FUSIONPHARM, INC.

Annual Information and Disclosure Statement

Pursuant to Rule 15C2-(11)(a)(5)

December 31, 2012

All information contained in this Annual Information and Disclosure Statement has been compiled to fulfill the disclosure requirements of Rule 15c2-11(a)(5) promulgated under the Securities Act of 1934 as amended. The enumerated captions contained herein correspond to the sequential format as set forth in the Guidelines for Providing Adequate Current Public Information provided by OTC Markets Group, Inc.

Delivery of this information file does not at any time imply that the information contained herein is correct as of any time subsequent to the date first written above.

FusionPharm, Inc. is responsible for this Annual Information and Disclosure Statement. The information contained in this Statement has not been filed with or approved by the Securities and Exchange Commission, any state securities commission, the Financial Industry Regulatory Authority, or any other regulatory body.

This document contains forward-looking statements. These forward-looking statements represent management's beliefs, plans and objectives about the future, as well as assumptions and judgments concerning such beliefs, plans and objectives. Forward-looking statements are evidenced by terms such as "anticipate," "believe," "estimate," "expect," "intend," "should" and other similar expressions. Although forward-looking statements reflect management's good faith, beliefs and projections, they are subject to risk and uncertainty, including, but not limited to, the impact of competitive products, product demand, market acceptance risks, fluctuations in operating results, political risk and other such occurrences which could cause the Company's actual results to differ materially from those expressed in any forward-looking statement(s) made by or on behalf of FusionPharm, Inc.

FUSIONPHARM, INC.
4360 Vine Street
Denver, Colorado 80216
Phone: (720) 458-0686
Fax: (720) 458-0687
Email: info@fusionpharminc.com

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ANNUAL INFORMATION AND DISCLOSURE STATEMENT
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Part A General Company Information

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

FusionPharm, Inc. (referred to hereinafter as the "Issuer")

From: May 2006 to April 2011: Baby Bee Bright Corp.
From: December 2003 to May 2006: Sequoia Interests Corp.
From: February 1998 to December 2003: Argent Capital Corp.
From: January 1998 to February 1998: Sunport Medical Corp.

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

4360 Vine Street
Denver, Colorado, 80216
Phone: (720) 458-0686
Fax: (720) 458-0687

Person Responsible for Issuer's Investor Relations:

Scott Dittman
4360 Vine Street
Denver, Colorado, 80216
Phone: (720) 458-0686
Fax: (720) 458-0687
Email: sdittman@fusionpharminc.com

Item III The jurisdiction and date of the issuer's incorporation or organization:

The Issuer was incorporated in the State of Nevada on January 21, 1998.

Part B Share Structure

Item IV The exact title and class of securities outstanding.

Title and Class:	Common Stock
CUSIP Number:	36113H 100
Security Symbol:	FSPM

Title and Class:	Series A Convertible Preferred Stock
CUSIP Number:	None
Security Symbol:	None

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

Common Stock

1. Par Value. $.0001 per share.

   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.

   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.

2. Series A Convertible Preferred Stock

   A. Par Value. $.0001

   B. 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.

   C. 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).

D. 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.

(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.

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

Common Stock

Period End Date:	Dec 31, 2012	Dec 31, 2011[1]	Dec 31, 2010
Number of shares authorized:	495,000,000	490,000,000	490,000,000
Number of shares outstanding:	3,001,650	2,156,781	172,008,936
Freely tradable shares (public float):	2,033,370	1,134,673	165,314,151
Total number of beneficial shareholders:	872	859	815
Total number of shareholders of record:	872	859	815

(1) On March 1, 2011 the Issuer effected a 1:200 reverse split of its issued and outstanding shares of common stock, reducing the number of issued and outstanding shares of common stock from 172,008,932 shares to 862,009 shares.

Preferred Stock

Period End Date:	Dec 31, 2012	Dec 31, 2011	Dec 31, 2010
Number of shares authorized:	5,000,000	5,000,000	5,000,000
Number of shares outstanding:	1,487,330	1,493,104	1,502,000
Freely tradable shares (public float):	0	0	0
Total number of beneficial shareholders:	3	3	2
Total number of shareholders of record:	3	3	2

Part C Business Information

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

Pacific Stock Transfer Company
4045 South Spencer Street
Suite 403
Las Vegas, Nevada 89119
Telephone: (702) 361-3033
Facsimile: (702) 433-1979

Pacific Stock Transfer Company is registered under the Exchange Act and is regulated by the Securities and Exchange Commission.

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

A. Fusion Pharm, Inc. (the "Company"), a Nevada corporation, 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 distributers, urban farming companies and other specialty growers.

1. **The form of organization of the issuer:**

   The Issuer is a Nevada corporation.

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

   The Issuer was incorporated on January 21, 1998.

3. The issuer’s fiscal year end date:

The Company’s fiscal year end is December 31.

4. Has the issuer (or any predecessor) been in bankruptcy, receivership or any similar proceeding:

The Issuer never entered into bankruptcy, receivership or any similar proceeding.

5. Material reclassification, merger, consolidation, or purchase or sale of a significant amount of assets:

On April 3, 2006, the Issuer entered into an Agreement and Plan of Exchange with Baby Bee Bright Corporation, a Tennessee corporation (the “Tennessee Corp”), whereby the Tennessee Corp was merged with and into the Issuer, with the Issuer being the surviving corporation and changing its name to “Baby Bee Bright Corporation.”

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

The Issuer is not in default of the terms of any note, loan, lease or other indebtedness or financing arrangement.

7. Changes of control:

(a) On April 3, 2006, control of the Issuer was transferred to the shareholders of Baby Bee Bright Corporation, a Tennessee corporation (“Tennessee Corp”) pursuant to an Agreement and Plan of Exchange between the Issuer and the Tennessee Corp.

(b) On December 30, 2010, control of the Issuer was transferred from Frederick A. Dahlman, Jr. and Belle C. Dahlman to Salt Investments, LLC.

8. Increases of 10% or more of the same class of outstanding equity securities:

(a) Approximately 889,600 shares of common stock were issued during the fiscal year ended December 31, 2011 for the conversion of preferred stock.

9. Past, pending or anticipated stock split, stock dividend, recapitalization, merger, acquisition, spin-off, or reorganization:

(a) On December 29, 2003, the Issuer effected a 1 for 100 reverse split reducing the number of its issued and outstanding shares of common stock.

(b) On May 25, 2006, the Issuer effected a 1 for 15 reverse split reducing the number of its issued and outstanding shares of common stock.

(c) On February 15, 2008, the Issuer effected a 1 for 200 reverse split reducing the number of its issued and outstanding shares of common stock.

(d) On April 3, 2009, the Issuer merged with Baby Bee Bright Corporation, a Tennessee corporation. As the surviving corporation of the merger, the Issuer changed its name to Baby Bee Bright Corporation.

(e) On March 1, 2011, the Issuer effected a 1 for 200 reverse split reducing the number of its issued and outstanding shares of common stock.

10. Delisting of the issuer's securities by any securities exchange or deletion from the OTC Bulletin Board:

The Issuer's securities have not been delisted from any securities exchange or deleted from the OTC Bulletin Board.

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

In the normal course of our business, we may periodically become subject to various lawsuits. However, to our knowledge, we are not a party to any pending or threatened material legal proceedings. To our knowledge, no governmental authority is contemplating commencing a legal proceeding in which we would be named as a party.

There are no past or pending trading suspensions by a securities regulator.

B. Business of Issuer: The Issuer is the manufacturer of a commercial hydroponic cultivation 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 portable agricultural solution. PharmPods allow users to precisely control what a plant receives, grow crops densely, avoid using pesticides and herbicides, increase yields and automatically water plants.

Hydroponic plant cultivation generally describes the method of growing plants without soil. Plants are typically grown in various growing mediums using a mineral nutrient solution. Nutrient solutions contain substantially all of the minerals that plants normally would get from the soil in a more concentrated form. Growing mediums aerate and support a plant's root system while channeling the nutrient solution. Consequently, the root system is exposed to more oxygen, which stimulates root growth and nutrient absorption. Since plants do not have to use energy to search for the nutrients they require, the saved energy is used to grow faster and produce a greater yield. For example, leafy green vegetables such as lettuce and spinach typically require as much as 65 days to mature outdoors. In a PharmPod, using a perfectly controlled environment and providing the perfect light spectrum for 18 hours per day, that production time can be cut to less than 20 days.

We sell our products through a combination of direct sales and independent distributors. In addition, we license our technologies for which we receive licensee fees and royalties.

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

Primary SIC Code:	3523 Manufacturer – Farm Machinery and Equipment
Secondary SIC Code:	0182 Agriculture – Food Crops Grown Under Cover

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

The Issuer is currently conducting revenue producing operations but has not yet achieved profitability.

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

Issuer is not and has never been a "shell company," as defined by Securities Act Rule 405.

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

   None.

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

   The Issuer does not foresee any existing or probably government regulations which could adversely its business.

6. **An estimate of the amount spent during each of the last two fiscal years on research and development activities, and, if applicable, the extent to which the cost of such activities are borne directly by customers;**

   The Issuer incurred no expenses related to research and development activities in the last two years.

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

   None.

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

   The Issuer currently has 3 employees, 2 of which are considered full time. Additionally, the Company employs consultants and temporary workers to provide services and labor as necessary.

Item IX The nature of products and services offered.

A. Principal Products and Services, and their Markets:

The Issuer manufacturers a commercial indoor hydroponic cultivation system called PharmPods. PharmPods has been developed primarily for the rapidly growing local urban farming industry. Commercial agriculture is beginning to migrate to controlled indoor environments. Every year the U.S. loses significant portions of its fertile agricultural land due to urbanization. In an effort to sustain our population cultivation is moving both indoors as well as vertical. Indoor cultivation allows urban farmers to have multiple harvests throughout the year while maximizing their production of healthy and nutrient dense fruits and vegetables. For example, the USDA recently found that roughly 15 percent of the world’s food is now grown in urban areas such as vacant lots and rooftop gardens. While it’s unclear just how many urban farms there are in America, it is a rapidly growing movement, with urban farms operating nationwide.

C. Status of any Publicly Announced New Product or Service:

The Issuer has not has not publicly announced any new product or service.

D. Competitive Business Conditions, the Issuer’s Competitive Position in the Industry, and Methods of Competition;

The agricultural industry is highly competitive. We compete with several large national and international full-line suppliers, as well as numerous short-line and specialty manufacturers with differing manufacturing and marketing methods. We believe that pricing is a primary driver in capturing market share, and that offering similar products at discounted pricing helps reduce the barriers to entry. The industry is relatively fragmented and generally focuses on a few core proprietary items. Many of our competitors may have substantially greater financial, research and development, marketing and other resources, than the Company. Our competitors may be better able to withstand slow periods in the industry and be in a better position to compete for customers.

The Company makes no assurances that competitors will not offer services with similar qualities but at a lower cost, which could render the Company's products and/or services noncompetitive.

E. Sources and Availability of Raw Materials and the Names of Principal Suppliers;

Equipment and materials used in the manufacture of PharmPods are widely available.

F. Dependence on One or a Few Major Customers;

The Issuer's largest customer, VertiFresh, accounted for approximately 90.8% of the Company's sales for the year ended December 31, 2012. In addition, the Company's two largest customers, VertiFresh and Meadpoint Venture Partners, together accounted for approximately 90.8% and 9.2%, respectively, of the Company's sales for such period. The loss of, or a significant curtailment of purchases by, either of these major customers may have a material adverse effect on the Company's business, financial condition and results of operations. The Company anticipates that, by virtue of the markets it serves, a significant portion of the Company's sales will continue to be concentrated in a relatively small number of customers.

G. Patents, Trademarks, Licenses, Franchises, Concessions, Royalty Agreements or Labor Contracts, Including their Duration; and

(a) **Provisional Patent**: Our primary intellectual property is encapsulated in our filing with the U.S. Patent Office for a multi-technology patent - U.S. Patent Application Number 61566639, filed on December 3, 2011by FusionPharm, Inc. titled "Photosynthetic Grow Module and Methods of Use." We also possess trademarks and domain names. We hold common law trademarks and plan to file applications with the United States Patent and Trademark Office to register the following trademarks: "PharmPods" and "PharmPlex". We also hold all rights to the www.pharmpods.com and www.fusionpharminc.com domain names.

(b) **VertiFresh LLC**: In March 2012, the Company entered into an Exclusive License Agreement with VertiFresh, LLC, a Delaware company, for the use of our PharmPods and PharmPlex technologies for growing agricultural products. VertiFresh is a year-round supplier of high-quality, nutrient-dense hydroponically grown produce and specialty herbs. Our agreement with VertiFresh includes licensing our technology in Colorado, New York, New York and Boston, Massachusetts to build and operate PharmPlex cultivation facilities, and the purchase of at least 20 PharmPods over the next three years.

(c) **Meadpoint Venture Partners LLC**: In November 2012, the Company entered into Licensing and Distribution Agreement with Meadpoint Venture Partners, a Colorado company. Under the agreement Meadpoint has agreed to be the Company's primary distributor for the Company's PharmPod High Intensity line of controlled environment agriculture containers. PharmPod High Intensity containers utilize High Intensity Discharge (HID) and/or High Pressure Sodium (HPS) lighting systems to achieve outstanding results with fruiting and flowering plants. An initial order for 8 PharmPod High Intensity containers was received from Meadpoint with minimum purchase quantities of 50 containers in both 2013 and 2014.

H. The Need for any Government Approval of Principal Products or Services and the Status of any Requested Government Approvals.

We are not aware of any governmental regulations or approvals for any of our products.

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

We do not own any real estate or other physical properties material to our operations. We operate from leased space. Our executive offices and manufacturing facility are located at 4360 Vine Street, Denver, Colorado 80216, and our telephone number is (720) 458-0686.

Part D Management Structure and Financial Information

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

A. Officers and Directors.

Full Name: **Scott M. Dittman**
Title: President and Chief Executive Officer
Business Address: 4360 Vine Street
Denver, Colorado 80216

Employment History: ***Scott Dittman*** was elected as sole-Director of the Company and was appointed President of the Company in January 2011. He is a long-time Colorado resident and graduate of the University of Colorado Boulder. Scott received his degree in Business/Finance from the University of Colorado, Boulder and went on to acquire his CPA in 1991. After spending five years with Arthur Andersen and Company's San Francisco and Sydney Australia offices, Scott returned to Colorado where he spent 14 years with a local homebuilding firm, eventually becoming President and CEO. Scott has been active in numerous charities and organizations around town and currently acts as a member of the Board of Directors of the Denver Buff Club, supporting athletics at the University of Colorado.

Board Memberships Mr. Dittman is a Director of the Issuer.
Compensation: $60,000 annually

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. Disclosure of Family Relationships

Robert L. Dittman owns 11.8% of the Company's Series A Convertible Preferred Stock and is the brother of the Company's chief executive officer, Scott M. Dittman.

D. Disclosure of Related Party Transactions

None of the following parties has, during the past two fiscal years, had any material interest, direct or indirect, in any transaction with us or in any presently proposed transaction that has or will materially affect us, other than as noted in this section:

(i) Any of our directors or executive officers;
(ii) Any person proposed as a nominee for election as a director;
(iii) Any person who beneficially owns, directly or indirectly, shares carrying more than 5% of the voting rights attached to our outstanding shares of common stock;
(iv) Any of our promoters; and
(v) Any member of the immediate family (including spouse, parents, children, siblings and in-laws) of any of the foregoing persons.

E. Disclosure of Conflicts of Interest

None.

Item XII Financial Information for the Issuer's most recent fiscal period.

The Issuer's Financial Statements as at the Fiscal Years ended December 31, 2012 and December 31, 2011, including: Balance Sheet, Statements of Operations, Statements of Stockholders' Equity, Statements of Cash Flows and Notes to the Financial Statements are included as an attachment to this Annual Report.

Item XIII Similar financial information for such part of the two preceding fiscal years as the issuer or its predecessor has been in existence.

The Issuer has previously filed annual and quarterly financial statements through the OTC Disclosure and News Service, which are incorporated by reference to this Annual Report.

Item XIV Beneficial Owners.

As of December 31, 2012, the Issuer had approximately 875 shareholders and approximately 3,001,650 shares of common stock issued and outstanding; and approximately 1,487,330 shares of preferred stock issued and outstanding.

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, or upon completion of the Offering will beneficially own, more than 5% of our common stock; (ii) each of our current directors and executive officers of the Issuer; and (iii) all of our current and proposed executive officers and directors as a group:

Beneficial Owners	Shares	Class	Percentage
Scott Dittman	1,300,000	Preferred	87.07%
Robert Dittman	176,504	Preferred	11.82%
Officers and Directors as a Group	**1,300,000**	**Preferred**	**87.07%**

(a) The address for Scott Dittman is 4360 Vine Street, Denver, Colorado 80216.

(b) The address for Robert Dittman is 2469 West 41st Avenue, Denver, Colorado 80211

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

1. Investment Banker

None.

2. Promoters

None.

3. Counsel

Law Office of Tod A. DiTommaso
9451 Charleville Boulevard
Beverly Hills, California 90210
Telephone: (323) 497-1418
E-mail: todanthonyditommaso@earthlink.net

4. Accountant or Auditor

Mak Consulting Services
5154 NW 42nd Avenue
Coconut Creek, Florida 33073
Telephone: (954) 224-4342

5. Public Relations Consultant(s)

None.

6. Investor Relations Consultant

None.

7. Any other advisor(s) that assisted, advised, prepared or provided information with respect to this disclosure statement - the information shall include the telephone number and email address of each advisor.

None.

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

The following discussion and analysis should be read in conjunction with the consolidated financial statements including the notes thereto attached to this Annual Report. This discussion and analysis may contain forward-looking statements based upon current expectations that involve risks and uncertainties. Our actual results may differ materially as a result of various factors.

Overview

We manufacture and sell a patent pending commercial hydroponic cultivation system capable of growing almost any herb, vegetable, flower, fruit or terrestrial plant better and faster than traditional farming methods. 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. PharmPods allow users to precisely control what a plant receives, grow crops densely, avoid using pesticides, increase yields and automatically water plants.

Historically, we have funded our working capital needs primarily through the sale of PharmPods, licensing fees, the issuance of short and long term promissory notes and the sale of shares of our capital stock.

Results of Operation

Our financial statements have been prepared assuming that we will continue as a going concern and, accordingly, do not include adjustments relating to the recoverability and realization of assets and classification of liabilities that might be necessary should we be unable to continue in operation. We expect that we will require additional capital to meet our operating requirements. We expect to raise additional capital through, among other things, the sale of equity or debt securities.

The Year Ended December 31, 2012 Compared to the Year Ended December 31, 2011

The following analysis reflects the results of operations of FusionPharm, Inc.

	2012		2011		$ Change		% Change
Revenue	$	808,398	$	227,439	$	580,959	255.0%
Cost of sales	$	132,046	$	157,948	$	-25,902	-16.3%
Operating expenses	$	398,240	$	384,417	$	13,823	3.6%
Depreciation	$	12,899	$	12,715	$	184	1.4%
Net income (loss)	$	265,213	$	(402,382)	$	667,595	-

Net Revenues. Net revenues for the year ended December 31, 2012 was $808,398, an increase of $580,959 (255.0%) as compared with $227,439 for the year ended December 31, 2011. Revenue was derived primarily from the sale of PharmPods and licensing fees.

Cost of Sales. The cost of sales associated with our revenue for the year ended December 31, 2012 was $132,046, a decrease of $25,902 (16.3%) from costs of sales of $157,948, for the year ended December 31, 2011. Cost of sales consisted primarily of materials and equipment used in the construction of PharmPods.

Operating Expenses and Depreciation. Operating expenses and depreciation for the year ended December 31, 2012 was $411,139, an increase of $14,007 (3.7%) as compared with $397,132 for the year ended December 31, 2011. General and administrative expenses primarily consist of corporate overhead, payroll and payroll taxes, and administrative contracted services for professional fees including legal and accounting fees.

Net Income (Loss) and Net Income (Loss) per Share. Net income for the year ended December 31, 2012 was $265,213 compared to a net loss of $402,382 for the year ended December 31, 2011, for an increase of $667,595. Net income per share for the year ended December 31, 2012 was $0.10 compared to a net loss per share of $.19 for the year ended December 31, 2011, based on the weighted average common shares outstanding of 2,554,281 and 2,121,781, respectively.

Liquidity and Financial Condition

	Year Ended			
	December 31, 2012		December 31, 2011	
Net cash provided (used) in operating activities	$	(115,514)	$	(343,489)
Net cash provided (used) in investing activities	$	6,319	$	(90,454)
Net cash provided by financing activities	$	80,000	$	463,477
Net increase (decrease) in cash	$	(29,194)	$	29,535

Cash Flows Used in Operating Activities

Net cash used in operating activities was $115,514 for the year ended December 31, 2012 as compared with net cash used by operating activities of $343,489 for year ended December 31, 2011, resulting in a decrease in cash used of $227,975 (66.4%). The decrease in the cash used in operating activities is due primarily to an increase in net income of $686,163.

Cash Flows Used in Investing Activities

Net cash provided by investing activities was $6,319 for the year ended December 31, 2012 as a result of equipment purchases of $6,201 and real estate purchase option payments totaling $5,000, offset by accumulated depreciation of $12,899; amortization of $2,120 and a write off of current assets (loans) of $2,502. Net cash used by investing activities for the year ended December 31, 2011 was $90,454 as a result of equipment purchases of $87, 068; real estate purchase option payments totaling $5,000 and purchase of property rights of $10,600.

Cash Flows from Financing Activities

For the year ended December 31, 2012 cash flows provided by financing activities was $80,000 as compared to $463,477 for the year ended December 31, 2011. The decrease was a result of less money being received from proceeds from the issuance of common stock and long-term debt (promissory notes). Management is seeking, and expects to continue to seek to raise additional capital through equity or debt financings, including through one or more equity or debt financings to fund its operations, and pay amounts due to its creditors and employees. However, there can be no assurance that the Company will be able to raise such additional equity or debt financing or obtain such bank borrowings on terms satisfactory to the Company or at all.

As of December 31, 2012, the Company had a working capital of approximately $350,103.

Cash and Cash Equivalents

Our cash and cash equivalents decreased during the year ended December 31, 2012 was $304, compared to cash and cash equivalents for the year ended December 31, 2011 of $29,535. As outlined above, the decrease in cash and cash equivalents for the fiscal period was the result of (i) a decrease in cash used by operating activities of $227,975; (ii) an increase of cash provided by investing activities of $96,773; and (iii) decrease in cash provided from financing activities of $383,477.

Working Capital Information - The following table presents a summary of our working capital at the end of each period:

	Year Ended			
Category	**December 31, 2012**		**December 31, 2011**	
Cash and cash equivalents	$	340	$	29,535
Current assets	$	506,945	$	47,931
Current liabilities	$	174,317	$	66,836
Working capital	$	32,968	$	(18,905)

<u>Year Ended December 31, 2012</u>

At December 31, 2012, we had working capital of $332,968, compared with a working capital deficit of $18,905 at December 31, 2011 or an increase in working capital of $3351,873. As of December 31, 2012, we had a cash balance of $340 as compared to $29,535 on December 31, 2011. The decrease in cash is the net result of our operating and financing activities outlined above.

As of December 31, 2012, our current assets were $506,945 compared to $47,931 at December 31, 2011. Current assets were comprised of $506,600 in accounts receivable and $4.00 in inventories as compared to December 31, 2011 with current assets comprised of $18,396 in inventories. At December 31, 2012, our current liabilities were $174,317 compared to $66,836 at December 31, 2011. At December 31, 2012, our current liabilities were comprised of accounts payable and notes payable of $69,227; accrued compensation due management of $33,498; and accrued interest payable of $36,176 as compared to December 31, 2011 with current liabilities comprised of $29,655 in notes payable; accrued interest payable of $9,681 and common stock subscriptions pending issuance of $27,500.

We are an early stage company whose revenue generating activities have recently commenced and we have incurred operating losses since adopting our current business plan in April 2011. Accordingly, we have continued to utilize the cash raised in our financing activities to fund our operations. In addition to raising cash through additional financing activities, we may supplement our future working capital needs through the extension of trade payables and increases in accrued expenses. In view of these matters, realization of certain of the assets in the accompanying balance sheet is dependent upon our continued operations, which in turn is dependent upon our ability to meet our financial requirements, raise additional financing, and the success of our future operations.

Additional Capital

To the extent that additional capital is raised through the sale of our equity securities, the issuance of our securities could result in dilution to our stockholders. No assurance can be given that we will have access to the capital markets in the future, or that financing will be available on terms acceptable to satisfy our cash requirements, or implement our business strategies. If we are unable to access the capital markets or obtain acceptable financing, our results of operations and financial condition could be materially and adversely affected. We may be required to raise substantial additional funds through other means. We have generated limited revenues from our planned business at this point. Management may seek to raise additional capital through one or more equity or debt financings or through bank borrowings.

Plan of Operation and Funding

Since adopting our current business plan (April 2011), the Company has generated a net loss of $119,349 including product development and administrative costs. During the period we have generated $1,053,033 in revenue from planned and principal business operations. The Company is focused on the development and commercialization of its patent pending PharmPods cultivation container system.

Our business plan includes the following steps:

- We intend to facilitate relationships with potential partners, licensees, distributors and customers identified from time to time with respect to our intended business operations. Our intention is to enter into long-term agreement with licensees and distributors for our products.

- We will either hire sales personnel with expertise in the markets we intend to address or contract with others to provide sales and marketing support.

- We intend to identify, evaluate and execute strategic acquisitions in the hydroponic growing equipment and supplies industry that provide cash flows, access to customers, new products and/or services and that fit our strategic and investment methodology.

If we cannot generate sufficient revenues, we will suspend or cease implementation of our business plan, resulting in the cessation of the intended business operations. There is limited historical financial information about us upon which to base an evaluation of our performance. We are an early stage company and our business is subject to risks inherent in the establishment of a new business enterprise, including limited capital resources and possible cost overruns.

Important Factors Affecting our Results of Operations

We believe significant factors exist that could affect our operating results, including (i) the ability to raise capital to fund capital expenditures; (ii) the ability to produce and market our products; (iii) availability and cost of material and new equipment; (iv) actions or inactions of third parties; (v) the ability to find and retain skilled personnel; (vi) strength and financial resources of competitors; and (vii) economic conditions in the United States.

Off-Balance Sheet Arrangements

We are not party to any financial instruments or arrangements with off-balance sheet risk.

Going Concern

The financial statements have been prepared "assuming that we will continue as a going concern," which contemplates that we will realize our assets and satisfy our liabilities and commitments in the ordinary course of business.

Part E Issuance History

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

The Company has from time-to-time issued securities for cash and subscription as well as common shares issued for services rendered. All such issuances have been under Rule 144 or under terms of a Subscription Agreements in accordance with Regulation D, Rule 504 or Rule 506. All such shares were issued with the appropriate legend. A description of each such issuance is provided below:

Capital stock issued for cash:

Name	Type	Shares Issued	Date of Issue	Price Per Share	Status
Mark Habegger	C	100,000	03/01/2011	$0.25	R
Craig Dudley	C	20,000	04/13/2011	$0.25	R
Myron Thaden	C	100,000	05/09/2011	$0.25	R
Todd Abbott	C	40,000	05/16/2011	$0.25	R
Kuntal Vora	C	40,000	05/16/2011	$0.25	R
Richard Lawson	C	5,000	08/02/2011	$1.00	R
Robert Kilponen	C	10,000	08/02/2011	$1.00	R
Paul Van Stekelenburg	C	60,142	09/06/2011	$0.42	R
Paul Van Stekelenburg	C	5,869	10/07/2011	$1.00	R
Anne Cadden	C	2,500	01/016/2012	$1.00	R
David Roy	C	25,000	01/16/2012	$1.00	R
Frank Falconer	C	10,000	03/15/2012	$1.00	R
Frank Falconer	C	2,500	03/28/2012	$1.00	R
Marc Goldenburg	C	28,000	07/17/2012	$1.00	R

Capital stock issued for services:

Name	Type	Shares Issued	Date of Issue	Value Per Share	Status
R Freedman & Co LLC	C	20,000	11/11/2011	$1.00	R
Frank Falconer	C	10,000	11/11/2011	$1.00	R
Kelly Blume	C	15,000	11/11/2011	$1.00	R
Gino Rodriques	C	25,000	11/11/2011	$1.00	R
Stuart Leudan	C	12,000	03/30/2012	$1.00	R

Type: C = Common Stock, P = Series A Convertible Preferred Stock
Status: R = Restricted Stock, F = Unrestricted Stock

Part F Exhibits

Item XVIII Material Contracts.

None.

Item XIX Articles of Incorporation and Bylaws.

The Issuer's Amended and Restated Articles of Incorporation and the Bylaws are incorporated by reference to its June 30, 2008 filings through the OTC Disclosure and News Service.

Item XX Purchases of Equity Securities by the Issuer and Affiliated Purchasers.

There have been no such purchases.

Item XXI Issuer's Certifications.

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
Chief Executive Officer
FusionPharm, Inc.
4360 Vine Street
Denver, Colorado 80216

FINANCIAL STATEMENTS

FUSIONPHARM INC.
(FKA BABY BEE BRIGHT CORP.)

For the Periods Ended:

December 31, 2012 and December 31, 2011

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FUSIONPHARM, INC.
FKA BABY BEE BRIGHT CORP.

BALANCE SHEETS
(Unaudited)

		Year Ended	
		December 31 2012	December 31 2011
ASSETS			
Current assets			
Cash and cash equivalents		$ 340	$ 29,535
Accounts receivable		506,600	
Inventories		4	18,396
Total current assets		506,945	47,931
Property and equipment			
Property, plant and equipment		93,269	87,068
Less accumulated depreciation		(25,614)	(12,715)
Property and equipment, net		67,655	74,353
Other assets			
Deposits		8,000	3,000
Licensing rights (less accumulated amortization)		8,480	10,600
Long-term notes receivable			2,502
Total other assets		16,480	16,102
Total assets		$ 591,080	$ 138,385
LIABILITIES AND STOCKHOLDERS' EQUITY			
Current liabilities			
Accounts payable		$ 39,572	$ -
Accrued compensation		33,498	
Accrued interest expense		36,176	9,681
Common stock pending issuance			27,500
Fees collected in advance		37,605	
Payroll liabilities		(2,188)	
Short-term loans		29,655	29,655
Total current liabilities		174,317	66,836
Long-term liabilities			
Notes payable		263,547	264,947
Total long-term liabilities		263,547	264,947
Total liabilities		$ 437,864	$ 331,783
Stockholders' equity			
Common stock, $.0001 per share par value, 495,000,000 shares authorized, 2,156,781 shares issued and outstanding at December 2011; and 3,001,650 shares issued and outstanding at December 2012		300	216
Preferred stock, $.0001 per share par value, 5,000,000 shares authorized, 1,493,104 shares issued and outstanding at December 2011; and 1,487,330 shares issued and outstanding at December 2012		149	149
Additional paid-in capital		521,394	440,077
Net income (loss)		265,213	(402,382)
Accumulated deficit		(633,841)	(231,459)
Total stockholders' equity		153,215	(193,398)
Total liabilities and stockholders' equity		591,080	138,385

The accompanying notes are an integral part of these statements.

FUSIONPHARM, INC.
FKA BABY BEE BRIGHT CORP.

STATEMENTS OF OPERATIONS
(Unaudited)

	Year Ended December 31 2012	Year Ended December 31 2011
Revenue	$ 808,398	$ 227,439
Cost of sales	132,046	157,948
Gross profit	676,352	69,491
Operating expenses	362,899	384,417
Operating Income (loss)	313,454	(314,927)
Other income (expenses)		
Debt forgiveness		98,580
Interest expense	(26,495)	(9,881)
Amortization	(2,120)	
Depreciation	(12,899)	(12,715)
Charitable contributions	(500)	(700)
Loss on write-off of current assets	(6,227)	
Loss on write-off of inventory	-	(162,739)
Total other income (expenses)	(48,240)	(87,455)
Net income (loss)	$ 265,213	$ (402,382)
Basic and diluted Earnings (loss) per Share	$ 0.10	$ (0.19)
Weighted average Number of shares	2,554,281	2,121,781

The accompanying notes are an integral part of these statements

FUSIONPHARM, INC.
FKA BABY BEE BRIGHT CORP.

STATEMENTS OF CASH FLOWS
(Unaudited)

	Year Ended December 31 2012	Year Ended December 31 2011
CASH FLOWS FROM OPERATING ACTIVITIES		
Net earnings (loss) for period	$ 265,213	$ (402,382)
Changes in current assets and current liabilities:		
Accounts payable	39,572	(98,580)
Inventories	18,392	144,342
Accounts receivable	(506,600)	500
short-term borrowing		2,950
Accrued compensation	33,498	
Accrued interest expense	26,495	9,681
Common stock pending issuance	(27,500)	
Fees collected in advance	37,605	
Payroll liabilities	(2,188)	
Net cash provided (used) by operating activities	(115,514)	(343,489)
CASH FLOWS FROM INVESTING ACTIVITIES		
Purchase of property and equipment	(6,201)	(87,068)
Accumulated depreciation	12,899	12,715
Accumulated amortization	2,120	
Purchase option	(5,000)	(3,000)
Write-off of current assets	2,502	
Purchase of property rights		(10,600)
Short-term notes		(2,502)
Net cash provided by (used) by investing activities	6,319	(90,454)
CASH FLOWS FROM FINANCING ACTIVITIES		
Proceeds from long-term borrowing	(1,400)	264,947
Proceeds from the issuance of common stock	81,400	215,513
Recapitalization		(16,983)
Net cash provided by financing activities	80,000	463,477
NET INCREASE (DECREASE) IN CASH AND CASH EQUIVALENTS	(29,194)	29,535
Cash, beginning of period	29,535	
Cash, end of period	340	29,535

The accompanying notes are an integral part of these statements

FUSIONPHARM, INC.
FKA BABY BEE BRIGHT CORP.

STATEMENTS OF SHAREHOLDERS' EQUITY
(Unaudited)

From December 31, 2011 to December 31, 2012

	Preferred Stock		Common Stock		Additional Paid in Capital	Accumulated Deficit	Total Stockholders' Equity
	Shares	Amount	Shares	Amount			
Balance, December 31, 2011	1,493,104	$ 149	2,164,681	$ 216	$ 440,077	$ (633,841)	$ (193,398)
Sale of common stock at $1.00 per share			68,000	7	67,993		68,000
Issuance of common stock - on conversion of preferred stock	-6,190	(1)	619,000	62	(61)		
Common stock issued for services			12,000	1	11,999		12,000
Issuance of common stock - on conversion of promissory note			140,000	14	1,386		1,400
Net loss						265,213	265,213
Balance, December 31, 2012	1,486,914	$ 149	3,003,681	$ 300	$ 521,394	$ (368,628)	$ 153,215

The accompanying notes are an integral part of these statements

FUSIONPHARM INC.
formerly Baby Bee Bright Corporation

NOTES TO FINANCIAL STATEMENTS
(Unaudited)

DECEMBER 31, 2012

Note 1 Organization

FusionPharm, Inc., formerly Baby Bee Bright Corp. (the "Company"), was incorporated in the State of Nevada on November 6, 1990. The Company became Baby Bee Bright Corporation after completing a reverse merger with Sequoia Interests Corporation on June 6, 2006. On April 4, 2011, the Company changed its business plan and corporate direction and changed its name to FusionPharm, Inc.

The Company's primary focus is to commercialize its patent pending PharmPods™ line of hydroponic cultivation systems. Fusion Pharm, Inc. is the creator and manufacturer of the PharmPods hydroponic cultivation container system. Pharmpods are constructed of standard ISO steel shipping containers that are repurposed for use in indoor plant cultivation. Based on the concept of Controlled Environment Agriculture (CEA) used extensively in greenhouse cultivation for decades, the PharmPod cultivation container is the ultimate evolution of the CEA concept. The Company's PharmPods are used for agricultural cultivation by urban faming companies and other specialty growers.

The Company's fiscal year end is December 31.

Note 2 Basis of Presentation and Summary of Significant Accounting Policies

The summary of significant accounting policies presented below is designed to assist in understanding our financial statements. Such financial statements and accompanying notes are the representation of our management, who are responsible for their integrity and objectivity.

Use of Estimates

In preparing these financial statements in conformity with accounting principles generally accepted in the United States of America, management is required to make estimates and assumptions that may affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities as of the date of the consolidated financial statements and the reported amount of revenues and expenses during the reporting periods. Actual results could differ from those estimates. Significant estimates and assumptions included in our consolidated financial statements relate to the valuation of long-lived assets, estimates of sales returns, inventory reserves and accruals for potential liabilities, and valuation assumptions related to equity instruments and share based payments.

Cash Equivalents

We consider all highly liquid investments purchased with an original maturity of less than three months at the date of purchase to be cash equivalents.

Inventories

Inventories are stated at the lower of cost or market and are accounted for on a first-in, first-out basis. Management analyzes historical and prospective sales data to estimate obsolescence. We did not record any reserve for obsolescence during the years ended December 31, 2012 and 2011.

Property and Equipment

Property and equipment are stated at cost and depreciated using the straight-line method based on the estimated useful lives (generally three to five years) of the related assets. Leasehold improvements are amortized over the life of the lease. Management continuously monitors and evaluates the realizability of recorded long-lived assets to determine whether their carrying values have been impaired. We record impairment losses on long-lived assets used in operations when events and circumstances indicate that the assets might be impaired and the nondiscounted cash flows estimated to be generated by those assets are less than the carrying amount of those assets. Any impairment loss is measured by comparing the fair value of the asset to its carrying amount. Repairs and maintenance costs are expensed as incurred. Based upon management's assessment, there were no indications of impairment at December 31, 2012 or December 31, 2011.

Income Taxes

Current income tax expense is the amount of income taxes expected to be payable for the current year. A deferred income tax asset or liability is established for the expected future consequences of temporary differences in the financial reporting and tax bases of assets and liabilities. We consider future taxable income and ongoing, prudent and feasible tax planning strategies, in assessing the value of our deferred tax assets. If we determine that it is more likely than not that these assets will not be realized, we will reduce the value of these assets to their expected realizable value, thereby decreasing net income. Evaluating the value of these assets is necessarily based on our judgment. If we subsequently determined that the deferred tax assets, which had been written down, would be realized in the future, the value of the deferred tax assets would be increased, thereby increasing net income in the period when that determination was made.

Revenue

Revenue is recognized on the sale of a product when the product is shipped, which is when the risk of loss transfers to our customers, and collection of the sale is reasonably assured. A product is not shipped without an order from the customer and the completion of credit acceptance procedures. As substantially all sales are cash or credit card sales we did not maintain a reserve for bad debt as of December 31, 2012 or December 31, 2011.

Sales Returns

We allow customers to return defective products when they meet certain established criteria as outlined in our sales terms and conditions. It is our practice to regularly review and revise, when deemed necessary, our estimates of sales returns, which are based primarily on actual historical return rates. We record estimated sales returns as reductions to sales, cost of sales, and accounts receivable and an increase to inventory. Returned products which are recorded as inventory are valued based upon the amount we expect to realize upon its subsequent disposition. As of December 31, 2012 and December 31, 2011, there was no reserve for sales returns, which are minimal based upon our historical experience.

Warranty Costs

Estimated future warranty obligations related to certain products are provided by charges to operations in the period in which the related revenue is recognized. Estimates are based, in part, on historical experience. As of December 31, 2012 and December 31, 2011, there was no warranty reserve required.

Advertising Costs

Advertising costs are expensed as incurred and are included in general and administrative expenses in the amount of $5,029 and $36,881, for the years ended December 31, 2012 and 2011, respectively.

Fair Value of Financial Instruments

On January 1, 2009, we adopted all of the provisions of Financial Accounting Standards Board Accounting Standards Codification, ("ASC") Topic 820, Fair Value Measurements and Disclosures ("ASC 820") which provides guidance on how to measure assets and liabilities that use fair value. ASC 820 defines fair value, establishes a three-level valuation hierarchy for disclosure of fair value measurement, and expands disclosures about fair value measurements. The three levels are defined as follows:

Level 1 - Quoted prices in active markets for identical assets or liabilities.

Level 2 - Inputs, other than the quoted prices in active markets, that are observable either directly or indirectly.

Level 3 - Unobservable inputs based on our assumptions.

Earnings Per Share

Basic earnings (loss) per share are computed by dividing net income (loss) by weighted average number of shares of common stock outstanding during each period. Diluted earnings (loss) per share is computed by dividing net income (loss) by the weighted average number of shares of common stock, common stock equivalents and potentially dilutive securities outstanding during the period.

The Company has the following potentially dilutive securities at December 31, 2012 and 2011, respectively:

	December 31, 2012	December 31, 2011
Series A Convertible Preferred Stock	1,487,330	1,493,104

Stock Based Compensation

We may periodically issue stock options and warrants to employees and non-employees in non-capital raising transactions for services and for financing costs. We account for stock option and warrant grants issued and vesting to employees based on Financial Accounting Standards Board (FASB) ASC Topic 718, "Compensation – Stock Compensation", whereas the award is measured at its fair value at the date of grant and is amortized ratably over the vesting period. We account for stock option and warrant grants issued and vesting to non-employees in accordance with ASC Topic 505, "Equity", whereas the value of the stock compensation is based upon the measurement date as determined at either (a) the date at which a performance commitment is reached, or (b) at the date at which the necessary performance to earn the equity instruments is complete.

FUSIONPHARM INC.
formerly Baby Bee Bright Corporation

NOTES TO FINANCIAL STATEMENTS
(Unaudited)

DECEMBER 31, 2012

Recently Issued Accounting Pronouncements

In May 2011, the Financial Accounting Standards Board ("FASB") issued Accounting Standards Update (ASU) No. 2011-04, "Amendments to Achieve Common Fair Value Measurement and Disclosure Requirements in U.S. GAAP and IFRSs". ASU No. 2011-4 does not require additional fair value measurements and is not intended to establish valuation standards or affect valuation practices outside of financial reporting. The ASU is effective for interim and annual periods beginning after December 15, 2011. We will adopt the ASU as required. The ASU will affect our fair value disclosures, but will not affect our results of operations, financial condition or liquidity.

In June 2011, the FASB issued ASU No. 2011-05, "Presentation of Comprehensive Income". The ASU eliminates the option to present the components of other comprehensive income as part of the statement of changes in shareholders' equity, and instead requires consecutive presentation of the statement of net income and other comprehensive income either in a continuous statement of comprehensive income or in two separate but consecutive statements. ASU No. 2011-5 is effective for interim and annual periods beginning after December 15, 2011. We will adopt the ASU as required. It will have no affect on our results of operations, financial condition or liquidity.

In September 2011, the FASB issued ASU 2011-08, "Testing Goodwill for Impairment", an update to existing guidance on the assessment of goodwill impairment. This update simplifies the assessment of goodwill for impairment by allowing companies to consider qualitative factors to determine whether it is more likely than not that the fair value of a reporting unit is less than its carrying amount before performing the two step impairment review process. It also amends the examples of events or circumstances that would be considered in a goodwill impairment evaluation. The amendments are effective for annual and interim goodwill impairment tests performed for fiscal years beginning after December 15, 2011. Early adoption is permitted. We are currently evaluating the affects adoption of ASU 2011-08 may have on our goodwill impairment testing.

Other recent accounting pronouncements issued by the FASB (including its Emerging Issues Task Force), the AICPA, and the SEC did not or are not believed by management to have a material impact on our present or future financial statements.

Risks and Uncertainties

The Company intends to operate in an industry that is subject to rapid change. The Company's operations will be subject to significant risk and uncertainties including financial, operational, technological, regulatory and other risks, including the potential risk of business failure. Also, see Note 2 regarding going concern matters.

Intangible Assets

Valuation of intangible assets include significant estimates and assumptions such as estimating future cash flows from product sales, developing appropriate discount rates, estimating probability rates for the successful completion of projects, continuation of customer relationships and renewal of customer contracts, and approximating the useful lives of the intangible assets acquired.

FUSIONPHARM INC.
formerly Baby Bee Bright Corporation

NOTES TO FINANCIAL STATEMENTS
(Unaudited)

DECEMBER 31, 2012

Note 3 Going Concern

The ability of the Company to continue as a going concern is dependent on Management's plans, which include potential sales of its PharmPods and produce products, further implementation of its business plan and continuing to raise funds through debt or equity financings. The Company will likely rely upon debt or equity financing in order to ensure the continuing existence of the business.

The accompanying unaudited financial statements have been prepared on a going concern basis, which contemplates the realization of assets and the satisfaction of liabilities in the normal course of business. These financial statements do not include any adjustments relating to the recovery of the recorded assets or the classification of the liabilities that might be necessary should the Company be unable to continue as a going concern.

Note 4 Inventories

Inventories are comprised of the following as of:

	December 31, 2012	December 31, 2011
Materials and Equipment	$ 4	$ 18,396
Finished Goods	-	-
	$ 4	$ 18.396

Note 5 Property and Equipment

Property and equipment consists of the following as of:

	December 31, 2012	December 31, 2011
Computer equipment	$ 1,323	$ 1,323
Furniture and fixtures	3,722	3,722
Machinery and equipment	44,507	38,306
Leasehold improvements	43,717	43,717
	93,269	87,068
Less accumulated depreciation	(25,614)	(12,715)
	$ 67,655	$ 74,353

Note 6 Notes Payable

Notes payable consists of the following as of:

	December 31, 2012	December 31, 2011
Convertible Promissory Note payable to Bayside Realty Holdings, LLC. As of December 31, 2012 this note is unsecured. The note, including interest at the per annum rate of 10%, is due on May 2, 2013. This note is convertible into common stock at $0.01 per share.	$ 175,547	$ 176,947
Convertible Promissory Note payable to Meadpoint Venture Partners, LLC. As of December 31, 2012 this note is unsecured. The note, including interest at the per annum rate of 10%, is due on June 15, 2013. This note is convertible into common stock at $0.01 per share.	88,000	88,000
Promissory Note payable to Robert W. Taylor. As of December 31, 2012, this note was unsecured, non-interest bearing and due on demand.	26,205	26,205
Notes Payable	$ 289,752	$ 291,152

For the purposes of balance sheet presentation notes payable have been grouped as follows:

	December 31, 2012	December 31, 2011
Short-term loans	$ 29,655	$ 29,655
Notes payable	263,547	264,947
	$ 289,752	$ 291,152

Note 7 Shareholders' Equity

Common Stock

During the fiscal year ended December 31, 2012, we raised $68,000 from the sale of 68,000 shares of our common stock to various investors in a private placement.

During the fiscal year ended December 31, 2012, we issued 619,000 shares of our common stock for the conversion of 6,190 shares of our preferred stock by Microcap Management, LLC.

During the fiscal year ended December 31, 2012, we issued 140,000 shares of our common stock for the conversion of $1,400 of debt payable to Bayside Realty Holdings, LLC

Restricted Stock Issuances

On March 30, 2012, we issued 12,000 shares of restricted common stock in exchange for professional services. We recognized $12,000 of professional fee expense related to the issuance at the per share subscription price of our private placement then in effect.

Note 8 Contingencies

From time to time, the Company may become involved in various lawsuits and legal proceedings, which arise in the ordinary course of business. However, litigation is subject to inherent uncertainties, and an adverse result in these or other matters may arise from time to time that may harm its business. The Company has no pending or threatened legal proceedings or administrative actions either by or against the Company that could have a material effect on the Company's business, financial condition, or operations and any current, past or pending trading suspensions by a securities regulator.

Note 9 Income Taxes

The Company has losses carried forward for income tax purposes for December 31, 2011. There are no current or deferred tax expenses for the period ended December 31, 2012 due to the Company's loss position. The Company has fully reserved for any benefits of these losses.

The deferred tax consequences of temporary differences in reporting items for financial statement and income tax purposes are recognized, as appropriate. Realization of the future tax benefits related to the deferred tax assets are dependent on many factors, including the Company's ability to generate taxable income within the net operating loss carry forward period.

Note 10 Change of Name

On April 4, 2011, the Company completed its name change from Baby Bee Bright, Corporation to FusionPharm, Inc. and changed its ticker symbol from BBYB to FSPM.

Note 11 Supplemental Disclosures with Respect to Shareholders' Equity

On March 1, 2011, the Company effected a 1-for-200 reverse split of its common stock. As a result, the Company's issued and outstanding common stock was reduced from approximately 172 million to approximately 862,009 shares. Fractional shares resulting from the reverse split were rounded up to the next whole number. The par value of the common stock was not affected by the reverse split and par value remained $.0001 per share. Consequently, the aggregate par value of the issued common stock was reduced by reclassifying the par value amount of the eliminated shares of common stock to "additional paid-in capital" in the Company's Balance Sheets. All shares and per share amounts including all common stock equivalents (stock options, other equity incentive awards, equity compensation plans, etc.) have been retroactively adjusted, for all periods presented to reflect the reverse stock split.

<u>Note 11 Subsequent Events</u>

(a) In December of 2011, the company did a one-time charge off of obsolete inventory and accounts payable that was carried over from Baby Bee Bright. This resulted in a one-time charge to the fourth quarter earnings of $77,689.

(b) The Company posted a correction during the second quarter of 2012 to Paid-In Capital after discovery of transaction errors made during the fiscal year ended December 31, 2011. Paid-In Capital was corrected by $114,999.

(c) The Company posted a correction during the second quarter of 2012 to Net Loss and Accumulated Deficit after discovery of transaction errors made during the fiscal year ended December 31, 2011. Net Loss for the fiscal year was corrected by $114,818 and Accumulated Deficit was corrected by $267,564.

(d) The Company posted a correction during the second quarter of 2012 to Total Liabilities after discovery of transaction, errors made during the fiscal year ended December 31, 2011. Total Liabilities were corrected by $13,119.

(e) The Company posted a correction during the second quarter of 2012 to Total Assets after discovery of transaction, errors made during the fiscal year ended December 31, 2011. Total Assets were corrected by $24,354.