



About Bedford

Bedford Biofuels is an Alberta, Canada-based environmentally responsible biofuel company. Bedford has chosen Jatropha for the production of biofuel and is committed to maximizing production yields, environmental benefits and humanitarian efforts. To accomplish this, Bedford has engaged experts in seed and plant science, agronomy, plantation management and forestry in relation to Jatropha production.

Bedford seeks to fund large-scale operations, thereby allowing it to create commercial quantities of biofuel. Bedford has secured stable production costs through long-term land leases, exclusive supply agreements, availability of labour, choosing areas with pre-existing infrastructure, facilities, utilities, and unanimous government support. Bedford's biofuel operations are funded through syndicated, private investment offerings. These offerings are designed to offer investors a unique investment that reaches beyond the scope of simple monetary gains and into the realm of environmental and humanitarian contributions.

Bedford in Kenya

- Acquired 160,000 hectares of prime land for Jatropha cultivation in the eastern coastal region
- Close to 2 seaports: Mombassa, Kenya's largest, and Lamu, a billion-dollar project under development
- Access to domestic, inter-African and international markets
- Kenya is a massive net importer of oil and, initially, all Bedford product is expected to be consumed domestically

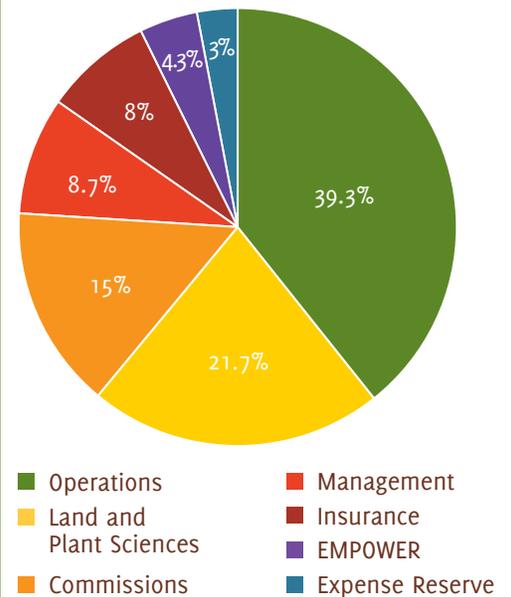
Bedford in Zambia

- Home to our research and development facilities
- 100,000 hectares of prime land for Jatropha cultivation currently being secured
- Close ties with local governments
- Zambia is a land-locked country and net importer of oil, paying top dollar for petroleum fuels

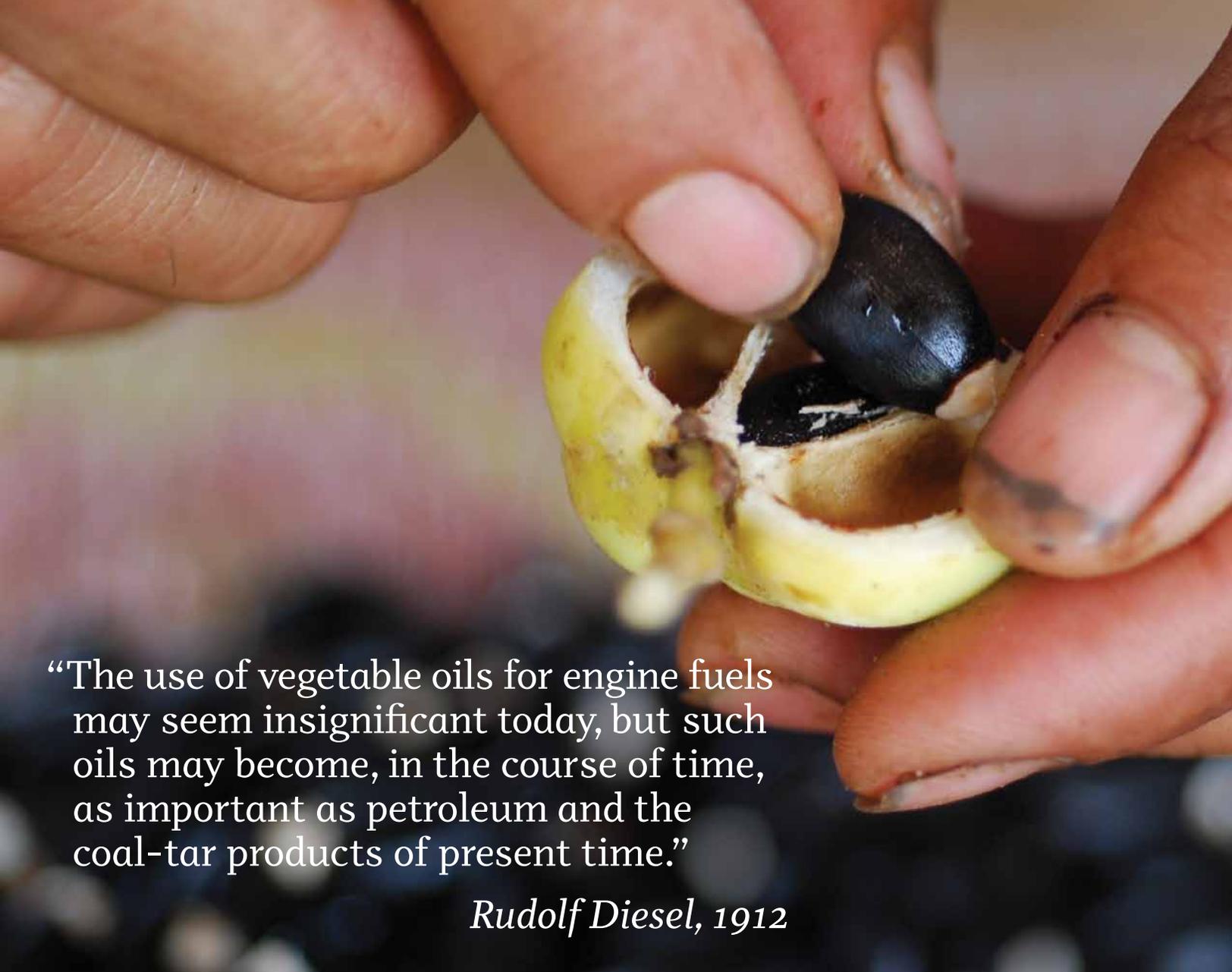
An Investment with Bedford is:

- Environmentally responsible
- Mutually profitable
- Humanitarian

Cost Breakdown per Hectare (4-Year Cost)



This document does not constitute an offering or solicitation for sale of securities. It is qualified in its entirety by the confidential offering memorandum of Bedford Biofuels Tana Delta Phase 1 Investment Corporation (the "Offering Memorandum"). All capitalized terms and phrases in the document which are not otherwise defined herein shall have the meanings set out in the Offering Memorandum. In addition, this document contains forward-looking statements which relate to future events or the company's future performance. These statements are only predictions. In addition, this document contains forward-looking statements attributed to third party industry sources. By its nature, forward-looking information involves numerous assumptions, known and unknown risks and uncertainties, both general and specific, which may cause actual results or events to differ materially from those anticipated in such forward-looking statements. Factors which could cause such different results include changes in the economic circumstances and market conditions and the other factors described under Risk Factors and other sections in the Offering Memorandum. Investors must review the Offering Memorandum thoroughly before making any investment decision and investing.



“The use of vegetable oils for engine fuels may seem insignificant today, but such oils may become, in the course of time, as important as petroleum and the coal-tar products of present time.”

Rudolf Diesel, 1912

About Jatropha

Jatropha curcas, commonly known as the “diesel plant,” is a robust, drought-resistant tree. Jatropha begins to flower within 6 to 8 months, matures within 3 to 4 years and continues to produce fruit for up to 50 years. The non-edible nuts produce 35-45% oil by weight and can be pressed and processed to create Crude Jatropha Oil (CJO). The remaining pulp residue after pressing produces seedcake, which can be used as fertilizer or animal feed. CJO has been found to reduce lifecycle emissions by 78% as compared to diesel fuel.*

Jatropha’s greatest attribute is its ability to serve as a drop-in, renewable replacement for traditional diesel fuel. In other words, existing engines and equipment do not require modification in order to run on CJO, making it a cost-effective and viable alternative or addition to fossil fuels.** Using a Jatropha blend for use in aviation has been found to meet and exceed the technical requirements for civil and defense use. On December 30, 2008 in Auckland, New Zealand in a joint initiative between

Air New Zealand, Boeing, Rolls Royce and Honeywell’s UOP, Jatropha was tested in the world’s first commercial aviation test flight powered by Jatropha diesel specially blended for aviation applications. Chris Lewis, Rolls-Royce company specialist for fuels, said a Jatropha blend “meets the essential requirement of being a ‘drop-in’ fuel, meaning its properties will be virtually indistinguishable from conventional fuel, Jet A1, which is used in commercial aviation today.”***

*www.biofuel.no, September 15, 2009. **Biofuels International, Drop-in Fuels: The Next Generation, March, 2009. ***www.honeywell.com, Press Releases, November 11, 2008.

Private
Investment
Offering



Jatropha Plantation
Capitalized Through
Investment



Bedford's Business Cycle

Return on
Investment



Sale to
End User

Jatropha
Processed
into Crude
Jatropha Oil



Demand for Biofuel

Three factors contribute to the world's quest for viable biofuels:

1

*Global mandates
to blend biofuels at
the pump.*

2

*The growing
imperative to
reduce greenhouse
gas emissions.*

3

*Desire to reduce
dependence
on fossil fuels.*

The world biofuels industry is expected to triple by 2020. Pike Research, as reported by the Daily Finance in July 2009, predicts the biofuels industry will be valued at nearly a quarter trillion dollars within 10 years.

Biofuel Demand in Kenya

We have proven the technical capability of biofuel as a drop-in replacement, and the biofuel meets all jet-fuel requirements and then some more.

The technology is ready and it is just a matter of growing enough non-food feedstock plants and refining enough of their fuel.

-Bill Glover

*Managing Director, Environmental Strategies
Boeing Commercial Airplanes
DWS Aviation, Monday, June 1st, 2009*

Kenya is one of the most progressive economies in Africa. Its recognition of biofuels as a viable and sustainable alternative to imported oil has paved the way for aggressive foreign private investment. Although investment helps its economy to develop biofuel initiatives, much of Kenya's rich farmland lays fallow while its people lack the tools and technology to properly utilize it – even failing to produce stable food supply. Therefore, Kenya, a large consumer of oil, continues to import 100% of its petroleum at a premium.

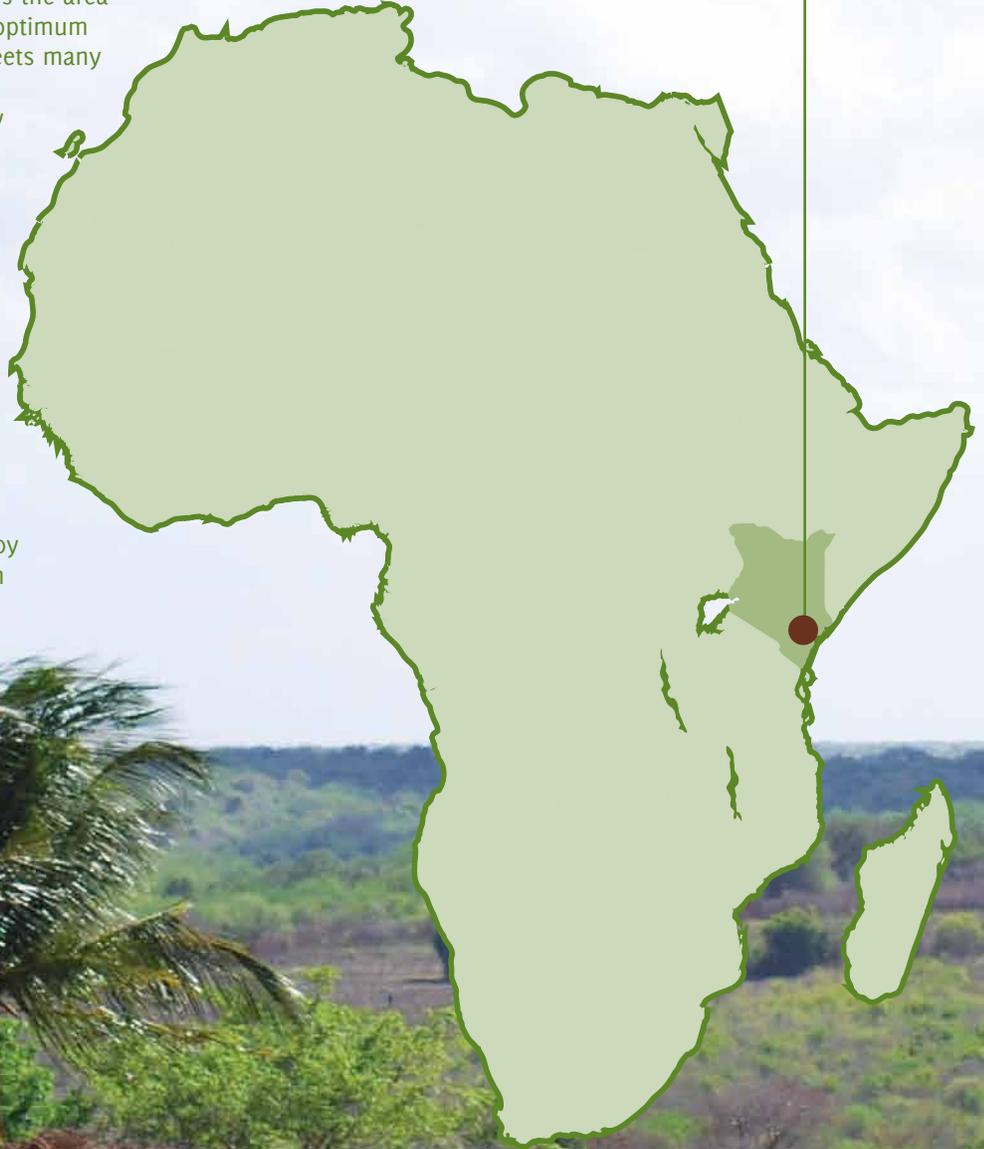
As its population grows, the amount of fuel consumption rises as do the carbon emissions resulting from that consumption. Kenya, although it has fared well socially and economically compared to many sub-Saharan countries, has not thrived in development compared to second generation developing countries such as Thailand. The government of Kenya has invited increased foreign investment in its efforts to remain relevant and competitive regionally and globally. Two important measures the Kenyan Government has mandated are the Energy Act of 2006 (which mandates the pursuit and facilitation of the production of biofuels and is actively developing and articulating how this should be accomplished) and Vision 2030, which outlines how the government plans to achieve its energy goals.



The Tana Delta District

Located in East Kenya, the Tana Delta District is identified by D1 Oils Plant Science Ltd. as having some of the best *Jatropha*-growing conditions in the world. Not only does the area have ideal climate, precipitation and soil for optimum *Jatropha* yields, but the Tana Delta District meets many of Bedford's other requirements to make its plantations viable. The Tana Delta has a ready labour pool (currently unemployment is 95% in the area) and land is almost completely underutilized. Existing infrastructure is in place including cell phone towers, roads and electricity and the area has been politically stable for centuries.

Bedford has secured 160,000 hectares in the Tana Delta District with a 45-year lease term and the option to extend. The company has signed lease agreements with seven ranches, namely Ida-sa-Godana, Girutu, Haganda, Kibusu, Kitangale, Kon-dertu and Kuindwa ranches. Bedford plans to employ thousands of workers in the Tana Delta region within the first three years of development.



Bedford's 7 ranches in the Tana Delta District

IDA-SA-GODANA RANCH

GIRUTU RANCH

HAGANDA RANCH

KIBUSU RANCH

KITANGALE RANCH

KUINDWA RANCH

KON-DERTU RANCH



Jatropha in the News



BusinessWeek

Alternative Jet Fuel: The Jatropha Plant?

There's a lot of interest in the inedible jatropha, but can this rough-and-tumble weed ever really take the place of Big Oil?



NASA Takes Jatropha for a Ride Into Outer Space on Space Shuttle *Endeavour*

Jatropha-Based biofuel experiencing meteoric rise; market leader Carbon Credited Farming helps navigate the way.



Malaysia's Petra Group and Bill Clinton Announce \$130 Million Jatropha Biofuel Plan for West Indies

Petra Group, a clean energy technology-focused conglomerate based in Malaysia, plans to create a jatropha plantation in the West Indies to support a biodiesel production facility that it also intends to build in the region.



Planting Jatropha to promote soil and water conservation and provide additional income for farmers.



KIA MOTORS

Kia offsets greenhouse gas emissions through customer contributions to Jatropha production.

Bloomberg

Boeing Explores Using Biofuel to Power Jets

Boeing Co. said its planes may fly on a mix of biofuel and jet kerosene within five years.



A First in Jatropha Use

KOTA KINABALU: Jatropha biodiesel fuel was used for the first time yesterday in a Toyota Land Cruiser in the country.



A New High-Potential Biofuel Crop

Archer Daniels Midland Company, Bayer CropScience and Daimler to cooperate in Jatropha biodiesel project.

The New York Times

Air New Zealand Flies on Engine With Jatropha Biofuel Blend

Some in the aviation industry say they could one day be flying the biggest jets across the planet without contributing to climate change – using biofuels.

TIME

The Next Big Biofuel?

Jatropha, like other nonfood sources such as algae, will revive a biofuels movement battered of late by charges that it diverts too many crops from too many mouths. India has set aside 100 million acres for jatropha and expects the oil to account for 20% of its diesel consumption by 2011. Australia, China, Brazil and Kenya have also embraced it.



Jatropha Shrub Fuels Mexico's Biodiesel Push

Jatropha could be used to fuel jet planes and the Mexican government wants farmers to grow entire fields of it to turn into biodiesel.



General Motors Bets Big on Jatropha-Based Biodiesel in India.

GM's Indian subsidiary and the US Department of Energy are collaborating with an Indian research institute to explore the use of Jatropha for large scale production of biodiesel.



Research & Development

Bedford Biofuels has entered into an exclusive contractual arrangement with D1 Oils, the foremost researchers in the Jatropha industry. This agreement provides Bedford with access to the world's best Jatropha plant science and technology.



Accountability

Independent Field Auditor

Gerry Cross is Bedford's independent, third-party field auditor. He will make regular inspections of Bedford's Kenyan operations and produce verification reports and disclosure statements. Mr. Cross will provide field audits to be shared with Bedford's investors.

Independent Financial Advisor

Bedford will enlist an independent financial advising firm to provide financial auditing, advising and consulting.

Insurance

Through an international insurance brokerage, Bedford has engaged world leading insurance companies, including Lloyd's of London, to put together a comprehensive asset protection program, including political risk and crop insurance.

LLOYD'S



CLINTON
GLOBAL
INITIATIVE

Proud member of the *Clinton Global Initiative*

Title sponsor of

*A Conversation with
George W. Bush -
Edmonton & Saskatoon,
October, 2009*

Lead sponsor of

*A Conversation with
George W. Bush -
Montreal, October, 2009*

Lead sponsor of

*A Conversation with
Presidents George W. Bush and
Bill Clinton -
Toronto, June, 2009*



Empowerment, Not Aid

Bedford Biofuels has created a humanitarian division called EMPOWER to achieve food security in the countries it operates in. Since Jatropha is a non-food crop, the Food vs. Fuel debate does not apply. EMPOWER facilitates a new system of Food & Fuel. EMPOWER will equip local people with skills, education and resources focusing on best practices for maximum agricultural yields, soil conservation, reforestation and animal husbandry. Local people will become empowered to provide their own secure food supplies.

A key part of EMPOWER is HALOW (Helping African Land Owners Win), a Jatropha production manual. African farmers in close proximity to Bedford's plantations will be given the HALOW manual and assistance from Bedford, including an extension team, newsletter, farm visits and field days.



Food vs. Fuel

The North American and European biofuel industries revolve predominantly around food crops like soybeans, rapeseed, canola and corn. These continents also have some of the richest farmland in the world. Although the political issues may be complex, at the core of the Food vs. Fuel debate is the issue of responsible use of farmland, water resources and the distribution of food crops. Areas plagued by severe food shortages already, like Kenya and most other African countries, will now find it more difficult to feed their people because of rising food costs. These price increases affect the most vulnerable populations in the poorest countries.

Bedford's Solution: Food & Fuel

Bedford Biofuels sees biofuel as more than a choice between food or fuel – it is about Food *and* Fuel. Fuel is necessary for growth and industrialization which builds a strong economy. By utilizing lands that have lain fallow for many years and using non-food crops as feedstocks, Kenya can produce significant quantities of biofuel. Bedford will employ people in close proximity to its operations, stimulating the local economy. The land will be intercropped with cattle and other food crops to provide a source of food and nourishment and maximize land use, and EMPOWER will ensure the transfer of skills to local people for sustainable change.

Meet the Team

David McClure 
President and CEO

With an extensive history of entrepreneurial success, Mr. McClure has a proven and definitive ability to bring a business concept to fruition and make it profitable. As founder of Bedford Biofuels, he has worked to assemble the right assets and people to drive the company's long-term success. As CEO, Mr. McClure brings a clear vision, strong leadership and humanity to Bedford Biofuels.

His experience includes building a successful real estate development syndication company in Alberta, Canada with multiple offices throughout North America and Southeast Asia.

Drawn to Alberta because of the effect the energy sector had on the province's economy and recognizing the boom would be limited, Mr. McClure turned his efforts to developing more environmentally friendly and renewable resources. The emerging biofuels market has room for some innovative, entrepreneurial re-thinking. A market with such great demand is an ideal place for Mr. McClure to assert his unique brand of entrepreneurship.

Gary Hartnett 
COO

Mr. Hartnett oversees all of Bedford's African operations. He has more than 25 years of farm forestry, plantation establishment, mature plantation harvesting, environmental protection, land management conservation and operation management experience. Mr. Hartnett has managed an annual budget of \$90 million and has worked in France, Southeast Asia, Africa and the Pacific Islands. Originally from Australia, he has been living in Kenya for more than four years.

John M. Wright 
Executive Vice President

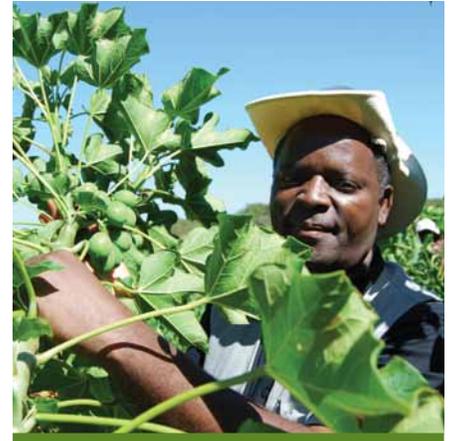
An established executive in the sales and marketing field, Mr. Wright's expertise spans a range of industries. He has a track record of success in the management of large corporate accounts with Fortune 500 companies, privately held companies and government clients. Mr. Wright's experience includes opening offices and syndicating product internationally.

Prof. Thomson Sinkala 
Advisory Board Chair, VP Research and Development

Born and educated in Zambia, Professor Sinkala brings to Bedford Biofuels a wealth of experience in the development and production of biofuels. He has more than 25 years of experience as a mining engineer and Jatropha grower.

His experience includes serving as Chairman for the Biofuels Association of Zambia and the Practitioners Network for Eastern and Southern Africa, as well as the Biomass Development Plc. He is Vice Chairman of the Sub-Committee of Jatropha in the Ministry of Science, Technology and

Vocational Training. Professor Sinkala was instrumental in developing Zambia's Biofuel Development industry and the Ten Action Points derived from the development framework. He has been called upon internationally as an expert speaker, team leader, technical advisor and contributor to major publications for the development of liquid biofuels.



Peter Rorbye 
General Manager, Zambia

Mr. Rorbye brings 40 years of farming experience to Bedford. He was the Regional Operations Manager for Stancom Tobacco/ Alliance One and the Country Agronomist for Oval Biofuels. He has experience in clearing land, raising cattle, running irrigation, and growing such crops as seed maize, cotton, wheat, soya beans and tobacco. He was Chair of the Lomaz Sugar Project, the Masembura Dam Syndicate, the Mazoe Water Board and the Intensive Conservation Area.



John Piper

VP Agricultural Development

Born and educated in Australia and having lived in Africa for the past four years, Mr. Piper brings over 40 years of experience to the Bedford team. His expertise lies in the areas of farming, pasture development, forestry and cattle. Prior to joining Bedford Biofuels, his most recent entrepreneurial endeavor was in the development of livestock and biofuels in Kenya.

Joel Ruhu

VP Human Resources, Kenya

A highly qualified Range Management and Accounts Technician and Co-operator, Mr. Ruhu has held and served in various positions in Kenya and internationally. He is past President and Chair of the Pan African Body for the Credit Unions and Co-operatives in Africa. Educated and residing in Kenya and having served with the Ministry of Agriculture and Livestock Development, Mr. Ruhu has a unique understanding of the culture in Kenya and a connection to its people.

Josh Smith

Controller

Mr. Smith is focused on the analysis of Bedford's current financial position and the evaluation of its potential opportunities. He will provide stakeholders with relevant and reliable financial information that will aid in their understanding of the company. Mr. Smith is a Chartered Accountant and a member of the Chartered Accountants of Alberta and earned his Bachelor of Management from the University of Lethbridge. Previously, he provided many business owners with accounting, assurance, business and tax advice.

Dustin J. Mitchell

VP Sales and Marketing

Mr. Mitchell started his entrepreneurial career in the construction, finance and biomass industries. He founded a new home construction company in Alberta focusing on green, environmentally friendly technologies. He became Vice President of the properties division for an international merchant bank and VP Sales and Marketing for a Western North American Sales and Marketing company in the biomass industry.

Nolan Johnson

General Counsel

Mr. Johnson, Bedford's in-house lawyer, ensures the company's compliance with the law, protects its assets and provides sound legal advice. He received his Bachelor of Science and Bachelor of Law degrees from the University of Alberta and has experience in civil/commercial litigation and business law. He focused specifically on corporate/commercial matters, employment and shareholders agreements, share and asset transactions, corporate finance and residential and commercial real estate.

David Kombe

VP Public Relations

Educated in the UK, Kenya and Japan, Mr. Kombe has a broad range of international experience. He has worked in the public and private sectors for more than 20 years and is well-known throughout the country, specifically for his five-year term as a Member of Parliament for the Kenya National Assembly. Born and raised amongst the people of the Tana Delta, Mr. Kombe is a well-respected liaison for Bedford.

Photo Captions: 1. Kenya has endorsed and offered ongoing support for Bedford. Pictured from left to right: Gary Hartnett, COO; Mr. Zablon Agwata Mabea, Commissioner of Lands; David McClure, CEO 2. David Kombe, VP Public Relations, collects land leases from ranchers in the Tana Delta District. 3. Bedford meeting with the Prime Minister of Kenya. Pictured from left to right: David McClure, CEO; Prime Minister Raila Odinga; David Kombe, VP Public Relations; John Piper, VP Agricultural Development

4. David McClure, CEO, meets with Prime Minister Raila Odinga. 5. Bedford Team meets with environmental engineers from Nairobi. Pictured from centre to right: David McClure, CEO; John Piper, VP Agricultural Development; David Kombe, VP Public Relations 6. Bedford meeting with Chairmen and fellow board members from the 7 ranches in the Tana Delta District.





Investment Options

Bedford Biofuels Tana Delta Phase 1 Investment Corporation (The “Corporation”)

Offering

The Corporation is offering 10,000 Blocks, each Block being comprised of 100 Class B Non-voting Shares.

Shares (“Shares”) (Class B Non-Voting Shares)

\$8,000 per Block of Shares, for Blocks 1 – 2,500

\$8,200 per Block of Shares, for Blocks 2,501 – 5,000

\$8,400 per Block of Shares, for Blocks 5,001 – 7,500

\$8,600 per Block of Shares, for Blocks 7,501 – 10,000

Minimum Subscribers: 150

Maximum Offering: \$83,000,000 (10,000 Blocks of 100 Shares)

Deferred Plan Eligibility

Based upon representations made by the Corporation to Canadian tax counsel, the Shares will be a qualified investment for a trust governed by a RRSP, a LIRA or a LRSP (which qualify as a RRSP), a RRIF, a LIF or a LRIF (which qualify as a RRIF), a RESP, a DPSP, a RDSP and a TFSA, subject to certain restrictions. While the Offering Memorandum contains a general description of certain tax consequences, it is not tax advice. Consult your tax advisor with respect to this investment.

Bedford Biofuels Tana Delta Phase 1 Investment Corporation Objectives

The Corporation was created to issue Shares to raise sufficient net proceeds to plant 10,000 hectares of leased land in the Tana Delta District of Kenya, Africa.

Investors are invited to review the Offering Memorandum for specific details regarding the investment.

How it Works



1

An investor purchases Blocks of Shares, which finances the planting of a certain number of Jatropha trees creating an underlying asset.

2

The shares increase in value as the trees grow and mature and produce yields. The value is determined by the productivity of the trees and the market value of the crop.

3

Profits from the sale of CJO are shared between the investor (75%) and the company (25%) for the life of the plantation in the form of a dividend.

Liquidity

While an investment with Bedford is designed to be long term with ongoing cash flow, investors may find security in a potential exit (or Right of Redemption). After five years, if an investor chooses to exit the investment, the Corporation may redeem the Shares, subject to certain restrictions as described in the Offering Memorandum. Investors can experience growth in their investment through both capital appreciation because of value added to the land with the planting of trees and dividend payout from the sale of Crude Jatropha Oil (CJO) produced on the land.

