

FusionPharm, Inc.
OTC Pink Basic Disclosure Statement
March 31, 2014

1. Name of the issuer and its predecessors

FusionPharm, Inc.

From May 2006 to April 2011: Baby Bee Bright Corp.

2. Address of the issuer's principal executive offices

Company Headquarters

5850 E. 58th Avenue, Unit F

Commerce City, CO 80022

(720) 458 0686

www.fusionpharminc.com

info@fusionpharminc.com

www.pharmpods.com

IR Contact

investors@fusionpharminc.com

3. Security Information

Trading Symbol: FSPM

Title & Class: Common Stock

CUSIP Number: 36113H 100

Par Value: \$.0001 per share

Total shares authorized: 495,000,000 as of March 31, 2014

Total shares outstanding: 10,591,545 as of March 31, 2014

- A. Voting. Except as otherwise expressly provided by law, and subject to the voting rights provided to the holders of the Company's Preferred Stock, the Common Stock shall have exclusive voting rights on all matters requiring a vote of the Company's shareholders.
- B. Other Rights. Each share of Common Stock issued and outstanding shall be identical in all respects one with the other, and no dividends shall be paid on any share of Common Stock unless the same is paid on any share of Common Stock outstanding at the time of such payment. Except for and subject to those rights expressly granted to the holders of the Company's Preferred Stock, or except as may be provided by the laws of the State of Nevada, the holders of Common Stock shall have exclusively all other rights of shareholders.

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Except as otherwise specifically provided by law, all matters coming before a meeting shall be determined by a vote of shares and any matter to be so determined shall be authorized by a majority of the votes cast at a duly organized meeting of shareholders by the holders of shares entitled to vote thereon.

Title & Class: Series A Convertible Preferred Stock

CUSIP Number: None

Par Value: \$.0001 per share

Total shares authorized: 5,000,000 as of March 31, 2014

Total shares outstanding: 1,467,330 as of March 31, 2014

- A. Voting. Except as otherwise required by law, the holders of Series A Convertible Preferred Stock ("Preferred Stock") shall be entitled to notice of any stockholders' meeting and to vote upon any matter submitted to the stockholders for a vote as follows: (i) the holders of Preferred Stock shall have one vote for each full share of Common Stock into which a share of Preferred Stock would be convertible on the record date for the vote, or, if no such record date is established, at the date such vote is taken or any written consent of stockholders is solicited.
- B. Liquidation Preference. In the event of any liquidation, dissolution or winding up of the Company, whether voluntary or involuntary Liquidation"): (i) The holders of Preferred Stock shall be entitled to receive, prior to the holders of any other class of stock, and prior and in preference to any distribution of the assets or surplus funds of the Company to the holders of any other class of capital stock of the Company by reason of their ownership of such class of capital stock, an amount equal to \$1.00 per share with respect to each share of Preferred Stock. (ii) If upon occurrence of a Liquidation the assets and funds thus distributed among the holders of the Preferred Stock shall be insufficient to permit the payment to such holders of the full preferential amount, then the entire assets and funds of the Company legally available for distribution shall be distributed among the holders of the Preferred Stock ratably in proportion to the full amounts to which they would otherwise be respectively entitled. (iii) after payment of the full amounts to the holders of Preferred Stock as set forth above in paragraph (i), any remaining assets of the Company shall be distributed pro rata to the holders of the Preferred Stock and Common Stock (in the case of the Preferred Stock, on an "as converted" basis into Common Stock).
- C. Conversion into Common Stock. (i) Right to Convert. Each share of Preferred Stock shall be convertible, at the option of the holder thereof, at any time. The conversion ratio is 100 to 1. In other words every one share of Preferred Stock converted will equal 100 shares of Common Stock.

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- (ii) **Mechanics of Conversion.** Before any holder shall be entitled to convert, he/she shall surrender the certificate or certificates representing Preferred Stock to be converted, duly endorsed or accompanied by proper instruments of transfer, at the office of the Company or its transfer agent, and shall give written notice to the Company at such office that he elects to convert the same. The Company shall, as soon as practicable after delivery of such certificates, or such agreement and indemnification in the case of a lost, stolen or destroyed certificate, issue and deliver to such holder of Preferred Stock a certificate or certificates for the number of Shares of Common Stock to which such holder is entitled as aforesaid. The Company will round down any fractional Shares resulting in the calculation of Shares of Common Stock. Such conversion shall be deemed to have been made immediately prior to the close of business on the date of such surrender of the Shares of Preferred Stock to be converted.
 - (iii) **Mandatory Conversion on Merger or Reorganization.** In case of any consolidation or merger of the Company as a result of which holders of Common Stock become entitled to receive other stock or securities or property, or in case of any conveyance of all or substantially all of the assets of the Company to another Company, the Preferred Stock will automatically convert and holders of Preferred Stock will receive the number of Shares of stock or other securities or property to which a holder of the number of Shares of Common Stock of the Company deliverable upon conversion of such Preferred Stock would have been entitled upon such consolidation, merger or conveyance.
 - (iv) **Adjustments to Conversion Ratio.** Unless otherwise set forth by the Board of Directors, the Conversion Ratio shall not be affected by a stock dividend or subdivision (stock split) on the Common Stock of the Company, or a stock combination (reverse stock split) or stock consolidation by reclassification of the Common Stock. However, once the Preferred Stock has been converted to Common Stock, it shall be subject to all corporate actions that affect or modify the Common Stock.
- F. **Common Stock Reserved.** The Company shall reserve and keep available out of its authorized but unissued Common Stock such number of shares of Common Stock, that in their best estimate, as shall from time to time be sufficient to effect conversion of the Preferred Stock.
- G. **Reissuance.** No share or shares of Preferred Stock acquired by the Company by reason of conversion or otherwise shall be reissued as Series A Convertible Preferred Stock, and all such shares thereafter shall be returned to the status of undesignated and unissued shares of preferred stock of the Company.

Transfer Agent: Pacific Stock Transfer Company

4045 South Spencer Street, Suite 403

Las Vegas, NV 89119

(702) 361 3033

List any restrictions on the transfer of the security: None

Describe any trading suspension orders issued by the SEC in the past 12 months: None

List any stock split, stock dividend, recapitalization, merger, acquisition, spin-off, or reorganization

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either currently anticipated or that occurred within the past 12 months: None

4. Common Stock Issuance History

2014 – First Quarter

We raised \$1,010,000 in equity through the sale of 681,667 shares of Restricted Common Stock at prices ranging from \$0.75 - \$2.00 dollars per share.

We issued 1,770,000 unrestricted shares of our common stock in connection with the conversion of \$17,700 in debt payable to Meadpoint Venture Partners, LLC at a rate of \$0.01 per share.

We issued 120,687 unrestricted common stock shares in connection with the conversion of \$72,943 in debt and accrued interest payable to Bayside Realty Holdings, LLC at a rate of \$0.40 per share. As of March 31, 2014, this debt has been fully satisfied.

2014 – Second Quarter

We issued 900,000 unrestricted common stock shares in connection with the conversion of \$9,000 in debt payable to Meadpoint Venture Partners, LLC at a rate of \$0.01 per share. As of April 29, 2014, this debt has been fully satisfied.

2013

Between January and September of 2013, we issued 3,157,265 unrestricted shares of our common stock in connection with the conversion of \$170,994 in debt payable to Bayside Realty Holdings, LLC (\$146,244) and Meadpoint Venture Partners, LLC (\$24,750). This debt was converted at rates ranging from \$0.01 per share to \$0.40 per share. Additionally, in April 2013, we issued 2,000,000 restricted common stock shares in connection with the conversion of 20,000 shares of our Series A Convertible Preferred Stock.

5. Financial Statements

Incorporated herein by reference. Financial statements for the period ended March 31, 2014 have been posted separately to otciq.com on May 15, 2014.

6. Describe the Issuer's Business, Products and Services

A. Description of the issuer's business operations:

FusionPharm, Inc. (the "Company") is the developer and manufacturer of a patent pending commercial hydroponic growing system called PharmPods™. PharmPods are constructed of standard ISO steel shipping containers that are repurposed for use in hydroponic plant cultivation and are equipped with specialty lighting, irrigation systems, climate-control systems and ventilation for a grow-ready, self-contained agricultural solution. The Company currently sells and licenses its PharmPods containers to agricultural equipment distributors, urban farming companies and other specialty growers.

B. Date and State of Incorporation: November 6, 1998; Nevada

C. Issuer's primary and secondary SIC codes:

a. 3523 Manufacturer – Farm Machinery & Equipment

b. 0182 Agriculture – Food Crops Grown Under Cover

D. Issuer's fiscal year end date: December 31

E. Principal products or services, and their markets:

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- a. Our principal product is PharmPods (discussed above)
- b. Our principal market is agricultural equipment distributors, urban farming companies and other specialty growers (discussed above)

7. Describe the Issuer’s Facilities

Our primary operations are located in Commerce City, Colorado. The Company currently operates out of 17,500 square feet of space under two separate leases, one expiring in October 2014 and the other in January 2016. The October 2014 lease includes the option to extend for two, one-year periods. The Company pays \$7,687 per month in rent for the 17,500 square foot facility. In March 2014, we announced that we were opening a new sales office in Seattle, Washington – that facility is 1,000 square feet and is under a lease, which expires March, 2016 (\$2,750 per month). All of the Company’s facilities are in good condition and sufficient for the Company’s use.

8. Officers, Directors, and Control Persons

A. Names of Officers, Directors, and Control Persons

The following table sets forth certain information regarding the beneficial ownership of the Issuer’s common stock by (i) each person who, to our knowledge, beneficially owns more than 5% of our common stock as of March 31, 2014:

<u>Beneficial Owners</u>	<u>Shares</u>	<u>Class</u>	<u>Percentage</u>
Scott Dittman (CEO & sole director)	1,280,000	Preferred	87.2%
Robert Dittman	176,504	Preferred	12.0%
Scott Dittman (CEO & sole director)	2,000,000	Common	18.9%

(a) The address for Scott Dittman is Commerce City, Colorado 80022.

(b) The address for Robert Dittman is Denver, Colorado 80222. Robert Dittman is the brother of the Company’s CEO, Scott Dittman.

B. Legal and Disciplinary History

Within the last five years no officer or director of the Issuer has been the subject of:

1. A conviction in a criminal proceeding or named as a defendant in a pending criminal proceeding (excluding traffic violations and other minor offenses);
2. The entry of an order, judgment, or decree, not subsequently reversed, suspended or vacated, by a court of competent jurisdiction that permanently or temporarily enjoined, barred, suspended or otherwise limited such person’s involvement in any type of business, securities, commodities, or banking activities);
3. A finding or judgment by a court of competent jurisdiction (in a civil action), the Securities and Exchange Commission, the Commodity Futures Trading Commission, or a state securities regulator of a violation of federal or state securities or commodities law, which finding or judgment has not been reversed, suspended, or vacated); or
4. The entry of an order by a self-regulatory organization that permanently or temporarily barred, suspended or otherwise limited such person’s involvement in any type of business or securities activities).

C. Beneficial Shareholders:



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See 8A above.

9. Third Party Providers

Legal Counsel

Frederick M. Lehrer, Esquire
Attorney and Counselor at Law
285 Uptown Boulevard, 402
Altamonte Springs, 32701
(321) 972 8060
flehrer@securitiesattorney1.com
www.securitiesattorney1.com

Accountant or Auditor: N/A

Investor Relations Consultant: N/A

Other Advisor: N/A



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10. Issuer Certification

I, Scott Dittman, certify that:

I have reviewed this Annual Information and Disclosure Statement of FusionPharm, Inc.

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

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

The undersigned hereby certifies that the information herein is true and correct to the best of his knowledge and belief.

/s/ Scott Dittman

Scott Dittman

FusionPharm, Inc.

President & CEO