

Name of Recipient: _____

Memorandum No. _____

PRIVATE PLACEMENT MEMORANDUM

January 30, 2011

Bio Fusion Corporation
Common Stock
Maximum of \$1,000,000

This Confidential Private Placement Memorandum ("Memorandum") sets forth the principal terms and conditions proposed by Bio Fusion Corporation, a New Jersey corporation (the "Company"), with respect to the offering ("Offering") by the Company of up to \$1,000,000 worth of its common stock ("Shares") for a purchase price of Three Dollars (\$3.00) per share for the first 100,000 shares sold and Five Dollars (\$5.00) per share for the next 140,000 shares. The Shares will be offered only to **accredited investors** who meet the suitability standards set forth in Exhibit A, however, the Company reserves the right to accept subscriptions from a limited number of Non-accredited investors that fall under the SEC rules regarding Form D 506 offerings.. Shares may be offered by officers and directors of the Company.

The Company is not required to (i) sell any minimum number of the Shares; (ii) sell a minimum number of its Shares in any placement; (iii) effect any placement in any order; or (iv) complete this entire placement before commencing another placement. This offering (the "Offering") will terminate on January 31st, 2013 (the "Termination Date") unless extended at the discretion of the Company. The information contained herein should be read in conjunction with the Exhibits attached to, and made a part of, this Memorandum.

Shares Offered ⁽¹⁾	Offering Price	Selling Expenses ⁽²⁾	Proceeds to the Company ⁽³⁾
Price Per Unit (1 st 100,000)	\$3.00/share	10%	\$270,000
(next 140,000)	\$5.00/share	10%	\$630,000
Total Maximum ⁽⁴⁾	\$1,000,000	\$100,000	\$900,000

This Memorandum does not constitute an offer to sell or a solicitation of any offer to buy the securities described herein in any state or other jurisdiction in which such an offer or solicitation is not authorized.

(1) Shares are offered in minimum purchase amounts of \$10,000, payable in full upon subscription by check or wire transfer payable to the Company. See "The Offering."

(2) The Company may pay selling commissions of as much as 10% of the aggregate purchase price of Shares to licensed, NASD registered securities brokers/dealers, but the total selling commissions will vary depending on the number of Shares it sells and the amount sold by broker/dealers; and including offering expenses of approximately \$50,000, including, but not limited to, legal, accounting, and printing expenses.

(3) Assumes the sale of all of the Shares offered hereby and all sales made by licensed brokers/dealers receiving commissions of 10% of the Offering price. If sales are made directly by the Company, the Proceeds will increase.

(4) If maximum offering is sold.

RISK FACTORS - An investment in this offering hereby involves a high degree of risk, and investors should be aware that they may sustain a loss of their entire investment. Investors should be aware that the Offering is suitable only for long-term investors, and that investors should not expect to realize a return on their investment in the near future. The following factors, in addition to those discussed elsewhere in this Memorandum, should be considered carefully in evaluating the Company and its business.

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Factors To Be Considered

For a discussion of certain factors that should be considered in connection with an investment in the Shares, see “Risk Factors”

THE SHARES HAVE NOT BEEN REGISTERED UNDER THE SECURITIES ACT OF 1933, AS AMENDED (THE “ACT”) OR ANY STATE SECURITIES ACT, AND MAY NOT BE SOLD OR TRANSFERRED IN THE ABSENCE OF AN EFFECTIVE REGISTRATION UNDER THE ACT, AND SUCH STATE ACTS OR AN OPINION OF COUNSEL ACCEPTABLE TO THE COMPANY THAT SUCH REGISTRATION IS NOT REQUIRED.

SHARES WILL BE SOLD ONLY TO INVESTORS WHO REPRESENT IN WRITING, AMONG OTHER THINGS, THAT THEY ARE BUYING SHARES FOR THEIR OWN ACCOUNT FOR INVESTMENT AND NOT WITH A VIEW TO THE SALE OR DISTRIBUTION THEREOF. THE SHARES MAY NOT BE SOLD OR OFFERED FOR SALE IN THE ABSENCE OF AN EFFECTIVE REGISTRATION STATEMENT UNDER THE ACT AND SUCH STATE LAWS AS MAY BE APPLICABLE, OR AN OPINION OF COUNSEL SATISFACTORY TO THE COMPANY THAT SUCH REGISTRATION IS NOT REQUIRED. ALL PERTINENT DOCUMENTS OF THE COMPANY WILL REFLECT THIS RESTRICTION.

THE INFORMATION CONTAINED IN THIS MEMORANDUM AND IN THE ATTACHED MATERIALS IS CONFIDENTIAL AND PROPRIETARY TO THE COMPANY AND IS BEING SUBMITTED TO INVESTOR WITH THE UNDERSTANDING THAT, WITHOUT THE PERMISSION OF THE COMPANY, INVESTOR WILL NOT REPRODUCE OR RELEASE THESE DOCUMENTS, DISCUSS ANY INFORMATION CONTAINED IN THEM, OR USE THEM FOR ANY PURPOSE OTHER THAN EVALUATING A POTENTIAL INVESTMENT IN THE COMPANY. BY ACCEPTING DELIVERY OF THIS MEMORANDUM, EACH PROSPECTIVE INVESTOR AGREES THAT IT (i) WILL NOT REPRODUCE ANY PART OF THIS MEMORANDUM OR DOCUMENTS SUPPLIED WITH IT OR DIVULGE OR MAKE AVAILABLE TO ANYONE ELSE ANY OF THEIR CONTENTS AND (ii) WILL RETURN THIS MEMORANDUM AND ANY RELATED EXHIBITS OR OTHER DOCUMENTS TO THE COMPANY.

THE SHARES ARE BEING OFFERED PURSUANT TO EXEMPTIONS FROM REGISTRATION UNDER THE FEDERAL SECURITIES LAWS AND APPLICABLE STATE SECURITIES LAWS. ANY REPRESENTATION TO THE CONTRARY IS UNLAWFUL. THIS MEMORANDUM HAS NOT BEEN FILED WITH, REGISTERED WITH, OR REVIEWED BY THE SHARED STATES SECURITIES AND EXCHANGE COMMISSION OR ANY STATE REGULATORY OR ADMINISTRATIVE AGENCY CHARGED WITH THE ADMINISTRATION OF STATE SECURITIES LAWS. ANY REPRESENTATION TO THE CONTRARY IS UNLAWFUL.

NO ONE HAS BEEN AUTHORIZED TO GIVE ANY INFORMATION OR TO MAKE ANY REPRESENTATION WITH RESPECT TO THE COMPANY OR THE SHARES WHICH IS NOT CONTAINED IN THIS MEMORANDUM OR FURNISHED BY THE COMPANY ON REQUEST. NO OFFERING LITERATURE MAY BE EMPLOYED IN CONNECTION WITH THE OFFERING OTHER THAN THIS MEMORANDUM AND INFORMATION FURNISHED BY THE COMPANY AS INDICATED ABOVE. IF GIVEN, MADE, OR USED, ANY OTHER INFORMATION, REPRESENTATION, OR OFFERING LITERATURE MUST NOT BE RELIED ON AS HAVING BEEN AUTHORIZED BY THE COMPANY, AND THE COMPANY DISCLAIMS ANY AND ALL LIABILITIES FOR REPRESENTATIONS OR WARRANTIES, EXPRESSED OR IMPLIED,

CONTAINED IN, OR OMISSIONS FROM, THIS MEMORANDUM OR ANY OTHER WRITTEN OR ORAL COMMUNICATION TRANSMITTED OR MADE AVAILABLE TO THE RECIPIENT.

PROSPECTIVE INVESTORS ARE NOT TO CONSTRUE THE CONTENTS OF THIS MEMORANDUM OR ANY PRIOR OR SUBSEQUENT COMMUNICATIONS AS LEGAL, TAX, OR INVESTMENT ADVICE. EACH INVESTOR SHOULD CONSULT HIS OWN COUNSEL, ACCOUNTANT, OR BUSINESS ADVISOR AS TO LEGAL, TAX, AND RELATED MATTERS CONCERNING HIS INVESTMENT.

STATE SECURITIES DISCLOSURES

FOR ARIZONA RESIDENTS ONLY:

The securities have not been registered under the Securities Laws of Arizona and may not be transferred or sold except in transactions, which are exempt under the Arizona Securities Laws or pursuant to an effective Registration thereunder.

FOR ARKANSAS RESIDENTS ONLY:

These securities are offered pursuant to a claim of exemption under the Securities Act of 1933. A Registration Statement relating to these securities has not been filed with the Arkansas Securities Department or with the Securities and Exchange Commission.

Neither the Department nor the Commission has passed upon the value of these securities, made any recommendations as to their purchase, approved or disapproved the Offering, or passed upon the adequacy or accuracy of this Offering Circular. Any representation of the contrary is unlawful.

FOR CALIFORNIA RESIDENTS ONLY:

The sale or transfer of the Securities by California residents is restricted by and subject to the provisions of Section 260.141.11 of the Rules of the Commissioner of Corporations of the State of California. It is unlawful to consummate a sale or transfer of this security, or any interest therein, or to receive any consideration therefore, without the prior written consent of the Commissioner of Corporations of the State of California, except as permitted in the Commissioner's Rules.

FOR CONNECTICUT RESIDENTS ONLY:

The securities which are the subject of this confidential Offering have not been registered under the Connecticut Uniform Securities Act and cannot be sold or transferred except in a transaction which is exempt under that act or pursuant to an effective registration statement under that act or in a transaction which is otherwise in compliance with that act.

FOR DELAWARE RESIDENTS ONLY:

The securities have not been registered under the Securities Laws of Delaware and may not be transferred or sold except in transactions that are exempt under the Delaware Securities Act or pursuant to an effective registration thereunder.

FOR FLORIDA RESIDENTS ONLY:

The securities referred to in this Offering will be sold to, and acquired by, the holder in a transaction exempt under Section 517.061 of the Florida Securities Act. The securities have not been registered under this Act in the State of Florida. In addition, all Florida residents shall have the privilege of voiding the purchase within three (3) days of making such purchase. No compensation will be paid to any purchaser representative of any Florida resident investing in the securities by either the Corporation or any affiliate or selling agent of the Corporation, either directly or indirectly.

FOR GEORGIA RESIDENTS ONLY:

The securities are issued in reliance upon the exemption from registration set forth in Section 10-5-9-(16) of the Georgia Securities Act and Rule 590-4-5.01, and cannot be sold or transferred except in a transaction that is exempt under the Georgia Securities Act or pursuant to an effective registration thereunder or otherwise in compliance with such Act.

FOR IDAHO RESIDENTS ONLY:

The securities evidenced hereby have not been registered under the Idaho Securities Act in reliance upon exemption from registration pursuant to Section 30-1435(8) or Rule 27 therefore and may not be sold, transferred, pledged, or hypothecated except in a transaction which is exempt under said Act, or pursuant to an effective registration under said Act.

FOR ILLINOIS RESIDENTS ONLY:

The securities may be offered and sold pursuant to an exemption from registration under Section 4G of the Illinois Securities Law of 1953, as amended, and cannot be sold or transferred except in a transaction that is exempt under the Illinois Securities Law or pursuant to an effective registration thereunder or otherwise in compliance with such law.

FOR INDIANA RESIDENTS ONLY:

If the issuer does not propose to have unqualified voting rights to remove the principals and other voting matters set forth in the Offering by a majority of holders of securities, then Indiana will not permit sales unless the minimum purchase is \$100,000. In the event the principals determine to accept purchasers of securities for less than \$100,000 from Indiana residents, the voting rights will immediately be amended to provide for such majority voting rights.

FOR MARYLAND RESIDENTS ONLY:

The securities may be issued in reliance upon the exemption from registration set forth in Section 11-602(15) of the Maryland Securities Act, and they cannot be sold or transferred except in a transaction that is exempt under the Maryland Securities Act or pursuant to an effective registration thereunder or otherwise in compliance with such Act.

FOR MASSACHUSETTS RESIDENTS ONLY:

The securities may be issued in reliance upon the exemption from registration set forth in Section 14.402(B) (13) (I) of the Massachusetts Securities Act, and they cannot be sold or transferred except in a transaction that is exempt under the Massachusetts Securities Act or pursuant to an effective registration thereunder or otherwise in compliance with such Act.

FOR MICHIGAN RESIDENTS ONLY:

The securities referred to in this Offering will be sold to, and acquired by, the holder in a transaction exempt under Section 451.803.7 of the Michigan Securities Act. The securities have not been registered under this Act in the State of Michigan. All investors should be aware that there are certain restrictions as to the transferability and sale of these securities.

FOR MISSISSIPPI RESIDENTS ONLY:

The securities may be offered pursuant to a claim of exemption under the Mississippi Securities Act. A registration statement relating to these securities has not been filed with the Mississippi Secretary of State or with the Securities and Exchange Commission. Neither the Secretary of State nor the Commission has passed upon the value of these securities, nor has it approved or disapproved the offering. The Secretary of State does not recommend the purchase of these or any other securities.

There is no established market for these securities and there may not be any market for these securities in the future. The subscription price of these securities has been arbitrarily determined by the issuer and is not an indication of the actual value of these securities. The purchaser of these securities must meet certain suitability standards, and must be able to bear an entire loss of his or her investment. These securities may not be transferred for a period of one (1) year except in a transaction which is exempt under the Mississippi Securities Act or in a transaction in compliance with the Mississippi Securities Act.

FOR MINNESOTA RESIDENTS ONLY:

The securities may be offered in reliance upon the exemption from registration set forth of the Minnesota Securities Statutes, and they cannot be sold or transferred except in a transaction that is exempt under the Statutes or pursuant to an effective registration thereunder or otherwise in compliance with such Statutes.

FOR NEW JERSEY RESIDENTS ONLY:

The Attorney General of the State of New Jersey has not passed on or endorsed the merits of this Offering. The filing of an Offering with the Bureau of Securities does not constitute approval of the issue or the sale thereof by the Bureau of Securities or the Department of Law and Public Safety of the State of New Jersey. Any representation to the contrary is unlawful.

FOR NEW MEXICO RESIDENTS ONLY:

These securities have not been approved or disapproved by the Securities Division of the New Mexico Department of Banking nor has the Securities Division passed upon the accuracy or adequacy of this prospectus or offering circular. Any representation to the contrary is a criminal offense.

FOR NEW YORK RESIDENTS ONLY:

This Offering Circular has not been reviewed by the Attorney General prior to its issuance and use. The Attorney General of the State of New York has not passed on or endorsed the merits of this Offering. Any representation to the contrary is unlawful.

FOR NORTH CAROLINA RESIDENTS ONLY:

These securities may be offered pursuant to a claim of exemption under the North Carolina Securities Act. The North Carolina Securities Administrator neither recommends nor endorses the purchase of any security, nor has the Administration passed upon the accuracy or adequacy of the information provided herein. Any representation to the contrary is a criminal offense.

FOR NORTH DAKOTA RESIDENTS ONLY:

These securities have not been approved or disapproved by the Securities Commissioner of the State of North Dakota nor has the Commissioner passed upon the accuracy or adequacy of this confidential Offering Circular. Any representation to the contrary is a criminal offense.

FOR OHIO RESIDENTS ONLY:

The securities are issued in reliance upon the exemption from registration set forth in Section 1707.03(Q) of the Ohio Revised Code, and they cannot be sold or transferred except in a transaction that is exempt under the Ohio Revised Code or pursuant to an effective registration thereunder or otherwise in compliance with such Code.

FOR OKLAHOMA RESIDENTS ONLY:

The securities offered pursuant to this Offering have not been registered under the Oklahoma Statutes, as amended (the "Oklahoma Act"), and may not be resold without being registered or qualified for an exemption under the Oklahoma Act.

FOR PENNSYLVANIA INVESTORS ONLY:

YOU MAY ELECT, WITHIN TWO BUSINESS DAYS FROM THE DATE OF RECEIPT BY THE ISSUER OF YOUR BINDING CONTRACT OF PURCHASE OR, IN THE CASE OF A TRANSACTION IN WHICH THERE IS NO BINDING CONTRACT OF PURCHASE, WITHIN TWO BUSINESS DAYS AFTER YOU MAKE THE INITIAL PAYMENT FOR THE SECURITIES BEING OFFERED, TO WITHDRAW YOUR ACCEPTANCE AND RECEIVE A FULL REFUND OF ALL MONEYS PAID BY YOU. YOUR WITHDRAWAL OF ACCEPTANCE WILL BE WITHOUT ANY FURTHER LIABILITY TO ANY PERSON. TO ACCOMPLISH THIS WITHDRAWAL, YOU NEED ONLY SEND A WRITTEN NOTICE (INCLUDING A NOTICE BY FACSIMILE OR ELECTRONIC MAIL) TO THE ISSUER (OR PLACEMENT AGENT IF ONE IS LISTED ON THE FRONT PAGE OF THE OFFERING MEMORANDUM) INDICATING YOUR INTENTION TO WITHDRAW.

FOR SOUTH DAKOTA RESIDENTS ONLY:

Each South Dakota resident purchasing one or more whole or fractional securities must warrant that he has either (1) a minimum net worth (exclusive of home, furnishings, and automobiles) of \$30,000 and a minimum annual gross income of \$30,000 or (2) a minimum net worth (exclusive of home, furnishings, and automobiles) of \$75,000. Additionally, each investor who is not an accredited investor or who is an accredited investor solely by reason of his net worth, income,

or amount of investment, shall not make an investment in the program in excess of 20% of his net worth (exclusive of home, furnishings and automobiles).

FOR TEXAS RESIDENTS ONLY:

The securities have not been registered under the Texas Securities Act or the Securities Act of 1933, as amended, and may not be transferred or sold except in transactions that are exempt thereunder.

This Offering is intended for the exclusive, confidential use of the Offeree to whom it has been delivered. Neither it nor any of its contents may be reproduced or further disseminated in any manner pursuant to restrictions imposed by the Texas Securities Act. Any action contrary to these restrictions may cause the Offeree or the issuer of these securities or both to be in violation of the Texas Securities Act.

FOR UTAH RESIDENTS ONLY:

The securities which are the subject of this confidential Offering are being issued pursuant to an exemption from the Registration requirements of the Utah Uniform Securities Act. No subsequent resale or other distribution of such security may be made within the State of Utah in the absence of an effective Registration Statement respecting these securities or an exemption therefrom.

FOR VIRGINIA RESIDENTS ONLY:

The securities are issued in reliance upon the exemptions from registration set forth under the Uniform Limited Offering Exemption, Rule 503 of the Virginia Securities Act, and they cannot be sold or transferred except in a transaction that is exempt under the Act or pursuant to an effective registration thereunder or otherwise in compliance with such Act.

FOR WASHINGTON RESIDENTS ONLY:

The administrator of securities has not reviewed this Offering or Offering Circular and the securities have not been registered under the Securities Act of Washington, Chapter 21.20 RCW, and, therefore, cannot be resold unless they are registered under the Securities Act of Washington, Chapter 21.20 RCW, or unless an exemption from registration is available.

This Memorandum does not purport to be all-inclusive or to contain all the information that a prospective Investor may desire in investigating the Company. Each Investor must conduct and rely on its own evaluation of the Company and the terms of the Offering, including the merits and risks involved, in making an investment decision with respect to the Shares.

This Memorandum does not purport to be all-inclusive or to contain all the information that a prospective Investor may desire in investigating the Company. Each Investor must conduct and rely on its own evaluation of the Company and the terms of the Offering, including the merits and risks involved, in making an investment decision with respect to the Shares.

Except as otherwise indicated, this Memorandum speaks as of the date on the cover page. Neither the delivery of this Memorandum nor any sale made hereunder shall, under any circumstances, create any implication that there has been no change in the affairs of the Company since the respective dates at which the information is given herein or the date hereof. If any material change in the affairs of the Company occurs during the time when a copy of this Memorandum is required to be delivered, the Company will

amend or supplement this Memorandum to reflect such change. The information presented herein was prepared by the Company and is being furnished by the Company solely for prospective Investors in connection with the offering. Nothing contained herein is, or should be on as, a promise or representation as to the future performance of the Company.

Forward-looking Statements

This memorandum and the exhibits hereto contain certain "forward-looking" statements as described in Section 27A of the Securities Act and Section 21E of the Exchange Act. These statements involve known and unknown risks, uncertainties and other factors that may cause actual results, levels of activity, performance or achievements to be materially different from any future results, levels of activity, performance, or achievements expressed or implied by such forward-looking statements. Such factors include, among other things, those listed under "Risk Factors" and elsewhere in this prospectus and the documents incorporated by reference. In some cases, you can identify forward-looking statements by terminology such as "may," "will," "should," "could," "expects," "plans," "intends," "anticipates," "believes," "estimates," "predicts," "potential" or "continue" or the negative of such terms and other comparable terminology. Although the Company believes that the expectations reflected in the forward-looking statements are reasonable based on currently available information, it cannot guarantee future results, levels of activity, performance or achievements. Moreover, neither the Company nor anyone else assumes responsibility for the accuracy and completeness of such statements. The Company is under no duty to update any of the forward-looking statements after the date of this prospectus.

The Company

Bio Fusion Corporation is currently a private corporation, incorporated in State of New Jersey in April 2010, and has a fiscal year ending December 31st (hereafter referred to as "Bio Fusion" or "the "Company"). It is the intent of the Bio Fusion to be acquired by a fully reporting company and then a Spun-Off into a separate publically trading company (following SEC regulations) or achieve a publically trading status through a reverse merger with a public corporation with in the next eighteen months.

Bio Fusion's primary business is the manufacturing and sales of non-toxic, environmentally friendly cleaning products to fit the sanitation needs of the Commercial, Medical, Agricultural, Governmental, Military, Waste Water and Retail and market segments. The Company, through its proprietary technology, has the ability to develop 100% environmentally friendly alternative cleaning products, which are superior to the often dangerous synthetic products currently offered in the marketplace. Bio Fusion products are safe for the surfaces it cleans, the environment, animals and humans.

The Company will initially offer ten types of cleaning products under its Trademark name "Green Beast". They are: all-purpose cleaners, Glass/Stainless Steel Cleaners, Carpet Cleaners/Deodorizers, Cleaner/Degreasers, Hard Surface Cleaners, Odor Eliminators/Air Freshener, Parts Rinse, Vehicle Wash, Grease Trap Cleaners and Hydrocarbon Remediators for the commercial and retail markets.

In addition, the Company manufactures and distributes an industrial product line for oil spill cleanup and for sewer treatment plants. In 2009, Bio Fusion acquired 100% of the common shares of Brightside Products LLC, a private corporation incorporated in the State of Nevada. Brightside Products LLC is a provider of clean technology solutions for the industrial, agricultural and wastewater segments. BPS products are based on an environmentally-friendly formulation that uses a proprietary naturally-derived ingredient to super-charge cleaning and remediation in both industrial cleaners and wastewater treatment products. BPS cleaning products are able to clean extremely difficult dirt, soils, grease and other hydrocarbons that usually need harsh solvents and other toxic chemicals. BPS's products are marketed to industrial, municipalities, and agricultural markets.

In 2010, Bio Fusion acquired 100% of the common shares of Organic Product Solutions, Inc., a private corporation incorporated in the State of New Jersey. Organic Products Solution Inc. (OPS) is a provider of clean technology solutions for the for the retail and private label market segments for Bio Fusion.

Bio Fusion generates revenue several ways, including: 1.) Manufacturing and selling its product lines directly under its own trademarked brand labels; (Green Beast) 2.) Manufacturing private label products for others such as Natures Solution; 3.) Selling wholesale to major distributors. The Company also plans to market through direct sales efforts, including its website, direct mail and infomercials.

It is important to know that the Company's proprietary cleaning solutions have been under development for nearly the past ten years under the supervision and oversight of Mr. Gubb. And over the last three years, the Company has sought and recently received all of the important certifications and government requirements to both manufacture, label and sell environmentally safe and effective cleaning products.

Summary of the Offering

Amount of Offering:

Up to a maximum \$1,000,000 gross proceeds

Type of Security:

Class "A" Common shares (Shares). There are no other common shares of the Corporation.

Price:

Shares will be offered at a price of Three Dollars per Share \$ 3.00 per Share ("Purchase Price") for the first 100,000 Shares and at Five Dollars (\$ 5.00) per Share for the next 140,000 Shares.

Piggyback Rights:

Investors who purchase stock from this offering, if made prior to the filing of the S-1, shall have piggy back rights and their shares will be included in that registration.

Terms of Purchase:

Cash payable in full by check or wire transfer of immediately available funds (see Subscription Agreement for details). The minimum subscription is \$10,000.00; however, the Company reserves the right to reduce the minimum purchase to any investor.

Offering Terms:

The Offering will terminate no later than January 31st, 2013 and, subject to the Company's right to extend the offering at the Company's discretion. The Company may withdraw the Offering at any time. Subject to any rights of rescission as set forth in applicable state laws, a subscriber will have no right to withdraw his investment after his subscription has been accepted by the Company, at which time all funds will become immediately available for the Company's use.

Use of Proceeds:

The Company plans to use the net proceeds of this Offering for purchasing a mixing and bottling company, working capital purposes or such other business purposes as management may from time to time determine. *(See Use of Proceeds detail on Page 17)*

Capitalization of the Company:

The authorized capital stock of the Company consists of 50,000,000 shares of Common Stock, of which approximately 1,000,000 shares are issued and outstanding.

Substantial Investment Risk:

The purchase of Shares entails a substantial risk of loss for each investor, and each investor must be prepared to lose its entire investment in the Company. There can be no assurance that the Company will be able to implement the Company's business plans. The private placement memorandum for this Offering sets forth numerous risks associated with an investment in the Company, which, in addition to other factors, could cause actual results to differ materially from those anticipated in forward-looking statements contained in this Memorandum and the Exhibits hereto.

Suitability Standards:

The Shares will be offered to potential investors who qualify as **accredited investors** as defined in Regulation D under the Securities Act of 1933. An investment in the Shares is suitable only for the sophisticated investor who has business and financial experience such that

the investor is capable of evaluating the merits and risks of an investment in the Company and of protecting the investor's interest in the transaction.

Additional Information:

Officers and directors of the Company will answer all inquiries concerning the Company, its business, management of the Company, and any other relevant matters. The Investor will be afforded the opportunity to examine additional information including books, records, contracts, and documents of the Company at the Company's head office during normal business hours. No person has been authorized to make any representation with respect to the Company or this offering other than that which is contained in this Memorandum or the attached documents. No representation is being made hereby with respect to any economic return or tax advantage to be derived by any investor.

Description of the Company and its Business

Bio Fusion Corporation is based in the Ridgewood, New Jersey and was incorporated in the fall of 2009 under this name, however, it has been doing business and providing eco-friendly cleaning products for over four years and selling them through MSC Direct, a multi-billion dollar distributor. The Company has two operating subsidiaries; one that handles Retail/Commercial products and sales named Organic Productions, Inc., and a second named Brightside LLC., which services the Industrial, Agricultural and Waste Water market segments.

What makes the Company's products unique is the use of an all-natural based is made up of special organic proteins that supercharge the cleaning and sanitizing abilities of our surfactants. Thus Bio Fusion has the ability to avoid harmful chemicals and reduce the amount of surfactant needed to clean quickly and efficiently. This reduces cost while increasing worker safety and lessening environmental impact.

Every microbial or sanitizing agent, while effective in removing pathogens, leaves behind residues that form the underlying nutrient source for recontamination. These microscopic nutrients are what grow back on surfaces and in sponges, rags and wipes. These nutrients feed and promote growth of pathogens, bacteria, and microscopic contaminants. Bio Fusion products do not leave behind the residues of traditional detergents, chemicals, and sanitation agents. This advancement in cleaning technology produces a much deeper clean, leaves no toxic chemical by-products, or the nutrients for pathogenic growth.

The cleaning performance advantages of Bio Fusion's products over all other competing green, or traditional chemistries, is attributed to the bio-oxidating breakdown and removal of these microscopic nutrients, as well as bio-films (microorganisms and the slime layer they live in) and other fats, oils, and grease (FOG)-type waste. The virtually instantaneous catalytic breakdown (bio-degradation) of the waste contaminants provides a powerful bio-remediation mechanism that enhances both soil removal and sanitation through natural bio-oxidation. The breakdown of bio-films eliminates the entrapment of potentially dangerous pathogens and/or spores like: Anthrax, Escherichia coli (E. coli), Staphylococcus Aureus (Staph, Salmonella Choleraesuis, Pseudomonas, or other selected viruses. It also dramatically blocks the formation of odors.

The Company believes that its proprietary formulations and manufacturing processes are unequalled by any other manufacturer that we have seen or heard of the date. It is these trade secrets along with the certifications, gives it a sustainable competitive advantage. No other competitor has all of the certifications or covers the broad cleaning categories as Bio Fusion. Some may have one or two certifications but no one has as many as Bio Fusion or are certified across eight different categories and growing. Being the first-to-market also gives the Company

and its distributors, huge opportunities to capture market share quickly and obtain higher than normal margins. The cost and time to come up with even a similar product line would require hundreds of thousands of dollars if not millions of dollars as well as take at least five years of research, plus additional years to get all of the certifications. Below are a list of certifications Bio Fusion has received and their importance.

Bio Fusion Products

The Company will be producing products under its brand name “Green Beast”, while continuing to private label its formulas, to be sold by major retailers and commercial and industrial organizations. The Company’s product packaging and concentration levels will be developed according to the needs of each client and industry segment keeping the safety of the environment in mind.

Below is a list of Cleaning Products currently being manufactured by Bio Fusion and sold and distributed by MSC Direct to some of their 500,000 customers.

- All Purpose Cleaner
- Carpet Cleaner/Deodorizer
- Glass Cleaner
- Degreaser
- Hard Surface Cleaner
- Odor Eliminator/Air Freshener
- Safety Parts Rinse
- Vehicle Safety Rinse
- Grease Trap Cleaner
- Industrial Exterior Facility Cleaner
- Hydrocarbon Remediation

All products are manufacturer in two formulations: “Ready to Use” and “Ultra Concentrate”. The Ultra Concentrate is mixed with water by the customer according to the instructions on the label and is usually sold for commercial, industrial or agricultural use, because it is ordered in larger quantities and reduces the shipping cost. Both forms of the product are equally effective.

Market Segments

The \$17.5 billion Household and Industrial Cleaning Products Industry, historically, has been dominated by corporations that provide cleaning products that are effective and fast-working, yet are made up of hazardous, toxic chemicals that harm our land and waterways. Bio Fusion is not in this market segment. The Company is in the “Green”, environmentally friendly market segment, which is the fasted growing segment and will eventually represent the majority sales.

Within the Green market segment, the Company is targeting a broad number of specialty markets, including retail household cleaning products, commercial products, industrial and agricultural products and waste water treatment and spill clean-ups.

Competition

Several pioneering organizations, such as Seventh Generation and Ecolab, Inc., have helped to bring non-toxic, organic cleaning products to the forefront of the sanitation product industry. As these products have become more main-stream, over the last several years, industry giants, such as the Clorox Company, have begun to develop their own brands of alternative cleaners. Descriptions of these major competitors have been provided below:

Seventh Generation

Seventh Generation is the one of the nation's leading brands of organic household and personal care products that help protect human health and the environment. The company is a rapidly growing, privately held company based in Burlington, VT. Established in 1988, the company distributes its products to thousands of natural food stores, supermarkets, and retailers across the U.S. and Canada. Seventh Generation products include 100% recycled fiber paper towels, napkins, bathroom, and facial tissues; natural cleaning and laundry products; natural lotion baby wipes; diapers; training pants; organic cotton feminine hygiene products; and trash bags made from 55–80% recycled plastic. The Company's sales were estimated at approximately \$100 million in 2007, up by 45% as compared to 2006. More information on Seventh Generation can be found at: www.seventhgeneration.com.

Ecolab, Inc.

With annual sales of \$6.1 billion and more than 26,000 associates, Ecolab (NYSE: ECL) is the global leader in cleaning, sanitizing, food safety and infection prevention products and services. The company delivers comprehensive programs and services to foodservice, food and beverage processing, healthcare, and hospitality markets in more than 160 countries across North America, Europe, Asia Pacific, Latin America, the Middle East and Africa. More information on Ecolab can be found at: www.ecolab.com.

Clorox Company

The Clorox Company is a leading manufacturer and marketer of synthetic consumer products with fiscal year 2011 revenues of \$5.2 billion. Clorox markets some of consumers' most trusted and recognized brand names, including its namesake bleach and cleaning products, Armor All® and STP® auto-care products, Fresh Step® and Scoop Away® cat litter, Kingsford® charcoal, Hidden Valley® and K C Masterpiece® dressings and sauces, Brita® water-filtration systems, Glad® bags, wraps and containers, and Burt's Bees® natural personal care products. With 8,300 employees worldwide, the company manufactures products in more than two dozen countries and markets them in more than 100 countries. In January of 2008, the company launched the Green Works™ natural product cleaning line, made up of compostable cleaning wipes, dishwashing liquid, glass and surface cleaners, toilet bowl cleaners and an all-purpose, concentrated cleaner. More information Clorox's Green Works™ product line can be found at: www.greenworkspresskit.com.

Properties

Bio Fusion has its office, which it leases, located at:
310 Godwin Avenue
Ridgewood, NJ 07450
Phone: 201-447-6241
Fax: 201-444-2307

Government Regulation

There are no government regulations that restrict the manufacturing or production of the Company's products.

Legal Proceedings

None.

Executives & Administration

David Gubb, Founder, CEO & President, Chairman, Director

In 1995, Mr. Gubb started Pro-End which was a wholesale distributor company that sold to other industrial companies. When the Anthrax scare occurred, his company supplied to the United States Postal Service 260,000 Anthrax kits to protect their employees. When the bird flu epidemic came into play Pro-End was again asked to find a product that would protect their employees and they delivered. Pro-End working with chemists and suppliers has successfully developed green, effective, economical cleaning products that work better than any other products being marketed today. So he founded Organic Product Solutions Inc.

In 1983, Mr. Gubb bought an industrial OEM brush company and opened a retail division which sold to hardware stores, supermarkets and drug chains. During this time, he also patented a couple of his brushes. In 1985, He sold his company to Empire Brushes and as part of the deal, became Vice President of the OEM industrial division. In 1995 Rubbermaid bought Empire Brushes giving up their own private label and OEM business. Soon after, Mr. Gubb started a new OEM company called Fusion, Inc. and it currently produces millions of brushes and other cleaning aids items a year for most of the major retail brush companies in the USA. They also ship containers to China and Europe on a consistent basis. And all of this is done domestically in a 50,000 sq ft building they own here in the US. Mr. Gubb has had tremendous success with his distributor companies and many other privately held companies. One of the biggest being a company he owned and ran successfully for 14 years, at which point he sold to a 1.7 billion dollar distributor.

Mr. Gubb with his knowledge and experience is a great asset to the Bio Fusion team. His long term objective is to grow Bio Fusion into a highly profitable environmentally friendly business.

Peter Gubb – Corporate Secretary and Director

For the last 20 years Mr. Peter Gubb has worked in the medical sales field for a number of companies that sell a variety of medical products and devices to Physicians, Dentists and Hospitals. He has worked extensively with physicians and corporate financial officers of medical facilities across the US, where he was responsible for the development and implementation of

sales and marketing programs, which included hands on negotiations of contracts for medical firms and oversight of a team of medical reps. Peter is the brother of David Gubb.

Vicki Swarts, Treasurer

Ms. Swarts has more than twenty years of retail banking experience including branch management, branch administration, training, finance, deposit operations, data processing and supervision. She has possesses strong expertise in, accounting, accounts payable, financial lending processes, accounts receivable, customer relations, data processing, management reporting. Ms. Swarts previous positions included office management, payroll processing, personnel, document proofing, publicity, retail, sales, scheduling, staff training, supervising and web site maintenance.

MANAGEMENT

DIRECTORS AND OFFICERS

The Directors and Executive Officers of the Company as of the date of this offering are as follows:

Name	Position
David Gubb	Chairman of the Board, President, CEO and Director
Peter Gubb	Secretary and Director
Vicki Swarts	Treasurer

The directors of the Company are elected annually by the shareholders for a term of one year, or until their successors are elected and qualified. The Officers are appointed by the Board of Directors at the annual meeting of directors immediately following each annual meeting of shareholders of the Company and serve at the pleasure of the Board of Directors.

Meetings and Committees of the Board

There are no committees of the Board. The Board meets as needed.

USE OF PROCEEDS

The Company estimates that the net proceeds to the Company, if all 240,000 Shares are sold, the maximum net funding will be \$1,000,000 after deducting estimated selling expenses up to \$100,000. The Company intends to use the net proceeds from the sale of Shares to implement the Company's business plan and marketing strategies, and implement sales strategies through all distribution channels. The Company will proceed with its business operations pursuant to its Business Plan.

The following table sets forth the estimated use of net proceeds at the maximum net \$900,000 subscription. For this illustration, a full retail offering is assumed. To the extent that Shares are sold directly from the Company, without involvement of broker/dealers, sales commissions may be reduced or eliminated. Any proceeds that are not immediately disbursed may be deposited into interest bearing checking or money market accounts, or interest bearing cash equivalent selected by management. The Company reserves the right to adjust the allocation of proceeds as future circumstances require:

Maximum Net Funding
\$ 900,000

	<u>Payments to Officers, Directors, & Affiliates</u>	<u>Payments to Others</u>
Salaries and Fees	\$125,000	\$90,000
Purchase of real estate		
Purchase, rental or leasing and installation of machinery and equipment		\$100,000
Construction or leasing of plant buildings and facilities		\$35,000
Acquisition of other Manufacturing Business		\$240,000
Cost of going Public		\$125,000
Working capital		\$235,000
<u>Cost of this Offering</u>		<u>\$50,000</u>
SUB-TOTAL	\$125,000	\$ 775,000
TOTAL		\$ 900,000
Selling Expenses		\$ 100,000
GRAND TOTAL		\$1,000,000

SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT

The following table sets forth, as of January 30th, 2012, information with respect to the beneficial ownership of the Company's Class A Common Stock by (i) persons known by the Company to beneficially own more than five percent of the outstanding shares, (ii) each director, (iii) each executive officer and (iv) all directors and executive officers as a group currently own no shares.

Name and Address of Beneficial Owner	Number of Shares	% Ownership
David Gubb, <i>President, CEO & Director</i>	1,000,000	100%
Peter Gubb, <i>Secretary & Director</i>	0	0%
Vicki Swarts, <i>Treasurer</i>	0	0%

Note: Once a the Offering is fully subscribed for Mr. David Gubb's ownership will be reduced to 80.6%

Certain Relationships and Related Party Transactions

There are no family relationships among any of our directors and executive officers except David and Peter Gubb are siblings.

Risk Factors

A purchase of the Company's securities is speculative and involves a high degree of risk. You should carefully consider the risks described below together with all of the other information included or incorporated by reference in this report before making an investment decision. The risks and uncertainties described below are not the only ones facing the Company. If any of the following risks actually occur, the Company's business, financial condition or operating results could be harmed. In such case, the trading price of the Company's common stock could decline and you could lose all or part of your investment.

The liquidity of the Company's stock is severely reduced because the Company is classified as a "penny stock" if it sells below \$ 5.00/share.

The Securities and Exchange Commission (SEC) has adopted regulations which generally define a "penny stock" to be any non-FINRA equity security that has a market price (as therein defined) of less than \$5.00 per share or with an exercise price of less than \$5.00 per share. The Company's securities are subject to the existing rules on penny stocks and, accordingly, the market liquidity for the Company's securities could be severely adversely affected. For any transaction involving a penny stock, unless exempt, the rules require substantial additional disclosure obligations and sales practice obligations on broker-dealers where the sale is to persons other than established customers and accredited investors (generally, those persons with assets in excess of \$1,000,000 or annual income exceeding \$200,000, or \$300,000 together with their spouse). For transactions covered by these rules, the broker-dealer must make a special suitability determination for the purchase of the common stock and have received the purchaser's written consent to the transaction prior to the purchase. Additionally, for any transaction involving a penny stock, unless exempt, the rules require the delivery, prior to the transaction, of a risk disclosure document mandated by the SEC relating to the penny stock market. The broker-dealer also must disclose the commissions payable to both the broker-dealer and the registered representative, current quotations for the securities and, if the broker-dealer is the sole market-maker, the broker-dealer must disclose this fact and the broker-dealer's presumed control over the market. Finally, monthly statements must be sent disclosing recent price information for the penny stock held in the account and information on the limited market in penny stocks. Consequently, the "penny stock" rules may restrict the ability of broker-dealers to sell the Company's common stock and accordingly the market for the Company's common stock.

The Company has limited marketing and sales capabilities

The Company's future success depends, to a great extent, on the Company's ability to successfully market and sell its products. The Company currently has limited sales and marketing capabilities. The Company cannot assure you that any marketing and sales efforts undertaken by us will be successful or will result in any significant sales.

The Company's industry is intensely competitive, which may adversely affect its operations and financial results.

All the Company's markets are intensely competitive and numerous companies offer products that compete with its products. The Company anticipates that this competition will continue to increase. Many of the Company's competitors have substantially greater capital resources, sales and marketing resources and experience. The Company cannot assure you that it will be able to effectively compete with the Company's competitors in effecting its business expansion plans.

The Company depends on the continued services of the CEO.

The Company's future success depends, in large part, on the continuing efforts of its CEO, David Gubb, who also developed the Company's strategic plan and who is responsible for executing that plan. The loss of Mr. D. Gubb would adversely affect the Company's business. At this time the Company does not have any term "key man" insurance on Mr. D. Gubb. If the Company loses the services of Mr. D. Gubb, the Company's business, operations and financial condition would be materially adversely affected.

The Company's stock price is volatile and could be further affected by events not within its control.

The trading price of the Company's common stock has been volatile and will continue to be subject to:

- volatility in the trading markets generally;
- significant fluctuations in quarterly operating results; and
- announcements regarding the Company's business or the business of its competitors

Statements or changes in opinions, ratings or earnings estimates made by brokerage firms or industry analysts relating to the markets in which the Company operate or expect to operate could also have an adverse effect on the market price of the Company's common stock. In addition, the stock market as a whole has from time to time experienced extreme price and volume fluctuations which have particularly affected the market price for the securities of many small cap companies and which often have been unrelated to the operating performance of these companies.

Management Will Have Broad Discretion InThe Use Of The Proceeds Of This Offering

The proceeds from sale of the Shares are allocated only generally to working capital. The Company's management has broad discretion to adjust the application and allocation of the proceeds from the sale of the Shares in order to address changed circumstances and opportunities.

The Company Doesn't Expect To Pay Any Dividends

To date, the Company has paid no cash dividends or made any stockholder distributions. The payment of dividends on common stock is within the discretion of the Board of Directors and will depend upon the Company's earnings, its capital requirements, financial condition, and other relevant factors. For the foreseeable future, however, it is not anticipated that the Company will pay any dividends. Currently, the Company plan to retain any earnings it receives for the continued development of the Company's business operations

The Company will Need Additional Capital

The Company believes, based on currently proposed plans and assumptions relating to its operations, that existing capital and anticipated funds from operations and this offering, should be sufficient to fund current operations and other capital needs for the next 12 months. However, in the event that the Company's plans change or its assumptions and estimates change or prove to be inaccurate, it could be required to seek additional financing in order to

sustain operations or achieve future expansion. The Company has made no arrangements to obtain future additional financing, and there can be no assurance that such additional funds will be available or that if available, such additional funds will be on terms acceptable to us.

The Shares are not Registered

Prospective investors must be fully aware of the long-term nature of an investment in the Company. The Shares are being offered and sold by reason of an exemptions afforded by Section 4(2) of the Securities Act of 1933, as amended (the "Act") and Rule 506 under Regulation D promulgated by the Securities and Exchange Commission under the Act, and similar provisions under state securities laws. The Shares are not, and intended to be, registered under the Act and applicable state securities laws, there can be no guaranty that the SEC will ultimately approve this registration. The availability of an exemption from registration for resale depends, in part, upon the investment intent of the investor, and such intention further restricts the transferability of the Shares. The Company has no obligation to register the Shares. Accordingly, purchasers of Shares will need to bear the economic risk of the investment for an indefinite period of time. Ownership of the Shares must be considered a long-term, non-liquid investment. Prospective investors will be required to represent in writing that they are purchasing the Shares for their own account, for long-term investment only, and not with a view towards resale, fractionalization, division, or distribution.

Investor Qualifications

Investors will be required to represent in the Subscription Agreement that they (1) are purchasing the Shares for their own account and not with an intent to resell or otherwise participate in a public distribution of the Shares, (2) have such knowledge and experience in financial and business matters that they are capable of evaluating the merits and risks of an investment in the Shares, (3) understand they must bear the economic risk of an investment in the Shares for an indefinite period of time because the Shares have not been registered and, therefore cannot be sold unless they are subsequently registered or an exemption from such registration is available, and (4) have sufficient net worth or recurring income, or both, that they could afford the loss of their entire investment. Additionally, prospective investors may be required to sign a confidentiality agreement if they wish to inspect documents that the Company deems to be confidential or proprietary. The Company reserves the right to waive the suitability requirements set forth above in certain instances where it is believed to be in the Company's best interests to do so and where it believes (based upon advice of legal counsel) that the waiver will not jeopardize the exemption from the registration requirements under federal or state securities laws relied upon for this Offering.

Investors are urged to seek independent advice from their professional advisors regarding the suitability of an investment in the offered Shares in light of their overall financial needs and the legal and tax implications of the investment.

Restrictions on Transferability

The Company has not registered the offer and sale of the offered Shares under the Securities Act or the securities laws of any state. The Company is offering the Shares in reliance on certain exemptions from registration contained in the Securities Act and applicable state securities laws. As a consequence, purchasers may not sell, transfer, pledge or otherwise dispose of the offered Shares, unless the transfer, pledge or disposition is subsequently registered under the Securities Act and appropriate state securities laws, or exemptions from such registrations are available. Accordingly, each purchaser of the offered Shares must bear

the economic risk of the investment for an indefinite period of time. The Company has placed certain restrictions on the sale, transfer, pledge or other disposition of the offered Shares of Common Stock, including placing a restrictive legend on all certificates evidencing such Shares. The Company is also requiring each purchaser to represent in writing in the Subscription Agreement that they will not the sell, transfer, pledge or otherwise dispose of the offered Shares without registration under Securities Act and all applicable state securities laws or appropriate exemptions from such registrations. The Company will not allow investors to transfer any Shares in circumvention of these restrictions. The Company is not required to register the resale of the offered Shares and currently does not intend to do so. Investors may wish to seek independent legal advice regarding the effect of these restrictions and investment representations on the transferability of the offered Shares. Rule 144 under the Securities Act is not presently available for resale of the offered Shares, and the Company cannot assure you that Rule 144 will be available to investors at any time in the future.

FINANCIAL STATEMENTS:

Financial Projections* (post funding)

Three Year Income Statement Projection

Financial Projections* (post funding, calendar based)

	YEAR 1	YEAR 2	YEAR 3
Revenues	\$1,518,000	\$2,428,800	\$4,857,600
Cost of Goods Sold (COGS)	\$986,700	\$1,311,552	\$2,428,800
Operating Expenses (GS&A)	\$523,440	\$867,114	\$1,087,787
EBITDA	\$7,860	\$250,134	\$1,341,013
<i>Gross Operating Margin</i>	35%	46%	50%

Year 1 includes startup costs expensed from the beginning of 2012, with revenue starting in First Quarter .

NOTE: For more detailed Financial Projections including Balance Sheet, Detailed Income Statements and |First Year Monthly Cash Flow projections, please contact the Company.

The Financial Projection above is based upon the flowing assumptions on how Revenues are generated and the profit margins that the Company expects to receive. It assumes that the Company will be successful raising a minimum of \$ 300,000 dollars to fund the growth of the Company as projected in the Business Plan.

For more information on Bio Fusion Corporation, go to www.biofusion.co

Key Assumptions:

- ❖ The first year the Revenue growth rate is 25% per month at a 33% margin
- ❖ The Revenue growth rate between year one and year two is 60% as the Company adds additional channels of distribution at a projected gross margin of 46% as the Company increase sales of its own brand name products.
- ❖ The Revenue growth rate between year two and year three is estimated to be 100% as products get broad recognition within the cleaning industry and as bulk sales for waste water treatment increase international sales.
- ❖ The average Cost of Sales percentages, includes both the distributor compensation and the cost of raw materials and manufacturing decreases from year one, to year two, to year three, as economy of scale increases with sales volume.
- ❖ The average General Sales and Administrative Cost as a percent of Revenues decline from 34% the first year to 22% the third year.

Subscription Agreement

The purchase of Shares will be made pursuant to a Subscription Agreement, the form of which is attached.

Substantial Investment Risk

The purchase of the Shares entails a substantial risk of loss for each investor, and each investor must be prepared to lose his or her entire investment in the Company. The Company is in the development stage, and the Company cannot assure you that it will be able to implement the Company's business plans or ever achieve profitability. The Company currently has no operating history or present source of revenues.

Suitability Standards

An investment in the Shares is suitable only for an investor who is sophisticated and who has sufficient business and financial experience (either alone or with his purchaser representative) such that the investor is capable of evaluating the merits and risks of an investment in the Company and of protecting the investor's interest in the transaction. (See further description of suitability standards described in the Subscription Agreement.)

Offering in Certain States

This Memorandum is not an offer to sell or a solicitation of an offer to buy the Shares in any state or other jurisdiction in which such an offer or solicitation is not authorized. Offers will be made only pursuant to appropriate offering materials by officers and directors of the Company and only in those states where the Company may legally make such an offer.

Information Concerning the Offering Materials

For more information on the Company and its products, you can visit the Company's web site at www.BioFusion.co or contact

David Gubb, President & CEO

310 Godwin Avenue

Ridgewood, NJ 07450

Phone: 201-447-6241

info@BioFusion.co

EXHIBIT A

SUITABILITY STANDARDS

THIS OFFERING IS MADE IN RELIANCE UPON AN EXEMPTION FROM REGISTRATION SET FORTH UNDER SECTION 4(2) OF THE SECURITIES ACT OF 1933, AS AMENDED (THE "ACT"), FOR OFFERS AND SALES OF SECURITIES THAT DO NOT INVOLVE A PUBLIC OFFERING. EACH INVESTOR WILL BE REQUIRED TO REPRESENT THAT THE SHARES ARE BEING ACQUIRED FOR THE INVESTOR'S OWN ACCOUNT AND NOT FOR THE ACCOUNT OF OTHERS, FOR INVESTMENT PURPOSES ONLY AND NOT WITH A VIEW TO THE SALE OR DISTRIBUTION THEREOF IN WHOLE OR IN PART. THE SPECULATIVE NATURE OF THE COMPANY'S BUSINESS, TOGETHER WITH THE LACK OF LIQUIDITY OF THE SHARES MAKES THE PURCHASE OF SHARES SUITABLE ONLY FOR INVESTORS WHO HAVE ADEQUATE FINANCIAL MEANS AND WHO CAN AFFORD THE TOTAL LOSS OF THEIR INVESTMENT. ACCORDINGLY, INVESTORS WILL BE REQUIRED TO MAKE CERTAIN REPRESENTATIONS AS TO THEIR NET WORTH, INCOME AND ABILITY TO BEAR THE LOSS OF THEIR INVESTMENT.

THE SUITABILITY STANDARDS DISCUSSED BELOW REPRESENT MINIMUM SUITABILITY STANDARDS FOR PROSPECTIVE INVESTORS. PROSPECTIVE INVESTORS ARE ENCOURAGED TO CONSULT THEIR OWN INVESTMENT OR TAX ADVISERS, ACCOUNTANTS, LEGAL COUNSEL OR OTHER ADVISERS TO DETERMINE WHETHER AN INVESTMENT IN THE SHARES IS APPROPRIATE.

An investment in the Shares is designed for sophisticated investors who have business and financial experience, either individually or together with their purchaser representative, such that they are capable of evaluating the merits and risks of an investment in the Company and of protecting their interests in the transaction.

The Shares will be offered only to investors who fall into one of the following categories of "**accredited investors**" as defined by Regulation D under the Act:

- (1) The investor is a natural person whose net worth, or joint net worth with spouse, at the time of purchase exceeds \$1 million (including the value of home, home furnishings and automobiles); or
- (2) The investor is a natural person whose individual gross income exceeded \$200,000 or whose joint income with that person's spouse exceeded \$300,000 in the two immediately preceding calendar years and who reasonably expects to reach the same income level in the current year; or
- (3) The investor is a trust with total assets in excess of \$5 million, not formed for the specific purpose of acquiring the securities offered, whose purchase is directed by a sophisticated person described in Regulation D; or
- (4) The investor is a director or executive officer of the Company; or
- (5) The investor is an entity, all of the owners of which are accredited investors; or
- (6) The investor is (a) a bank as defined in Section 3(a)(2) of the Act, or any savings and loan association or other institution as defined in Section 3(a)(5)(A) of the Act, (b) any broker or dealer registered pursuant to Section 15 of the Securities Exchange Act of 1934, (c) an

insurance company as defined in Section 2(13) of the Act, (d) an investment company registered under the Investment Company Act of 1940 or a business development company as defined in Section 2(a)(48) of such Act, (e) a Small Business Investment Company licensed by the United States Small Business Administration under Section 301(c) or (d) of the Small Business Investment Act of 1958, (f) an employee benefit plan established and maintained by a state, its political subdivisions, or any agency or instrumentality of a state or its political subdivisions if such plan has total assets in excess of \$5 million, (g) an employee benefit plan within the meaning of Title I of the Employee Retirement Income Securities Act of 1974, and the employee benefit plan has assets in excess of \$5 million, or the investment decision is made by a plan fiduciary, as defined in Section 3(21) of such act, that is either a bank, savings and loan institution, insurance company or registered investment advisor, or, if a self-directed plan, with investment decisions made solely by persons that are accredited investors, (h) a private business development company as defined in Section 202(a)(22) of the Investment Advisers Act of 1940, or (i) an organization described in Section 501(c)(3) of the Internal Revenue Code, corporation, Massachusetts or similar business trust, or partnership, not formed for the specific purpose of acquiring the securities offered, with total assets in excess of \$5 million.

Shares may also be sold to a limited number of nonaccredited persons who are sophisticated investors and who otherwise meet the minimum suitability standards referenced above.

The Company reserves the right to make its own judgment on whether any prospective investor meets the suitability standards. Certain other representations and warranties are contained in the Subscription Agreement. In addition, a prospective investor will be required to provide such evidence as may be deemed necessary to substantiate the accuracy of such representations. The above suitability standards are minimum requirements of prospective investors, and the satisfaction of these standards does not necessarily mean that the Shares are a suitable investment for a prospective investor.

EXHIBIT B

SUBSCRIBER QUESTIONNAIRE

INSTRUCTIONS:

This Questionnaire is being given to each person who has expressed an interest in making an investment in Bio Fusion Corporation(the "Company"), through the purchase of shares of the Company's Common Stock, par value \$.001 per share (hereinafter referred to as the "Shares"). The purpose of this Questionnaire is to determine whether you meet the investor suitability standards set forth in the Confidential Private Placement Memorandum, dated February 1st, 2012, and the standards imposed by Rule 502 of Regulation D promulgated under the Securities Act of 1933, as amended (the "Act"), since the Shares have not and will not be registered under the Act and are being sold in reliance upon the exemptions provided by Section 4(2) of the Act and Rule 506 of Regulation D promulgated thereunder, and applicable state securities laws.

If the answer to any question is "None" or "Not Applicable," please so state.

Your answers will, at all times, be kept strictly confidential; however, you hereby agree that the Company may present this Questionnaire to such parties as it deems appropriate in order to assure itself that the offer and sale of Shares to you will not result in violation of the exemption from registration under the Act which is being relied upon by the Company in connection with the sale of such Shares.

Please complete this Questionnaire as thoroughly as possible and sign, date, and return it along with your completed and signed Subscription Agreement to the Company:

IF THE SUBSCRIBER IS A PARTNERSHIP, PLEASE ATTACH AN EXECUTED COPY OF THE PARTNERSHIP AGREEMENT AND ALL AMENDMENTS THERETO.

IF THE SUBSCRIBER IS A CORPORATION, PLEASE ATTACH A COPY OF THE ARTICLES OF INCORPORATION AND A BOARD OF DIRECTORS RESOLUTION (CERTIFIED BY THE SECRETARY OF THE CORPORATION) AUTHORIZING THIS INVESTMENT.

IF THE SUBSCRIBER IS A TRUST, PLEASE ATTACH A COPY OF THE TRUST AGREEMENT AND ALL AMENDMENTS THERETO.

The undersigned Subscriber hereby represents and warrants to the Company as follows:

Print Name: _____

1. FOR INDIVIDUAL INVESTORS ONLY:

Initial _____ (a) I certify that I have an individual net worth, or my spouse and I have a combined net worth, in excess of \$1,000,000. For purposes of this Questionnaire, "net worth" means the excess of total assets at fair market value (including principal residence, home furnishings, and automobiles) over total liabilities.

or

Initial _____ (b) I certify that I had individual income, exclusive of any income attributable to my spouse, of more than \$200,000 in the two calendar years preceding the calendar year in which this Questionnaire is submitted, and I reasonably expect to have an individual income in excess of \$200,000 during the current calendar year.

or

Initial _____ (c) I certify that my spouse and I had joint income of more than \$300,000 in the two calendar years preceding the calendar year in which this Questionnaire is submitted, and reasonably expect to have joint income in excess of \$300,000 during the current calendar year.

2. FOR CORPORATIONS, BUSINESS TRUSTS, OR PARTNERSHIPS:

Initial _____ (d) Subscriber certifies that it was not formed for the specific purpose of acquiring the Shares and that Subscriber has total assets in excess of \$5,000,000.

or

Initial _____ (e) Subscriber certifies that all of its equity owners are accredited investors under either 1 (a) above (i.e., \$1,000,000 net worth) or 1 (b) or 1 (c) above (i.e., \$200,000 individual or \$300,000 joint income). Please list below the names of all equity owners and the manner in which they qualify (check applicable category).

Check the Applicable Column

<u>Names of All Equity Owners</u>	<u>\$1,000,000 Net Worth</u>	<u>\$200,000 (individual) or \$300,000 (joint) Minimum Income</u>
_____	(_____)	(_____)
_____	(_____)	(_____)
_____	(_____)	(_____)
_____	(_____)	(_____)

3. FOR TRUSTS:

Initial _____ (f) The undersigned financial institution certifies that it is (i) a bank, savings and loan association, or other regulated financial institution; (ii) acting in its fiduciary capacity as trustee; and (iii) subscribing for the purchase of the Shares on behalf of the subscribing trust.

or

Initial _____ (g) The undersigned certifies that the subscribing trust has total assets in excess of \$5,000,000, and that the person making the investment decision on behalf of the trust has such knowledge and experience in financial and business matters that he is capable of evaluating the merits and risks of an investment in the Shares.

or

Initial _____ (h) The undersigned certifies that it is a revocable trust that may be amended or revoked at any time by the grantors thereof, and all of the grantors are accredited investors under either 1 (a) above (i.e., \$1,000,000 net worth) or 1 (b) or 1 (c) above (i.e., \$200,000 individual or \$300,000 joint income). Please list below the names of all grantors.

Check the Applicable Column

<u>Names of All Grantors</u>	<u>\$1,000,000 Net Worth</u>	<u>\$200,000 (individual) or \$300,000 (joint) Minimum Income</u>
_____	(_____)	(_____)
_____	(_____)	(_____)
_____	(_____)	(_____)
_____	(_____)	(_____)
_____	(_____)	(_____)
_____	(_____)	(_____)

Initial _____ (i) The undersigned is an employee benefit plan within the meaning of the Employee Retirement Income Security Act of 1974, as amended ("ERISA"), and the decision to invest in the Company was made by a plan fiduciary (as defined in Section 3 (21) of ERISA), which is either a bank, savings and loan association, insurance company, or registered investment adviser. Please state the name of such plan fiduciary:

or

Initial _____ (j) The undersigned is an employee benefit plan within the meaning of ERISA and has total assets of \$5,000,000.
 or

Initial _____ (k) The undersigned is an employee benefit plan within the meaning of ERISA, the plan is self-directed, and the investment decision is being made by a plan participant who is an accredited investor under either 1 (a) above (i.e., \$1,000,000 net worth) or 1 (b) or 1 (c) above (i.e., \$200,000 individual or \$300,000 joint income). Please list below the names of all such participants.

Check the Applicable Column

<u>Names of All Participants</u>	<u>\$1,000,000 Net Worth</u>	<u>\$200,000 (individual) or \$300,000 (joint) Minimum Income</u>
_____	(_____)	(_____)
_____	(_____)	(_____)
_____	(_____)	(_____)
_____	(_____)	(_____)
_____	(_____)	(_____)
_____	(_____)	(_____)

5. FOR INDIVIDUAL RETIREMENT ACCOUNTS:

Initial _____ (l) The undersigned hereby certifies that the beneficiary of the individual retirement account is an accredited investor under either 1 (a) above (i.e., \$1,000,000 net worth) or 1 (b) or 1 (c) above (i.e. \$200,000 individual or \$300,000 joint income).

6. For 501(c)(3) ORGANIZATIONS:

Initial _____ (m) The undersigned hereby certifies that it is an organization described in section 501(c)(3) of the Internal Revenue Code of 1986, as amended, not formed for the specific purpose of acquiring the Shares, with total assets in excess of \$5,000,000.

7. FOR NON-ACCREDITED INVESTORS:

Initial _____ (n) The undersigned does not satisfy any of the above criteria and is a non-accredited investor.

DATED: _____, 20____.

SIGNATURE FOR INDIVIDUAL:

(Signature)

(Print Name)

(Signature of Joint investor, if any)

(Print Name of Joint investor, if any)

SIGNATURE FOR PARTNERSHIP, TRUST,
CORPORATION, OR OTHER ENTITY:

(Signature of Officer or other Authorized Person)

(Print Name of Person Signing)

(Title)

EXHIBIT C

SUBSCRIPTION AGREEMENT

TO: Bio Fusion Corporation

Ladies and Gentlemen:

You have informed the undersigned ("I" or "Subscriber") that Bio Fusion Corporation, a New Jersey corporation (the "Company"), is offering (the "Offering") shares of the Company's Common Stock, par value \$.001 per share (hereinafter referred to as the "Shares"), pursuant to its Private Placement Memorandum, dated February 1st, 2012 (the "Memorandum"). The transaction is not a public offering as defined by Section 4(2) of the Securities Act of 1933 (the "Act") and, accordingly, the Shares will not be registered under the Act or laws of any state but are being offered pursuant to exemptions from registration.

This Subscription Agreement (the "Agreement") is one of a number of such subscriptions for the Shares. Execution of this Agreement shall constitute an offer by the undersigned to subscribe for the number of Shares set forth below on the terms specified herein. Upon receipt, the Company will execute a copy of this Agreement and return it to the undersigned.

1. The Shares. The Shares are being offered only to investors who meet the suitability standards set forth in Exhibit "A" attached hereto. A total of up to \$10,000,000 in Shares are being offered at a purchase price equal to 50% of the closing "bid" price for the five (5) trading days immediately preceding the date of subscription.

2. Subscription. Subscriber hereby subscribes for the number of Shares set forth on the Signature page hereto and hereby tenders appropriate funds to the Company by wire transfer, check, money order, or other consideration acceptable to the Company along with the Subscriber Questionnaire, duly completed and signed.

3. Representations as to Suitability Standards. I represent and warrant that (i) I have adequate means for providing for my current needs and personal contingencies and have no need for liquidity in this investment, or I am purchasing in a fiduciary capacity for a person or entity having such financial status, and (ii) I have such knowledge and experience in financial and business matters as to be capable of evaluating the merits and risks of investing in the Company.

4. Transfer Restrictions; Investment Representations.

(a) I understand that the sale or transfer of the Shares is restricted and that:

(i) The Shares have not been registered under the Act or the laws of any other jurisdiction. The Shares cannot be sold or transferred by subscribers unless they are subsequently registered under applicable law or an exemption from registration is available. The Company will not be required to register or assist in the registration of the Shares or to make any exemption from registration available.

(ii) Subscriber's right to sell or transfer any of the Shares is subject to all of the limitations set forth in the Company's Articles and bylaws.

(iii) There is no assurance of a public market for the Shares, and I may not be able to sell any of the Shares. Accordingly, I may have to bear the economic risk of my investment for an indefinite period of time.

(b) I agree that I will not sell or offer to sell or transfer my Shares or any part thereof or interest therein without registration under the Securities Act of 1933 and applicable state securities laws or an exemption from such registration.

(c) I represent and warrant that I am acquiring the Shares for my own account and not on behalf of other persons and that I am acquiring the Shares for investment purposes only and not with a view to the resale, subdivision, fractionalization, or distribution thereof; I have no contract, agreement or arrangement with any person or entity to sell, transfer, or pledge to such person or entity the Shares which I am acquiring, and I have no present plan to enter into any such contract, agreement, or arrangement.

(d) I understand that no federal or state agency has made any finding or determination as to the fairness for public investment, nor any recommendation or endorsement, of the Shares.

5. Additional Representations and Warranties.

I represent and warrant that:

(a) I have received and have carefully read and understand the Memorandum and all Exhibits thereto.

(b) I have had access to all material books, records, contracts and documents of the Company and all material contracts and documents relating to the Offering.

(c) I have been furnished with all documents and information that I have requested, and the Company has not refused in any way to permit me to inspect any documents requested to be inspected by me.

(d) I have had the opportunity to ask questions of and receive answers from the officers and directors of the Company concerning the Company and the Offering and to obtain any additional information necessary to verify the accuracy of the information furnished.

(e) I have relied only on the foregoing information in determining to make this Subscription.

(f) I recognize that the information furnished by the Company does not constitute investment, accounting, legal, or tax advice. I am relying on my own professional advisors for such advice.

(g) To the extent I deem necessary, I have obtained and relied on appropriate professional advice as regards the investment, tax and legal merits or consequences of investing in the Company.

(h) My principal residence (or office, if other than a natural person) is the address set forth on the signature page.

(i) I have reviewed and understand the various risks of an investment in the Company. I understand that the purchase of Shares by me is a speculative investment that involves a substantial risk of loss of the entire investment. I have the financial capability to purchase a high-risk investment that will not provide any immediate cash return.

(j) Each and every statement contained in this Subscription Agreement and in the Subscriber Questionnaire is truthful and accurate as of the date hereof.

(k) If Subscriber is other than a natural person, it was not organized for the specific purpose of acquiring the Shares.

6. Risk Factors. The Shares being offered hereby involve a high degree of risk. Prospective purchasers should carefully consider the risks and speculative factors inherent in and affecting the business of the Company and this Offering. The Company will have to raise substantial additional capital in order to fulfill its business plan. While there is no assurance that the Company ever will be able to raise additional debt or equity capital, if it is successful in raising such additional capital, there can be no assurance that such capital will be sufficient in amount to achieve profitable operations.

7. Indemnification by Subscriber. I recognize that the sale of Shares to me will be based upon the agreements, representations and warranties made by me in this Subscription Agreement, and I hereby agree that, if I breach any agreement, representation or warranty I have made herein, I shall indemnify and hold harmless the Company, its officers and directors, counsel to the Company and any person controlling any of them against any claim, liability, loss, damage or expense (including attorneys' fees and other costs of investigating and litigating claims) caused, directly or indirectly, by my breach.

8. Entire Agreement. This Agreement constitutes the entire agreement between the undersigned and the Company. This Agreement may not be modified except pursuant to an instrument in writing executed by the Company and the undersigned. This Agreement shall be binding upon and inure to the benefit of the heirs, legal representatives, successors and assigns of the parties hereto. The laws of the State of Florida shall govern this Agreement.

9. Rights of Rescission for Residents of certain States. **YOU MAY ELECT, WITHIN A STATED NUMBER OF BUSINESS DAYS FROM THE DATE OF RECEIPT BY THE ISSUER OF YOUR BINDING CONTRACT OF PURCHASE OR, IN THE CASE OF A TRANSACTION IN WHICH THERE IS NO BINDING CONTRACT OF PURCHASE, WITHIN A STATED NUMBER OF BUSINESS DAYS AFTER YOU MAKE THE INITIAL PAYMENT FOR THE SECURITIES BEING OFFERED, TO WITHDRAW YOUR ACCEPTANCE AND RECEIVE A FULL REFUND OF ALL MONEYS PAID BY YOU. YOUR WITHDRAWAL OF ACCEPTANCE WILL BE WITHOUT ANY FURTHER LIABILITY TO ANY PERSON. TO ACCOMPLISH THIS WITHDRAWAL, YOU NEED ONLY SEND A WRITTEN NOTICE (INCLUDING A NOTICE BY FACSIMILE OR ELECTRONIC MAIL) TO THE ISSUER (OR PLACEMENT AGENT IF ONE IS LISTED ON THE FRONT PAGE OF THE OFFERING MEMORANDUM) INDICATING YOUR INTENTION TO WITHDRAW. CHECK WITH YOUR STATE OF RESIDENCY FOR ITS STATUTES ON RESCISSION.**

[Signatures on following page]

Individual Signature Page

The undersigned hereby executes this Subscription Agreement as of the date set forth below and subscribes for _____ Shares, for a total subscription amount of \$ _____

Exact name of Subscriber to be listed on Subscriber's Certificate:

The undersigned acknowledges having read this entire Subscription Agreement and fully understands the content, nature, and effect thereof.

Signed this _____ day of _____, 20__.

SIGNATURE FOR INDIVIDUAL:

(Signature of Subscriber)

(Printed Name of Subscriber)

(Social Security Number)

(Signature of Additional Subscriber)

(Printed Name of Additional Subscriber)

(Social Security Number)

ADDRESS OF SUBSCRIBER(S)

Reminder: Complete the Subscriber Questionnaire



Subscription Accepted on _____.

Bio Fusion Corporation
a New Jersey corporation

By: _____
David Gubb, CEO & President

Partnership, Trust, Corporation, or other Entity Signature Page

The undersigned hereby executes this Subscription Agreement as of the date set forth below and subscribes for _____ Shares, for a total subscription amount of \$ _____.

Exact name of Subscriber to be listed on Subscriber's Certificate:

The undersigned acknowledges having read this entire Subscription Agreement and fully understands the content, nature, and effect thereof.

Executed this ____ day of _____, 20____

SIGNATURE FOR PARTNERSHIP, TRUST, CORPORATION OR OTHER ENTITY:

(Print Name of Entity)

(Signature of Officer Signing)

(Print Name of Officer Signing)

(Title)

(Tax ID No.)

Reminder: Complete the Subscriber Questionnaire Attached

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Subscription Accepted On: \_\_\_\_\_

Bio Fusion Corporation  
a New Jersey corporation

By: \_\_\_\_\_  
David Gubb, CEO & President