with the exception of Alabama, Delaware, Florida, Hawaii, Minnesota, Nebraska and New York) have adopted some form of SCOR. States participating in the SCOR program also allow applications for registration of securities by qualification by filing a Form U-7 with the states' securities commissions. Nevertheless, the Company does not anticipate making any SCOR offering or other public offering in the foreseeable future, even in any jurisdiction where it may be eligible for participation in SCOR, despite its status as a "blank check" or "blind pool" company.

The net effect of the above-referenced laws, rules and regulations will be to place significant restrictions on the Company's ability to register, offer and sell and/or to develop a secondary market for shares of the Company's common stock in virtually every jurisdiction in the United States. These restrictions should cease once and if the Company acquires a venture by purchase, reorganization or merger, so long as the business operations succeeded to involve sufficient activities of a specific nature.

Management to Devote Insignificant Time to Activities of the Company. Members of the Company's management are not required to devote their full time to the affairs of the Company. Because of their time commitments, as well as the fact that the Company has no business operations, the members of management currently devote one hour a week to the activities of the Company, until such time as the Company has identified a suitable acquisition target.

No Market for Common Stock; No Market for Shares. Although the Company intends to submit for quotation of its common stock on the OTC Bulletin Board of the NASD before any merger or acquisition transaction, and to seek a broker-dealer to act as market maker for its securities (without the use of any consultant), there is currently no market for such shares, there have been no discussions with any broker-dealer or any other person in this regard, and no market maker has been identified; there can be no assurance that such a market will ever develop or be maintained. Any market price for shares of common stock of the Company is likely to be very volatile, and numerous factors beyond the control of the Company may have a significant effect. In addition, the stock markets generally have experienced, and continue to experience, extreme price and volume fluctuations which have affected the market price of many small capital companies and which have often been unrelated to the operating performance of these companies. These broad market fluctuations, as well as general economic and political conditions, may adversely affect the market price of the Company's common stock in any market that may develop. Sales of "restricted securities" under Rule 144 may also have an adverse effect on any market that may develop. With the exception of the "restricted securities" issued to Messrs. Silvey, Thompson and Leonard W. Burningham, Esq., pursuant to Rule 701 of the Securities and Exchange Commission immediately prior to the filing of this Registration Statement, all outstanding securities of the Company have satisfied the "holding" period requirements of Rule 144. The 701 securities will become tradable under Rule 144 ninety days after the effective date of this Registration Statement or approximately five months from the filing of this Registration Statement. See Part II, Item 4, and Part III, Item 1.

Risks of "Penny Stock." The Company's common stock may be deemed to be "penny stock" as that term is defined in Reg. Section 240.3a51-1 of the Securities and Exchange Commission. Penny stocks are stocks (i) with a price of less than five dollars per share; (ii) that are not traded on a "recognized" national exchange; (iii) whose prices are not quoted on the NASDAQ automated quotation system (NASDAQ-listed stocks must still meet requirement (i) above); or (iv) in issuers with net tangible assets less than \$2,000,000 (if the issuer has been in continuous operation for at least three years) or \$5,000,000 (if in continuous operation for less than three years), or with average revenues of less than \$6,000,000 for the last three years.

There has been no "established public market" for the Company's common stock during the last five years. At such time as the Company completes a merger or acquisition transaction, if at all, it may attempt to qualify for quotation on either NASDAQ or a national securities exchange. However, at least initially, any trading in its common stock will most likely be conducted in the over-the-counter market in the "pink sheets" or the OTC Bulletin Board of the NASD.

Section 15(g) of the Securities Exchange Act of 1934, as amended, and Reg. Section 240.15g-2 of the Securities and Exchange Commission require broker-dealers dealing in penny stocks to provide potential investors with a document disclosing the risks of penny stocks and to obtain a manually signed and dated written receipt of the document before effecting any transaction in a penny stock for the investor's account. Potential investors in the Company's common stock are urged to obtain and read such disclosure carefully before purchasing any shares that are deemed to be "penny stock."

Moreover, Reg. Section 240.15g-9 of the Securities and Exchange Commission requires broker-dealers in penny stocks to approve the account of any investor for transactions in such stocks before selling any penny stock to that investor. This procedure requires the broker-dealer to (i) obtain from the investor information concerning his or her financial situation, investment experience and investment objectives; (ii) reasonably determine, based on that information, that transactions in penny stocks are suitable for the investor and that the investor has sufficient knowledge and experience as to be reasonably capable of evaluating the risks of penny stock transactions; (iii) provide the investor with a written statement setting forth the basis on which the broker-dealer made the determination in (ii) above; and (iv) receive a signed and dated copy of such statement from the investor, confirming that it accurately reflects the investor's financial situation, investment experience and investment objectives. Compliance with these requirements may make it more difficult for investors in the Company's common stock to resell their shares to third parties or to otherwise dispose of them.

Inability to Locate Certain Stockholders. Despite its best efforts, the Company has been unable to identify a mailing address for W. B. Phillips, Trustee FBO ECO Industries, who is the record owner of approximately 8.6% of the Company's outstanding common stock. Management has also attempted to identify the principals of World Securities, Ltd. ("World"), which is the

record owner of approximately 7.4% of the Company's outstanding shares. In connection with this attempt, the Company's counsel has contacted Schroder Cayman Bank & Trust ("Schroder"), which its stockholder list shows as the mailing address for World. He was informed that World had been "struck off" the corporate rolls approximately eight or nine years ago and that the assets of such an entity will eventually escheat to the Cayman Islands government if not claimed by the entity's beneficial owners. To the knowledge of management, the Company's shares held by World Securities have not yet been claimed by its beneficial owners and have not yet escheated to the Cayman Islands government.

The Company has been unable to identify the persons or entities who are the current beneficial owners of the shares held in the names of W. B. Phillips, Trustee FBO ECO Industries; World; and George Bethurum (the record owner of approximately 4% of the Company's outstanding shares of common stock). The Company may face certain adverse consequences of this inability. For example, the Company may be unable to assemble a quorum of stockholders in connection with future stockholder meetings. This may effectively prevent the Company from taking certain actions that require stockholder approval. These actions include, for example, changing the Company's name, altering its capital structure or otherwise amending the Company's Articles of Incorporation, electing directors, and (in certain cases) effectuating a merger. The inability to assemble a quorum of stockholders may substantially limit the Company's ability to make itself a more attractive merger or acquisition candidate.

Section 16-10a-725 of the Utah Revised Business Corporation Act defines a quorum as "a majority of the votes entitled to be cast on the matter." Under Section 16-10a-727, a corporation's Articles of Incorporation may provide for a greater quorum requirement. The Company's Articles of Incorporation do not impose any greater quorum requirement than that set forth in Section 16-10a-725. Therefore, based on the 3,050,000 currently outstanding shares of the Company's common stock, the holders of 1,525,001 shares would constitute a quorum.

Section 16-10a-1601(3) of the Utah Revised Business Corporation Act requires Utah corporations to maintain a list of stockholders and their addresses. The statutes do not provide any remedy for failure to maintain a complete list of such information for all holders, and the Company has not located any cases in which such a failure gave rise to any private or public cause of action against a Utah corporation. Nor do the statutes or Utah case law give any indication as to whether the Company will be deemed to be in violation of Section 16-10a-1601(3) due to its lack of addresses for Mr. Phillips and World Securities. These uncertainties may make the Company less desirable as a merger or acquisition candidate.

The Utah Revised Business Corporation Act does not require a Utah corporation to take affirmative steps to ensure that the addresses of its stockholders on the corporation's records are kept current. Under Section 16-10a-641 of the Utah Revised Business Corporation Act, if a corporation has mailed three successive distributions to a stockholder at that holder's record

address, and the distributions have been returned as undeliverable, no further attempt to deliver distributions must be made until a new address is made available to the corporation. At that time, all accumulated distributions must be mailed to the stockholder at the new address. Although the Company has no plans to make any distribution to stockholders in the foreseeable future, it will comply with Section 16-10a-641 in connection with any future distributions.

The Company May Be Deemed to Be a "Blank Check" Company.

The limited business operations of the Company, as now contemplated, involve those of a "blank check" company. The only activities to be conducted by the Company are to manage its current limited assets and to seek out and investigate the acquisition of any viable business opportunity by purchase and exchange for securities of the Company or pursuant to a reorganization or merger through which securities of the Company will be issued or exchanged.

The Company Will Seek Out Business Opportunities.

Management will seek out and investigate business opportunities through every reasonably available fashion, including personal contacts, professionals, securities broker dealers, venture capital personnel, members of the financial community and others who may present unsolicited proposals; the Company may also advertise its availability as a vehicle to bring a company to the public market through a "reverse" reorganization or merger.

Status of any Publicly Announced New Product or Service.

None; not applicable.

Competitive Business Conditions.

Management believes that there are literally thousands of "blank check" companies engaged in endeavors similar to those engaged in by the Company; many of these companies have substantial current assets and cash reserves. Competitors also include thousands of other publicly-held companies whose business operations have proven unsuccessful, and whose only viable business opportunity is that of providing a publicly-held vehicle through which a private entity may have access to the public capital markets. There is no reasonable way to predict the competitive position of the Company or any other entity in the strata of these endeavors; however, the Company, having limited assets and cash reserves, will no doubt be at a competitive disadvantage in competing with entities which have recently completed IPO's, have significant cash resources and have recent operating histories when compared with the complete lack of any substantive operations by the Company for the past several years.

Sources and Availability of Raw Materials and Names of Principal Suppliers.

None; not applicable.

Dependence on One or a Few Major Customers.

None; not applicable.

Patents, Trademarks, Licenses, Franchises, Concessions, Royalty Agreements or Labor Contracts.

None; not applicable.

Need for any Governmental Approval of Principal Products or Services.

Because the Company currently produces no products or services, it is not presently subject to any governmental regulation in this regard. However, in the event that the Company engages in a merger or acquisition transaction with an entity that engages in such activities, it will become subject to all governmental approval requirements to which the merged or acquired entity is subject.

Effect of Existing or Probable Governmental Regulations on Business.

The integrated disclosure system for small business issuers adopted by the Commission in Release No. 34-30968 and effective as of August 13, 1992, substantially modified the information and financial requirements of a "Small Business Issuer," defined to be an issuer that has revenues of less than \$25 million; is a U.S. or Canadian issuer; is not an investment company; and if a majority-owned subsidiary, the parent is also a small business issuer; provided, however, an entity is not a small business issuer if it has a public float (the aggregate market value of the issuer's outstanding securities held by non-affiliates) of \$25 million or more.

The Commission, state securities commissions and the North American Securities Administrators Association, Inc. ("NASAA") have expressed an interest in adopting policies that will streamline the registration process and make it easier for a small business issuer to have access to the public capital markets. The present laws, rules and regulations designed to promote availability to the small business issuer of these capital markets and similar laws, rules and regulations that may be adopted in the future will substantially limit the demand for "blank check" companies like the Company,

and may make the use of these companies obsolete.

Research and Development.

None; not applicable.

Cost and Effects of Compliance with Environmental Laws.

None; not applicable. However, environmental laws, rules and regulations may have an adverse effect on any business venture viewed by the Company as an attractive acquisition, reorganization or merger candidate, and these factors may further limit the number of potential candidates available to the Company for acquisition, reorganization or merger.

Number of Employees.

None.

Item 2. Management's Discussion and Analysis or Plan of Operation.

Plan of Operation.

The Company has not engaged in any material operations or had any revenues from operations during the last two fiscal years. The Company's plan of operation for the next 12 months is to continue to seek the acquisition of assets, property or business that may benefit the Company and its stockholders. Because the Company has virtually no resources, management anticipates that to achieve any such acquisition, the Company will be required to issue shares of its common stock as the sole consideration for such venture.

During the next 12 months, the Company's only foreseeable cash requirements will relate to maintaining the Company in good standing or the payment of expenses associated with reviewing or investigating any potential business venture, which may be advanced by management or principal stockholders as loans to the Company. Because the Company has not identified any such venture as of the date of this Registration Statement, it is impossible to predict the amount of any such loan. However, any such loan will not exceed \$25,000 and will be on terms no less favorable to the Company than would be available from a commercial lender in an arm's length transaction. As of the date of this Registration Statement, the Company has not actively begun to seek any such venture. No advance or loan from any affiliate will be required to be repaid as a condition to any agreement with future acquisition partners.

Results of Operations.

The Company has had no material operations for over five years. The Company incurred losses of (\$1,663), for the period ended September 30, 1998; (\$422) for the year ended December 31, 1997; and (\$6,385) for the year ended December 31, 1996. Primarily all of these expenses were utilized for attorney's fees, accounting fees and filing fees to maintain the Company in good standing.

Liquidity.

During the nine months ended September 30, 1998, capital contributions by a principal stockholder amounted to \$1,218; the amount of \$3,167 was similarly contributed during the year ended December 31, 1997; \$473 were contributed in the year ended December 31, 1996.

Item 3. Description of Property.

The Company has no assets, property or business; its principal executive office address and telephone number are the office address and telephone number of its Secretary, W. Scott Thompson, and are provided at no cost. Because the Company has no current business operations, its activities have been limited to keeping itself in good standing in the State of Utah, and with preparing this Registration Statement and the accompanying financial statements. These activities have consumed an insignificant amount of management's time; accordingly, the costs to Mr. Thompson of providing the use of his office and telephone have been minimal.

Item 4. Security Ownership of Certain Beneficial Owners and Management.

Security Ownership of Certain Beneficial Owners.

The following table sets forth the share holdings of those persons who own more than five percent of the Company's common stock as of April 21, 1999, to wit:

<TABLE>

<CAPTION>

Name and Address -----	Number of Shares Beneficially Owned -----	Percentage of Class -----
<S> William F. Donovan 1140 Westmont Suite #300	<C> 154,400	<C> 4.40%

Houston, Texas 77015

W.B. Phillips TTEE FBO ECO Industries	300,000	8.55%
William A. Silvey, Jr. 5227 Cripple Creek Court Houston, Texas 77017	1,313,000 (1)	37.43%
W. Scott Thompson 6371 Richmond, #200 Houston, Texas 77057	194,000 (2)	5.53%
World Securities, Ltd. Box 1040 Schroder Cayman Bank & Trust Georgetown, Grand Cayman, BWI	260,000	7.41%
TOTALS:	2,221,400	63.32%

</TABLE>

- (1) A total of 125,000 of these shares are held jointly by Mr. Silvey and his wife, Helen Silvey. Due to their marital relationship, Ms. Silvey may be deemed to be the beneficial owner of all shares held in Mr. Silvey's name.
- (2) Includes shares held as custodian for Traci L. Thompson, his daughter.

The Company is unable to locate either W. B. Phillips, Trustee FBO ECO Industries; World Securities Ltd.; or the current beneficial owners of the shares held of record by George Bethurum, who is deceased. These holders collectively own approximately 20% of the outstanding shares of the Company's common stock. This inability may make it difficult or impossible to assemble a quorum of stockholders and may impair the Company's ability to take certain actions, such as amending its Articles of Incorporation, that require the approval of stockholders. See the Risk Factor "Inability to Locate Certain Stockholders."

If the stock holdings of the Company's current directors and executive officers are diluted, Mr. Phillips; World Securities and the heirs of Mr. Bethurum may become the principal stockholders of the Company. In addition, the shares of the Company that are owned by World Securities escheat to the Cayman Islands government, due to the "striking off" of World Securities as discussed under the Risk Factor "Inability to Locate Certain Stockholders." Each of these events may create additional uncertainty for the Company in the management of its affairs.

Security Ownership of Management.

 The following table sets forth the share holdings of the Company's directors and executive officers as of April 21, 1999, to wit:

Name and Address -----	Number of Shares Beneficially Owned as of 12/31/96 -----	Percentage of of Class -----
[S]	[C]	[C]
William A. Silvey, Jr. 5227 Cripple Creek Court Houston, Texas 77017	1,313,000 (1)	37.43%
W. Scott Thompson 6371 Richmond, #200 Houston, Texas 77057	194,000 (2)	5.53%
TOTALS	1,507,000	42.97%

(1) A total of 125,000 of these shares are held jointly by Mr. Silvey and his wife, Helen Silvey. Due to their marital relationship, Ms. Silvey may be deemed to be the beneficial owner of all shares held in Mr. Silvey's name.

(2) Includes shares held as custodian for Traci L. Thompson, his daughter.

Changes in Control.

There are no present arrangements or pledges of the Company's securities which may result in a change in control of the Company.

Item 5. Directors, Executive Officers, Promoters and Control Persons.

Identification of Directors and Executive Officers.

The following table sets forth the names of all current directors and executive officers of the Company. These persons will serve until the next annual meeting of the stockholders or until their successors are elected or appointed and qualified, or their prior resignation or termination.

<TABLE>

Name -----	Positions Held -----	Date of Election or Designation -----	Date of Termination or Resignation -----
<S>	<C>	<C>	<C>

William A. Silvey, Jr. President, Director	10/83	*
W. Scott Thompson Sec/Tres, Director	7/96	*

</TABLE>

* These persons presently serve in the capacities indicated.

Business Experience.

W. A. Silvey, Jr. Mr. Silvey is 63 years of age and has over 35 years experience as an officer and director of operating companies, venture capitalist, financial consultant and business consultant. He was one of the founders of Intermedics, Inc. which grew to be one of the largest medical products companies in the world. Mr. Silvey has founded and operated more than fifteen companies during his business career. Since April 1993, he has been an associate of Eurotrade Financial, Inc., a Houston based financial consulting firm. Mr. Silvey is a graduate of California Institute of Technology with a Bachelors Degree in Mechanical Engineering. He also holds a Masters in Business Administration from Stanford University.

W. Scott Thompson. Mr. Thompson is 49 years of age and has over 20 years experience as a venture capitalist and financial consultant. Since April 1993, Mr. Thompson has served as the President of Eurotrade Financial, Inc., a Houston based financial consulting firm. Prior to his tenure with Eurotrade, Mr. Thompson was employed by Harris-Forbes, Inc. (a Houston based financial and venture capital firm), from October 1983 to March 1993. Mr. Thompson still serves as an officer, director and consultant to Harris-Forbes. He is a graduate from the University of Texas with a Bachelors Degree in Business Administration and attended two years of graduate school of business working toward a double masters in business and accounting.

Other "Public Shell" Activities

W. Scott Thompson and William A. Silvey, Jr. have been involved as directors and executive officers of other companies that may be deemed to be "blank check" companies and future involvement in other "blank check" companies is likely, but presently unplanned.

The following table summarizes the companies for which Mr. Thompson and Mr. Silvey have served as a director, executive officer or consultant and which have completed a reorganization or merger, and the consideration received by Messrs. Thompson and Silvey in connection with each reorganization.

<TABLE>
<CAPTION>

OTC
Bulletin
Board Reorg.

Original Company Name	New Company Name	Symbol	Date	Consideration
<S> Environmental Pyrogenics, Inc.	<C> Northport Industries, Inc.	<C> PESO	<C> 12/24/97	<C> 135,000 shares* \$25,000*
Information Technology Systems, Inc.	International Healthcare Holdings	IHHC	6/98	140,000 shares* \$18,000*

* Messrs. Thompson and Silvey each received the number of "restricted securities" and amount of money indicated as compensation for services rendered; all shares were issued under Rule 701 of the Securities and Exchange Commission as consideration for services rendered in connection with the structuring and closing of a reorganization agreement's with each of these companies.

Significant Employees.

The Company has no employees who are not executive officers.

Family Relationships.

Involvement in Certain Legal Proceedings.

During the past five years, no present or former director, executive officer or person nominated to become a director or an executive officer of the Company:

(1) was a general partner or executive officer of any business against which any bankruptcy petition was filed, either at the time of the bankruptcy or two years prior to that time;

(2) was convicted in a criminal proceeding or named subject to a pending criminal proceeding (excluding traffic violations and other minor offenses);

(3) was subject to any order, judgment or decree, not subsequently reversed, suspended or vacated, of any court of competent jurisdiction, permanently or temporarily enjoining, barring, suspending or otherwise limiting his involvement in any type of business, securities or banking activities; or

(4) was found by a court of competent jurisdiction (in a civil action), the Securities and Exchange Commission or the Commodity Futures Trading Commission to have violated a federal or state securities or commodities law, and the judgment has not been reversed, suspended or vacated.

Item 6. Executive Compensation.

The following table sets forth the aggregate compensation paid by the Company for services rendered during the periods indicated:

</TABLE>
<TABLE>
<CAPTION>

SUMMARY COMPENSATION TABLE

Long Term Compensation

Annual Compensation Awards Payouts

(a)	(b)	(c)	(d)	(e)	(f)	(g)	(h)	(i)
Name and Principal Position	Year or Period Ended	Salary (\$)	Bonus (\$)	Other Annual Compensation	Restricted Stock	Securities Underlying Options	LTIP Payouts	All Other Compensation
William A. Silvey, Jr., President, Director	12/31/96 12/31/97 9/30/98	0 0 0	0 0 0	0 0 0	0 0 0	0 0 0	0 0 0	0 0 0
W. Scott Thompson, Secretary and Director	12/31/96 12/31/97 9/30/98	0 0 0	0 0 0	0 0 0	0 0 0	0 0 0	0 0 0	0 0 0

</TABLE>

Immediately prior to the filing of the Registration Statement, Messrs. Silvey and Thompson were each issued 183,000 shares of "restricted securities" of the Company valued at \$.01 per share, for non-capital raising services rendered to the Company. See Part II, Item 4, and Part III, Item 1.

No cash compensation, deferred compensation or long-term incentive plan awards were issued or granted to the Company's management during the calendar years ended December 31, 1997 or 1996, or the period ended September 30, 1998. Further, no member of the Company's management has been granted any option or stock appreciation rights; accordingly, no tables relating to such items have been included within this Item.

Compensation of Directors.

There are no standard arrangements pursuant to which the Company's directors are compensated for any services provided as director. No additional amounts are payable to the Company's directors for committee participation or special assignments.

Employment Contracts and Termination of Employment and Change-in-Control Arrangements.

There are no employment contracts, compensatory plans or arrangements, including payments to be received from the Company, with respect to any director or executive officer of the Company which would in any way result in payments to any such person because of his or her resignation, retirement or other termination of employment with the Company, any change in control of the Company, or a change in the person's responsibilities following a change in control of the Company.

Item 7. Certain Relationships and Related Transactions.

There have been no material transactions, series of similar transactions, currently proposed transactions, or series of similar transactions, to which the Company and any director, executive officer, five percent stockholder or associate of any of these persons except the following: immediately prior to the filing of this Registration Statement, the Company issued 183,000 shares of "restricted securities" of the Company to Messrs. Silvey and Thompson (183,000 each) pursuant to Rule 701 of the Securities and Exchange Commission for compensation for non-capital raising services valued at \$.01 per share. The non-capital raising services rendered included, but were not limited to bringing the Company current in its filings with the State of Utah; various meetings and conferences in respect thereof; review of related correspondence and pleadings; discussions with the Company's accounting firm and review of drafts and final copies of audited financial statements; and various conference calls and discussions with Mr. Burningham regarding same. See Part II, Item 4, and Part III, Item 1.

Item 8. Description of Securities.

The Company has one class of securities authorized, consisting of 100,000,000 shares of \$.001 par value common voting stock. There are currently 3,507,500 shares issued and outstanding. The holders of the Company's common stock are entitled to one vote per share on each matter submitted to a vote at a meeting of stockholders. The shares of common stock do not carry cumulative voting rights in the election of directors.

Stockholders of the Company have no pre-emptive rights to acquire additional shares of common stock or other securities. The common stock is

not subject to redemption rights and carries no subscription or conversion rights. In the event of liquidation of the Company, the shares of common stock are entitled to share equally in corporate assets after satisfaction of all liabilities. All shares of the common stock now outstanding are fully paid and non-assessable.

There are no outstanding options, warrants or calls to purchase any of the authorized securities of the Company.

There is no provision in the Company's Articles of Incorporation, as amended, that would delay, defer, or prevent a change in control of the Company. The Company does not have any bylaws.

PART II

Item 1. Market Price of and Dividends on the Company's Common Equity and Other Stockholder Matters.

Market Information.

There has never been any established "public market" for shares of common stock of the Company. The Company intends to submit its common stock for quotation on the OTC Bulletin Board of the National Association of Securities Dealers ("NASD"); however, management does not expect any public market to develop unless and until the Company completes an acquisition, reorganization or merger. In any event, no assurance can be given that any market for the Company's common stock will develop or be maintained. If a public market ever develops in the future, the sale of "unregistered" and "restricted" shares of common stock pursuant to Rule 144 of the Securities and Exchange Commission by members of management may have a substantial adverse impact on any such public market, and, with the exception of the "restricted securities" issued to Messrs. Silvey, Thompson and Leonard W. Burningham, Esq. pursuant to Rule 701 of the Securities and Exchange Commission immediately prior to the filing of this Registration Statement, all current and former members of management have already satisfied the "holding period" requirement of Rule 144. The 701 securities will become tradable under Rule 144 ninety days after the effective date of this Registration Statement or approximately five months from the filing of this Registration Statement. See Part II, Item 4, and Part III, Item 1.

Holders.

The number of record holders of the Company's securities as of the date of this Registration Statement is approximately 185.

Dividends.

The Company has not declared any cash dividends with respect to its common stock, and does not intend to declare dividends in the foreseeable future. The future dividend policy of the Company cannot be ascertained with any certainty, and if and until the Company completes any acquisition, reorganization or merger, no such policy will be formulated. There are no material restrictions limiting, or that are likely to limit, the Company's ability to pay dividends on its securities.

Item 2. Legal Proceedings.

The Company is not a party to any pending legal proceeding and, to the knowledge of management, no federal, state or local governmental agency is presently contemplating any proceeding against the Company. No director, executive officer or affiliate of the Company or owner of record or beneficially of more than five percent of the Company's common stock is a party adverse to the Company or has a material interest adverse to the Company in any proceeding.

Item 3. Changes in and Disagreements with Accountants on Accounting and Financial Disclosure.

There have been no changes in the Company's principal independent accountant in the past two fiscal years or as of the date of this Registration Statement.

Item 4. Recent Sales of Unregistered Securities.

Name ----	Date ----	Shares -----	Compensation -----
W. A. Silvey, Jr.	11/23/98	183,000	Services*
W. Scott Thompson	11/23/98	183,000	Services*
Leonard W. Burningham, Esq.	11/23/98	91,500	Services*

* All services are non-capital raising and valued at \$.01 per share; these securities were issued pursuant to Rule 701 of the Securities and Exchange Commission. These non-capital raising services include, but are not limited to bringing the Company current in its filings with the State of Utah; various meetings and conferences in respect thereof; review of related correspondence and pleadings; discussions with the Company's accounting firm and review of drafts and final copies of audited financial statements; and various conference calls and discussions with Mr. Burningham respecting same.

Item 5. Indemnification of Directors and Officers.

Section 16-10a-902(1) of the Utah Revised Business Corporation Act

authorizes a Utah corporation to indemnify any director against liability incurred in any proceeding if he or she acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful.

Section 16-10a-902(4) prohibits a Utah corporation from indemnifying a director in a proceeding by or in the right of the corporation in which the director was adjudged liable to the corporation or in a proceeding in which the director was adjudged liable on the basis that he or she improperly received a personal benefit. Otherwise, Section 16-10a-902(5) allows indemnification for reasonable expenses incurred in connection with a proceeding by or in the right of a corporation.

Unless limited by the Articles of Incorporation, Section 16-10a-905 authorizes a director to apply for indemnification to the court conducting the proceeding or another court of competent jurisdiction. Section 16-10a-907(1) extends this right to officers of a corporation as well.

Unless limited by the Articles of Incorporation, Section 16-10a-903 requires that a corporation indemnify a director who was successful, on the merits or otherwise, in defending any proceeding to which he or she was a party against reasonable expenses incurred in connection therewith. Section 16-10a-907(1) extends this protection to officers of a corporation as well.

Pursuant to Section 16-10a-904(1), the corporation may advance a director's expenses incurred in defending any proceeding upon receipt of an undertaking and a written affirmation of his or her good faith belief that he or she has met the standard of conduct specified in Section 16-10a-902. Unless limited by the Articles of Incorporation, Section 16-10a-907(2) extends this protection to officers, employees, fiduciaries and agents of a corporation as well.

Regardless of whether a director, officer, employee, fiduciary or agent has the right to indemnity under the Utah Revised Business Corporation Act, Section 16-10a-908 allows the corporation to purchase and maintain insurance on his or her behalf against liability resulting from his or her corporate role.

PART F/S

Index to Financial Statements
Report of Certified Public Accountants

Financial Statements

BETHURUM LABORATORIES, INC.
(A Development Stage Company)

FINANCIAL STATEMENTS

December 31, 1998 and 1997

INDEPENDENT AUDITORS' REPORT

The Board of Directors
Bethurum Laboratories, Inc.
(A Development Stage Company)
Salt Lake City, Utah

We have audited the accompanying balance sheet of Bethurum Laboratories, Inc., (a development stage company), as of December 31, 1998 and the related statements of operations, stockholders' equity (deficit), and cash flows for the years ended December 31, 1998 and 1997 and for the period from inception on April 22, 1983 through December 31, 1998. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with generally accepted auditing standards. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes 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 financial statements referred to above present fairly, in all material respects, the financial position of Bethurum Laboratories, Inc., as of December 31, 1998 and the results of its operations and its cash flows for the years ended December 31, 1998 and 1997 and for the period from inception on April 22, 1983 through December 31, 1998 in conformity with generally accepted accounting principles.

The accompanying financial statements have been prepared assuming that the Company will continue as a going concern. As discussed in Note 2 to the financial statements, the Company is a development stage company with no significant operating results to date, which raises substantial doubt about its ability to continue as a going concern. Management's plans in regard to these matters are also described in Note 2. The financial statements do not include any adjustments that might result from the outcome of this uncertainty.

/S/Jones, Jensen & Company
Jones, Jensen & Company
Salt Lake City, Utah
February 23, 1999

<TABLE>

BETHURUM LABORATORIES, INC.
(A Development Stage Company)
Balance Sheet

<CAPTION>

ASSETS

December 31,
1998

<S>

<C>

CURRENT ASSETS

Cash \$ -

Total Current Assets -

TOTAL ASSETS \$ -

LIABILITIES AND STOCKHOLDERS EQUITY (DEFICIT)

CURRENT LIABILITIES

Accounts payable \$ 15,711

Total Liabilities 15,711

STOCKHOLDERS' EQUITY (DEFICIT)

Common stock; authorized 100,000,000
common shares at \$0.001 par value;
3,507,500 shares issued and
outstanding 3,508

Additional paid-in capital 22,425

Deficit accumulated during
development stage (41,644)

Total Stockholders' Equity (Deficit) (15,711)

TOTAL LIABILITIES AND
STOCKHOLDERS' EQUITY (DEFICIT) \$ -

</TABLE>

<TABLE>

BETHURUM LABORATORIES, INC.
(A Development Stage Company)
Statements of Operations

<CAPTION>

From
Inception on
April 22,

	For the Years Ended December 31,		1983 Through December 31,
	1998	1997	1998
<S> REVENUES	<C> \$ -	<C> \$ -	<C> \$ -
EXPENSES			
General and administrative	14,948	155	39,536
Total Expenses	14,948	155	39,536
LOSS FROM OPERATIONS	(14,948)	(155)	(39,536)
OTHER EXPENSE			
Interest expense	(293)	(267)	(2,108)
Total Other Expense	(293)	(267)	(2,108)
NET LOSS	\$ (15,241)	\$ (422)	\$ (41,644)
WEIGHTED AVERAGE LOSS PER SHARE	\$ (0.00)	\$ (0.00)	

</TABLE>
<TABLE>

BETHURUM LABORATORIES, INC.
(A Development Company)
Statements of Stockholders' Equity (Deficit)
From Inception on April 22, 1983 to December 31, 1998

<CAPTION>

	Common Stock Shares	Common Stock Amount	Additional Paid-in Capital	Deficit Accumulated During the Development Stage
<S>	<C>	<C>	<C>	<C>
Balance on inception	-	\$ -	\$ -	\$ -
Issuance of common stock for cash at inception at approximately \$.005 per share	300,000	300	1,200	-
Issuance of common stock for services at \$0.01 per share	2,500,000	2,500	12,500	-
Common stock issued during reorganization agreement	10,000,000	10,000	(10,000)	-

Cancellation of common stock from divestiture agreement	(9,750,000)	(9,750)	9,750	-
Net loss from inception to December 31, 1986	-	-	-	(18,049)
Balance, December 31, 1986	3,050,000	3,050	13,450	(18,049)
Net loss for the year ended December 31, 1987	-	-	-	(124)
Balance, December 31, 1987	3,050,000	3,050	13,450	(18,173)
Net loss for the year ended December 31, 1988	-	-	-	(134)
Balance, December 31, 1988	3,050,000	3,050	13,450	(18,307)
Net loss for the year ended December 31, 1989	-	-	-	(144)
Balance, December 31, 1989	3,050,000	3,050	13,450	(18,451)
Net loss for the year ended December 31, 1990	-	-	-	(156)
Balance, December 31, 1990	3,050,000	3,050	13,450	(18,607)
Net loss for the year ended December 31, 1991	-	-	-	(169)
Balance, December 31, 1991	3,050,000	3,050	13,450	(18,776)
Net loss for the year ended December 31, 1992	-	-	-	(182)
Balance, December 31, 1992	3,050,000	3,050	13,450	(18,958)
Net loss for the year ended December 31, 1993	-	-	-	(196)
Balance, December 31, 1993	3,050,000	3,050	13,450	(19,154)
Net loss for the year ended December 31, 1994	-	-	-	(213)
Balance, December 31, 1994	3,050,000	3,050	13,450	(19,367)
Net loss for the year ended December 31, 1995	-	-	-	(229)

Balance, December 31, 1995	3,050,000	3,050	13,450	(19,596)
Expenses paid on the Company's behalf	-	-	473	-
Net loss for the year ended December 31, 1996	-	-	-	(6,385)
Balance, December 31, 1996	3,050,000	3,050	13,923	(25,981)
Expenses paid on the Company's behalf	-	-	3,167	-
Net loss for the year ended December 31, 1997	-	-	-	(422)
Balance, December 31, 1997	3,050,000	\$ 3,050	\$17,090	\$ (26,403)
Expenses paid on the Company's behalf (unaudited)	-	-	1,218	-
Common stock issued for services at \$0.01 per share	457,500	458	4,117	-
Net loss for the year ended December 31, 1998	-	-	-	(15,241)
Balance, December 31, 1998	3,507,500	\$ 3,508	\$22,425	\$ (41,644)

</TABLE>

<TABLE>

BETHURUM LABORATORIES, INC.
(A Development Stage Company)
Statements of Cash Flows

<CAPTION>

	For the Years Ended December 31,		From Inception on April 22, 1983 Through December 31,
	1998	1997	1998
<S>	<C>	<C>	<C>
CASH FLOWS FROM OPERATING ACTIVITIES			
Net loss	\$ (15,241)	\$ (422)	\$ (41,644)
Adjustments to reconcile net loss in operating activities:			
Common stock issued			

for services	4,575	-	4,575
Increase (decrease) in accounts payable	9,448	(2,745)	15,711
Net Cash Used by Operating Activities	(1,218)	(3,167)	(21,358)
CASH FLOWS FROM INVESTING ACTIVITIES	-	-	-
CASH FLOWS FROM FINANCING ACTIVITIES			
Issuance of common stock	-	-	16,500
Additional paid-in capital	1,218	3,167	4,858
Net Cash Provided by Financing Activities	1,218	3,167	21,358
NET INCREASE (DECREASE) IN CASH	-	-	-
CASH AT BEGINNING OF PERIOD	-	-	-
CASH AT END OF PERIOD	\$ -	\$ -	\$ -
CASH PAID FOR:			
Interest	\$ -	\$ -	\$ -
Income taxes	\$ -	\$ -	\$ -

</TABLE>

BETHURUM LABORATORIES, INC.
(A Development Stage Company)
Notes the Financial Statements
December 31, 1998 and 1997

NOTE 1 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

a. Organization

The financial statements presented are those of Bethurum Laboratories, Inc., a development stage company. The Company was incorporated in the State of Utah on April 22, 1983 under the name Lion Resources, Inc. The Company was incorporated for the purpose of seeking business opportunities by mergers, acquisitions and/or asset purchases.

On October 24, 1983, the Company acquired 100% of the outstanding stock of Bethurum Laboratories, Inc. (a Texas corporation) (BLI) through the issuance of 10,000,000 shares of its restricted common stock. In connection with the acquisition, the Company changed its name to Bethurum Laboratories,

Inc. on October 27, 1983. In January 1985, the acquisition agreement was canceled due to non-performance of BLI. Ownership of BLI was returned to its former shareholders, and the shares issued by the Company in connection with the acquisition were canceled with the exception of 250,000 shares which were not returned.

On October 24, 1983 and in conjunction with the reorganization agreement the Company's shareholders approved a forward split agreement, whereby the outstanding common shares were exchanged at a rate of 1.6667 shares for every 1 share outstanding. This increased the outstanding shares to 2,500,000 immediately prior to the reorganization agreement. All references to shares outstanding and loss per share have been retroactively restated to restate the forward stock split.

b. Accounting Method

The Company's financial statements are prepared using the accrual method of accounting. The Company has selected a December 31 year end.

c. Basic Loss Per Share

The computation of basic loss per share of common stock is based on the weighted average number of shares outstanding during the period of the financial statements.

d. Provision for Taxes

At December 31, 1998, the Company had net operating loss carryforwards of approximately \$37,000 that may be offset against future taxable income from the year 1998 through 2013. No tax benefit has been reported in the financial statements because the Company believes that there is a 50% chance or greater the net operating loss carryforwards will expire unused, therefore the potential tax benefits of the loss carryforwards are offset by a valuation allowance of the same amount.

e. Cash Equivalents

The Company considers all highly liquid investments with a maturity of three months or less when purchased to be cash equivalents.

f. Estimates

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

NOTE 2 - GOING CONCERN

The Company's financial statements are prepared using generally accepted accounting principles applicable to a going concern which contemplates the realization of assets and liquidation of liabilities in the normal course of business. However, the Company does not have significant cash or other material assets, nor does it have an established source of revenues sufficient to cover its operating costs and to allow it to continue as a going concern. It is the intent of the Company to seek a merger with an existing, operating company. Until that time, the stockholders have committed to covering the operating costs of the Company.

PART III

Item 1. Index to Exhibits.

The following exhibits are filed as a part of this Registration Statement:

<TABLE>
<CAPTION>

Exhibit Number -----	Description* -----
<S>	<C>
3.1	Initial Articles of Incorporation**
3.2	Articles of Amendment to Articles of Incorporation dated October 27, 1983 respecting name change, change in authorized capital, effect 1.667 for 1 forward**
27	Financial Data Schedule
99	Written Compensation Agreement**

</TABLE>

* Summaries of all exhibits contained within this Registration Statement are modified in their entirety by reference to these Exhibits.

** These documents and related exhibits have been previously filed with the Securities and Exchange Commission and are incorporated herein by reference.

SIGNATURES

In accordance with Section 12 of the Securities Exchange Act of 1934, the Registrant has caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized.

BETHURUM LABORATORIES, INC.

Date: 7-26-99

By /s/ William A. Silvey, Jr.

William A. Silvey, Jr., Director
and President

Date: 7-26-99

By /s/ W. Scott Thompson

W. Scott Thompson, Director
Secretary

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