U.S. SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

FORM 8-K

CURRENT REPORT
PURSUANT TO SECTION 13 OR 15(D) OF THE SECURITIES EXCHANGE ACT OF 1934

DATE OF REPORT (DATE OF EARLIEST EVENT REPORTED)

August 4, 2009

OHR PHARMACEUTICAL, INC.

(Exact name of registrant as specified in its charter)

Delaware	333-88480	04-3648721
(State or other Jurisdiction of Incorporation)	(Commission File Number)	(I.R.S. Employer Identification No.)

1245 Brickyard Road, Suite 590
Salt Lake City, Utah 84106

(Address of principal executive offices) (Zip Code)

Registrant's telephone number, including area code (801) 433-2000

BBM HOLDINGS, INC.
1245 Brickyard Road, Suite 590, Salt Lake City, Utah 84106

(FORMER NAME OR FORMER ADDRESS, IF CHANGED SINCE LAST REPORT)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

[] Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
[] Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
[] Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
[] Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c)).

Item 1.01 Entry into a Material Definitive Agreement

Effective August 4, 2009, our predecessor in interest, BBM Holdings, Inc., a Utah corporation ("BBM"), completed its reincorporation in the State of Delaware (the "Reincorporation Merger"), by merging with and into its wholly-owned subsidiary, Ohr Pharmaceutical, Inc., a Delaware corporation (the "Company"). The Reincorporation Merger was completed pursuant to the terms of a Merger Agreement and Plan of Reorganization dated as of August 3, 2009 (the "Merger Agreement") between BBM and the Company.

Pursuant to the Merger Agreement, each outstanding share of Common Stock of BBM was converted into one share of the Company's Common Stock, each outstanding share of Series B Convertible Preferred Stock of BBM was converted into one share of the Company's Series B Convertible Preferred Stock, and BBM ceased to exist as a separate legal entity. The Reincorporation Merger did not result in any material change in our business, outlets, offices, facilities, assets, liabilities, obligations, or net worth, or our directors, officers, or employees.

A copy of the Merger Agreement is attached hereto as Exhibit 2.1 and is incorporated herein by reference and made a part hereof.

Item 5.03 Amendments to Articles of Incorporation and Bylaws

As disclosed under Item 1.01 above, effective August 4, 2009, BBM merged into the Company and ceased to exist as a separate legal entity. As a result, holders of BBM Common Stock and Series B Convertible Preferred Stock, are now holders of the Company's Common Stock and Series B Convertible Preferred Stock, respectively, and their rights as holders of the Company's Common Stock and Series B Convertible Preferred Stock are governed by the General Corporation Law of the State of Delaware and the Company's new Certificate of Incorporation and Bylaws.

In connection with consummating the Merger, our incorporator filed a new Certificate of Incorporation in Delaware. Our new Certificate of Incorporation increased the authorized capital stock of the Company to 180,000,000 shares of Common Stock, $0.0001 par value per share, and 15,000,000 shares of serial preferred stock, $0.0001 par value per share, of which 6,000,000 shares have been designated as Series B Convertible Preferred Stock, having substantially the same terms as the Series B Convertible Preferred Stock of BBM. The Board of Directors of the Company also adopted the Company's Bylaws.

Copies of our Certificate of Incorporation and our Bylaws are attached hereto as Exhibits 3.1 and 3.2 respectively, and are incorporated herein by reference and made a part hereof.

Item 8.01 Other Events

On June 22, 2009, a majority of the holders of the issued and outstanding voting Common Stock of BBM entitled to vote for and on behalf of all shareholders approved the Majority Shareholder Consent Resolution of the Company and the Reincorporation Merger acting by written consent, and appropriate notice was sent to all other shareholders in accordance with Utah law. All of the details of the Reincorporation Merger, including majority shareholder consent information, were made available to non-consenting shareholders of record pursuant to an Information Statement. A copy of the Information Statement is attached hereto as Exhibit 99.1 and is incorporated herein by reference and made a part hereof.

Item 9.01. Financial Statements and Exhibits

Exhibit Number	Description
2.1	Merger Agreement and Plan of Reorganization, dated August 3, 2009, between Ohr Pharmaceutical, Inc. and BBM Holdings, Inc.
3.1	Articles of Incorporation of Ohr Pharmaceutical, Inc., dated August 4, 2009
3.2	By-Laws of Ohr Pharmaceutical, Inc., dated August 4, 2009
99.1	Information Statement, dated June 22, 2009

EXHIBIT INDEX

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SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

OHR PHARMACEUTICAL, INC.

Dated: August 11, 2009

By: /s/ Andrew Limpert

Andrew Limpert, President and CEO

MERGER AGREEMENT AND PLAN OF REORGANIZATION

MERGER AGREEMENT AND PLAN OF REORGANIZATION dated as of August 3, 2009 between Ohr Pharmaceutical, Inc., a Delaware corporation ("Ohr"), and BBM Holdings, Inc., a Utah corporation ("BBM").

The respective Boards of Directors of Ohr and BBM deem it advisable and in the best interests of such corporations and their respective stockholders that BBM be merged with and into Ohr on the terms and conditions set forth in this Agreement. The stockholders of both corporations have approved the Merger on the terms and conditions set forth in this Agreement. Accordingly, the parties agree as follows:

1. The Merger. BBM shall be merged into and with Ohr upon the terms set forth in this Agreement.

2 . Certificates of Merger. As soon as practicable after all conditions established herein on the obligations of the parties have been fulfilled (other than such conditions as have been waived in accordance with the terms hereof), Ohr shall file (i) with the Secretary of State of the State of Delaware a duly executed Certificate of Merger in the form of Annex I and (ii) with the Utah Division of Corporations and Commercial Code a duly executed Articles of Merger in the form of Annex II. The Merger shall become effective at the time of such filing (the "Effective Time"). The parties shall use their best efforts to cause such conditions to be fulfilled as soon as possible.

3. Effect of Merger. The effect of the Merger shall be as provided in the General Corporation Law of the State of Delaware. At the Effective Time:

(a) Ohr shall become the surviving corporation in the Merger (in such capacity, the "Surviving Corporation");

(b) the Certificate of Incorporation of Ohr as in effect at the Effective Time shall be the Certificate of Incorporation of the Surviving Corporation;

(c) the By-Laws of Ohr, as in effect at the Effective Time, shall be the By-Laws of the Surviving Corporation;

(d) the directors of BBM shall be the directors of the Surviving Corporation;

(e) the officers of BBM shall be the officers of the Surviving Corporation;

(f) the corporate existence, franchises and rights of Ohr, with its purposes, powers and objects, shall continue unaffected and unimpaired by the Merger, and Ohr shall succeed to and be fully vested insofar as permitted by law and not otherwise expressly provided herein, with the corporate existence, identity and all rights, franchises, assets, liabilities and obligations of BBM; and

(g) the separate existence and corporate organization of BBM except insofar as they may be continued by statute, shall cease, and thereupon BBM and Ohr shall be a single corporation.

4. Conversion of Shares. At the Effective Time, by virtue of the Merger and without any action on the part of any stockholder of Ohr or BBM:

(a) Each outstanding share of Common Stock, $0.0001 par value per share, of BBM (the "BBM Common Stock") shall be converted into, in accordance with the terms and conditions hereof, one (1) share of common stock of the Surviving Corporation ("Ohr Common Stock"). The remaining shares of authorized but unissued shares of Common Stock shall cease to exist at the Effective Time;

(b) Each outstanding share of Series B Convertible Preferred Stock, $0.0001 par value per share, of BBM (the "BBM Series B Stock" and, collectively with the BBM Common Stock, the "BBM Stock") shall be converted into, in accordance with the terms and conditions hereof, one (1) share of Series B Convertible Preferred Stock of the Surviving Corporation ("Ohr Series B Stock" and, collectively with the Ohr Common Stock, the "Ohr Stock");

(b) Outstanding options and warrants of BBM shall be assumed by and converted into options and warrants of Ohr, having substantially the same terms; and

(c) Each outstanding share of Ohr Stock owned by BBM immediately prior to the Effective Time shall, by virtue of the Merger, cease to be outstanding, be cancelled and retired without any payment of any consideration therefor and cease to exist.

5 . Further Assurances. If at any time after the Effective Time, Ohr shall consider or be advised that any further assignments or assurances in law or any other things are necessary or desirable to vest, perfect or confirm, of record or otherwise, in Ohr the title to any property or right of BBM acquired or to be acquired by reason of or as a result of the Merger, the officers of BBM in office immediately prior to the Effective Time shall in the name and on behalf of BBM execute and deliver all such proper deeds, assignments and assurances in law and do all things necessary and proper to vest, perfect or confirm title to such property or rights in Ohr and otherwise to carry out the purposes of this Agreement, and the proper officers and directors of Ohr are hereby additionally authorized in the name of BBM or otherwise to take any and all such action.

6. Closing and Exchange of Stock Certificates

(a) The Closing will take place at 10:00 A.M. New York time on the Effective Time, or at such other time as the parties to this Agreement, acting through their Boards of Directors, may mutually agree. The place of Closing will be at the offices of Hahn & Hessen LLP, 488 Madison Avenue, New York, New York or at such other place as may be mutually agreed upon by the parties.

(b) As soon as practicable after the Effective Time, each holder of shares of BBM Stock issued and outstanding on the Effective Time (other than treasury shares, if any) shall surrender the certificate or certificates representing such shares to Ohr and shall receive in exchange therefor a certificate or certificates representing the number of whole shares of Ohr Stock into which such shares of BBM Stock have been converted and exchanged as provided in Section 4. The certificate or certificates so surrendered shall be duly endorsed as Ohr may require. Subject to the following provisions of this Section 6(b), after the Effective Time each certificate which represented outstanding shares of BBM Stock prior to the Effective Time shall be deemed for all corporate purposes to evidence the ownership of the shares of Ohr Stock into which such shares of BBM Stock have been converted. No dividend or other distribution payable with respect to the Ohr Stock shall be paid to any holder of any certificate representing shares of BBM Stock issued and outstanding on the Effective Time until such holder surrenders such certificate for exchange as provided in this Section 6(b). Until a holder of any certificate representing shares of BBM Stock issued and outstanding on the Effective Time surrenders such certificate for exchange as herein provided, such holder shall not be entitled to exercise the voting rights of the Ohr Common Stock or Ohr Series B Stock into which the shares represented by such certificate have been converted. Upon surrender of such certificate, all such withheld dividends or other distributions shall be paid (without interest) with respect to each share represented by such certificate.

(c) All shares of Ohr Stock for and into which shares of BBM Stock shall have been exchanged and converted pursuant to this Agreement shall be deemed to have been issued in full satisfaction of all rights pertaining to such exchanged and converted shares. Except for such rights and except as provided in Section 6(b), the holder of certificate(s) representing shares of BBM Stock issued and outstanding on the Effective Time shall have no rights with respect to such shares other than to surrender such certificate or certificates pursuant to Section 6(b).

7. Representations and Warranties of BBM. BBM represents, warrants and agrees as follows:

(a) BBM is a corporation duly incorporated, validly existing and in good standing under the laws of the State of Utah with corporate power and authority to carry on the business in which it is engaged, to own, lease, and operate its properties, to execute and deliver this Agreement and to perform its obligations under this Agreement; and

(b) The authorized capital stock of BBM consists of (i) 50,000,000 shares of Common Stock, $0.0001 par value per share, of which 25,247,006 shares were issued and outstanding on the date of this Agreement, and (ii) 15,000,000 shares of Serial Preferred Stock, of which 6,000,000 shares were designated as Series B Convertible Preferred Stock, $0.0001 par value per share, and 5,583,320 shares of Series B Convertible Preferred Stock were issued and outstanding on the date of this Agreement. BBM does not hold any shares of its authorized capital stock in its treasury.

8. (a) Covenants of BBM.

(i) Between the date of this Agreement and the Effective Time, there will be no change in the Certificate of Incorporation or By-Laws or in the authorized or issued capital stock of BBM.

(ii) Except as otherwise provided herein, between the date of this Agreement and the Effective Time, BBM will not (i) issue any additional capital stock or other security, (ii) declare, set aside or pay any dividend or make any other distribution in respect to its capital, (iii) directly or indirectly redeem, purchase or otherwise acquire any shares of its capital stock, or (iv) issue to any person options, warrants or other rights to acquire any securities of BBM.

(iii) From the date of this Agreement up to and including the Effective Time, except with the prior written approval of Ohr, the business of BBM will be conducted in the usual, regular and ordinary manner, and BBM will not (i) make any material change in its methods of management, distribution, marketing, accounting or operations or (ii) create or incur any indebtedness or other liability or obligation, except in the ordinary course of business.

(b) Covenant of BBM and Ohr.

(i) Each of BBM and Ohr will use its respective best efforts to cause all of the Section 10 and Section 11 conditions that are within its control to be satisfied as soon as practicable after the date hereof.

9. Representations and Warranties of Ohr. Ohr represents, warrants and agrees as follows:

(a) Ohr is a corporation duly organized, validly existing and in good standing under the laws of the State of Delaware with power and authority to carry on its business, to own its properties, and to execute and deliver this Agreement and perform its obligations hereunder.

10. Conditions Precedent to the Obligation of Ohr.

The obligations of Ohr under this Agreement and the Certificate of Merger are subject to the fulfillment prior to or on the Effective Time of the following condition which may be waived by Ohr:

This Agreement and the Merger shall have been approved by the affirmative vote of the holders of a majority of the shares of BBM Stock entitled to vote thereon.

11. Condition Precedent to Obligations of BBM. The obligations of BBM under this Agreement are subject to the fulfillment prior to or on the Effective Time of the following condition, which may be waived by BBM:

This Agreement and the Merger shall have been approved by the affirmative vote of the holders of all Ohr capital stock entitled to vote thereon.

12. Modification and Termination. Ohr and BBM by mutual consent of their respective Boards of Directors, may amend, modify and supplement this Agreement in such manner as may be agreed upon by them in writing at any time before the Closing; provided, however, that no such amendment, modification or supplement shall affect the rights of BBM or Ohr stockholders in a manner which is materially adverse to such stockholders in the judgment of such company's Board of Directors. Ohr and BBM may at any time, by mutual consent of their Boards of Directors, terminate this Agreement.

13. Miscellaneous.

(a) Parties in Interest. This Agreement shall only bind and inure to the benefit of the parties and their respective successors and assigns.

(b) Entire Agreement. This Agreement contains the entire understanding of the parties with respect to the subject matter hereof and supersedes all prior agreements and understandings between the parties with respect to such subject matter.

(c) Counterparts. This Agreement may be executed in any number of counterparts, and each such counterpart shall be deemed to be an original instrument, but all such counterparts together shall constitute only one agreement.

(d) Headings. The section headings contained in this Agreement are for reference purposes only and shall not affect in any way the meaning or interpretation of this Agreement.

(e) Governing Law. This Agreement shall be governed by and construed in accordance with the laws of the State of Delaware, without giving effect to principles of conflicts of law.

IN WITNESS WHEREOF, this Merger Agreement and Plan of Reorganization has been executed and delivered on the date first above written.

OHR PHARMACEUTICAL, INC. (a Delaware corporation)

By:_____

BBM HOLDINGS, INC. (a Utah corporation)

By:_____

ANNEX I TO THE MERGER AGREEMENT AND PLAN OF REORGANIZATION

CERTIFICATE OF MERGER
MERGING
BBM HOLDINGS, INC. (a Utah corporation)
WITH AND INTO
Ohr PHARMACEUTICAL, INC. (a Delaware corporation)

The undersigned corporation, organized and existing under the General Corporation Law of the State of Delaware (the "General Corporation Law"), DOES HEREBY CERTIFY:

FIRST: The name and state of incorporation of each of the constituent corporations in the merger are as follows:

Name	State of Incorporation
Ohr PHARMACEUTICAL, INC.	Delaware
BBM HOLDINGS, INC.	Utah

SECOND: A Merger Agreement and Plan of Reorganization dated as of August 3, 2009 (the "Merger Agreement") has been approved, adopted, certified, executed, and acknowledged by each constituent corporation in accordance with Section 252 of the General Corporation Law.

THIRD: Ohr Pharmaceutical, Inc. (a Delaware corporation) shall be the surviving corporation in the merger.

FOURTH: The certificate of incorporation of Ohr PHARMACEUTICAL, INC. (a Delaware corporation) shall be the certificate of incorporation of the surviving corporation.

FIFTH: The Merger Agreement is on file at the principal place of business of the surviving corporation at 1245 East Brickyard Road, Suite 590, Salt Lake City, Utah 84106.

SIXTH: A copy of the Merger Agreement will be furnished by the surviving corporation, on request and without cost, to any stockholder of any constituent corporation.

IN WITNESS WHEREOF, this Certificate of Merger has been executed and acknowledged this 4th day of August, 2009.

OHR PHARMACEUTICAL, INC.

By:_____

EXHIBIT 3.1

CERTIFICATE OF INCORPORATION

OF

OHR PHARMACEUTICAL, INC.

*** * * ***

FIRST: The name of the Corporation is: Ohr Pharmaceutical, Inc.

SECOND: The address of the Corporation's registered office in the State of Delaware is 1209 Orange Street, City of Wilmington, Delaware, 19801, County of New Castle. The name of the registered agent at such address is The Corporation Trust Company.

THIRD: The purpose of the Corporation is to engage in any lawful act or activity for which Corporations may be organized under the General Corporation Law of the State of Delaware.

FOURTH:

PART A. Aggregate Capitalization.

The aggregate number of shares of capital stock which the Corporation shall be authorized to issue shall be One Hundred Ninety Five Million (195,000,000) shares, of which One Hundred Eighty Million (180,000,000) shares are Common Stock, $0.0001 par value per share (the "Common Stock"), and Fifteen Million (15,000,000) shares are Serial Preferred Stock, $0.0001 par value per share (the "Serial Preferred Stock"), of which Six Million (6,000,000) shares have been designated as Series B Convertible Preferred Stock, $0.0001 par value per share. Holders of capital stock shall have no pre-emptive rights with respect to any authorized but unissued shares of Common Stock or Serial Preferred Stock.

PART B. Common Stock.

Each share of Common Stock held on the applicable record date shall entitle the holder thereof to one (1) vote, in person or by proxy or by written consent, on all matters for which stockholders are entitled to vote, as a single class of Common Stock.

PART C. Preferred Stock.

1. Serial Preferred Stock. The Board of Directors of the Corporation is expressly authorized at any time, and from time to time, to provide for the issuance of shares of Serial Preferred Stock in one or more series, with such designations, preferences and relative, participating, optional or other special rights, and qualifications, limitations, or restrictions thereof, as shall be stated and expressed in the resolution or resolutions providing for the issue thereof adopted by the Board of Directors.

2. Series B Preferred Stock.

a. Number and Designation. This series shall consist of 6,000,000 shares of Serial Preferred Stock of the Corporation and shall be designated the Series B Convertible Preferred Stock, $0.0001 par value per share ("Series B Stock"). The number of authorized shares of Series B Stock may be reduced to the extent any shares are not issued and outstanding by further resolution duly adopted by the Board of Directors of the Corporation and by filing amendments to the Certificate of Designations pursuant to the provisions of the General Corporation Law of the State of Delaware stating that such reduction has been so authorized, but the number of authorized shares of this Series shall not be increased except with the approval of the holders of not less than a majority of such outstanding shares of Series B Stock. None of the shares of Series B Stock has been issued.

b. Dividends. When and as any dividend or distribution is declared or paid by the Corporation on Common Stock, whether payable in cash, property, securities or rights to acquire securities, the Series B Holders will be entitled to participate with the holders of Common Stock in such dividend or distribution as set forth in this clause. At the time such dividend or distribution is payable to the holders of Common Stock, the Corporation will pay to each Series B Holder such holder's share of such dividend or distribution equal to the amount of the dividend or distribution per share of Common Stock payable at such time multiplied by the number of shares of Common Stock then obtainable upon conversion of such holder's Series B Stock.

c. Voting Rights.

i. The Series B Holders shall be entitled to notice of any shareholders' meeting and to vote as a single class with the Common Stock upon any matter submitted for approval by the holders of Common Stock on the following basis: the Series B Holders shall have that number of votes equal to the number of shares of Common Stock into which such Series B Stock is then convertible.

ii. In addition to any other rights provided by law, so long as any Series B Stock is outstanding, the Corporation, without first obtaining the affirmative vote or written consent of the record holders of a majority of the outstanding shares of Series B Stock (the "Required Holders") will not:

1. amend or repeal any provision of, or add any provision to, the Corporation's Certificate of Incorporation or By-Laws if such action would alter adversely the liquidation preferences of, or the rights or restrictions provided for the benefit of, any Series B Stock; or

2. reclassify any class or series of stock junior to the Series B Stock into stock senior to the Series B Stock with respect to any preference or priority.

d. Preference Upon Liquidation.

i. Upon any liquidation, dissolution or winding up of the Corporation, each Series B Holder will be entitled to be paid, before any distribution or payment is made upon any Junior Securities of the Corporation, an amount in cash equal to the aggregate Liquidation Value of all shares of Series B Stock held by such holder, plus accrued dividends, if any.

ii. The reorganization, consolidation or the merger of the Corporation into or with any other corporation(s) or other entity(ies) ("Reorganization"), the sale, lease, licensing, exchange or other transfer by the Corporation of all or any material part of its assets or the commencement by the Corporation of a voluntary case under the United States bankruptcy laws or any applicable bankruptcy, insolvency or similar law of any other country, or consent to the entry of an order for relief in an involuntary case under any such law or to the appointment of a receiver, liquidator, assignee, custodian, trustee, sequestrator (or other similar official) of the Corporation or of any substantial part of its property, or the making of an assignment for the benefit of its creditors, or an admission in writing of its inability to pay its debts generally as they become due, will be deemed to be a liquidation, dissolution or winding up of the Corporation within the meaning of this subparagraph; provided that, a Reorganization of the Corporation shall not be deemed to be a liquidation, dissolution or winding up of the Corporation within the meaning of this paragraph d. if (i) the principal agreement for such Reorganization shall expressly provide that the Series B Stock shall become preferred stock of such surviving entity with the equivalent rights to the rights set forth herein ("Surviving Entity Preferred Stock"), (ii) the holders of Junior Securities receive, in exchange for such Junior Securities, common stock or preferred stock in the surviving entity (whether or not the surviving entity is the Corporation) of such Reorganization, or common stock or preferred stock of another entity, which is junior as to dividends and upon liquidation, dissolution or winding up to the Series B Stock or Surviving Entity Preferred Stock, as applicable, and (iii) the Series B Holders shall be entitled to receive at the option of each Series B Holder (A) either the Surviving Entity Preferred Stock or (B) the kind and amount of shares or other securities or property which they would have been entitled to receive had they converted their shares of Series B Stock into shares of Common Stock of the Corporation as of the record date for the determination of holders of Common Stock entitled to cast their votes for or against or to express any dissent to such Reorganization. After any such Reorganization, the rights of such holders of Surviving Entity Preferred Stock with respect to the adjustment of the Conversion Price shall be appropriately continued and preserved in order to afford, as nearly as possible, protection against dilution of the conversion rights and privileges comparable to those conferred herein.

e. Conversion into Conversion Stock

i. Conversion.

1. At any time any Series B Holder may convert all or any portion of such holder's shares of Series B Stock into a number of shares of the Conversion Stock computed by multiplying the number of shares to be converted by $0.18 and dividing the result by the Conversion Price then in effect. For purposes of this Section, "Conversion Stock" means the Common Stock.

2. All of the outstanding shares of Series B stock will be automatically converted into Common Stock in the event the Required Holders determine to convert all shares of Series B Stock. Any such mandatory conversion shall be effected only at the time of and subject to the conversion of all Series B Stock held by the Required Holders and upon written notice of such mandatory conversion delivered to all holders of Series B Stock at least seven (7) days prior to such date.

3. Each conversion of Series B Stock will be deemed to have been effected as of the close of business on the date on which the certificate or certificates representing the Series B Stock to be converted have been surrendered at the principal office of the Corporation. At such time as such conversion has been effected, the rights of the holder of such Series B Stock as such holder will cease and the person or persons in whose name or names any certificate or certificates for shares of Conversion Stock are to be issued upon such conversion will be deemed to have become the holder or holders of record of the shares of Conversion Stock represented thereby.

4. As soon as possible after a conversion has been effected, the Corporation will deliver to the converting holder:

    a. a certificate or certificates representing the number of shares of Conversion Stock issuable by reason of such conversion in such name or names and such denomination or denominations as the converting holder has specified; and

    b. a certificate representing any shares of Series B Stock which were represented by the certificate or certificates delivered to the Corporation in connection with such conversion but which were not converted.

c. If any fractional share of Conversion Stock would be issuable upon any conversion, the Corporation will pay the holder of the Conversion Stock the fair market value of such fractional share.

d. The issuance of certificates for shares of Conversion Stock upon conversion of Series B Stock will be made without charge.

e. The Corporation will not close its books against the transfer of Series B Stock or of Conversion Stock issued or issuable upon conversion of Series B Stock in any manner which interferes with the conversion of Series B Stock.

f. Conversion Price. The initial Conversion Price for the Series B Stock will be $0.18. In order to prevent dilution of the conversion rights, the Conversion Price will be subject to adjustment from time to time pursuant to this clause.

g. Subdivision or Combination of Common Stock; Dissolution.

i. If the Corporation at any time subdivides (by any stock split, stock dividend or otherwise) its outstanding shares of Common Stock into a greater number of shares, the Conversion Price in effect immediately prior to such subdivision will be proportionately reduced, and if the Corporation at any time combines (by reverse stock split or otherwise) its outstanding shares of Common Stock into a smaller number of shares, the Conversion Price in effect immediately prior to such combination will be proportionately increased.

ii. In the event of a judicial or non-judicial dissolution of the Corporation, the conversion rights and privileges of the Series B Holders shall terminate on a date, as fixed by the Board of Directors of the Corporation, not more than 45 days and not less than 30 days before the date of such dissolution. The reference to shares of Common Stock herein shall be deemed to include shares of any class into which said shares of Common Stock may be changed.

h. Other Adjustments.

i. General. In any case to which PART C (2)(g) hereof is not applicable, except as set forth below, where the Corporation shall issue or sell shares of its Common Stock, during the two year period commencing on the Original Issue Date for a consideration per share less than the Conversion Price in effect pursuant to the terms of the Series B Stock at the time of issuance or sale of such additional shares (the "Issuance Price"), then the Conversion Price in effect hereunder shall simultaneously with such issuance or sale be reduced to an amount equal to the Issuance Price. This clause shall not apply to the (a) issuance of Common Stock, Convertible Securities or Options (as defined below) that have been approved by the holders of not less than a majority of the outstanding Common Stock, (b) issuance of Common Stock pursuant to the exercise of Options, (I) outstanding on the date hereof or (II) issued pursuant to a plan which has been approved by the holders of not less than a majority of the outstanding Common Stock, (c) issuance of Options to a lender(s) pursuant to a loan to the Corporation with a term of not less than two years in an amount of not less than $250,000 (and the issuance of Common Stock on the exercise of such lender Options), (d) issuance of Common Stock or Options to financial institutions, lessors or vendors in connection with commercial credit arrangements, equipment financings or similar transactions with a term of not less than one year approved by the Board of Directors, (e)(i) securities issued or deemed to have been issued as full or partial consideration in connection with a strategic merger, acquisition, consolidation or purchase of substantially all of the securities or assets of a corporation or other entity, (f) securities issued or deemed to have been issued in connection with strategic license agreements and other partnering arrangements so long as such issuances are not for the purpose of raising capital, and (g) the shares of Common Stock issued or deemed to be issued by the Company upon conversion of this Debenture or exercise conversion of Options or Convertible Securities outstanding on the Original Issue Date.

ii. Convertible Securities.

1. In case the Corporation shall issue or sell any securities convertible into Common Stock of the Corporation ("Convertible Securities") after the Original Issue Date, there shall be determined the price per share for which Common Stock is issuable upon the conversion or exchange thereof, such determination to be made by dividing (1) the total amount received or receivable by the Corporation as consideration for the issue or sale of such Convertible Securities, plus the minimum aggregate amount of additional consideration, if any, payable to the Corporation upon the conversion or exchange thereof, by (2) the maximum number of shares of Common Stock of the Corporation issuable upon the conversion or exchange of all of such Convertible Securities.

2. If the price per share so determined shall be less than the applicable Conversion Price, then such issue or sale shall be deemed to be an issue or sale for cash (as of the date of issue or sale of such Convertible Securities) of such maximum number of shares of Common Stock at the price per share so determined, provided that, if such Convertible Securities shall by their terms provide for an increase or increases or decrease or decreases with the passage of time, in the amount of additional consideration, if any, to the Corporation, or in the rate of exchange, upon the conversion or exchange thereof, the adjusted Conversion Price shall, forthwith upon any such increase or decrease becoming effective, be readjusted to reflect the same, and provided further, that upon the expiration of such rights of conversion or exchange of such Convertible Securities, if any thereof shall not have been exercised, the adjusted Conversion Price shall forthwith be readjusted and thereafter be the price which it would have been had an adjustment been made on the basis that the only shares of Common Stock so issued or sold were issued or sold upon the conversion or exchange of such Convertible Securities, and that they were issued or sold for the consideration actually received by the Corporation upon such conversion or exchange, plus the consideration, if any, actually received by the Corporation for the issue or sale of all of such Convertible Securities which shall have been converted or exchanged.

iii. Rights and Options.

1. In case the Corporation shall grant any rights, warrants or options to subscribe for, purchase or otherwise acquire Common Stock (collectively, "Options"), there shall be determined the price per share for which Common Stock is issuable upon the exercise of such Options, such determination to be made by dividing (1) the total amount, if any, received or receivable by the Corporation as consideration for the granting of such Options, plus the minimum aggregate amount of additional consideration payable to the Corporation upon the exercise of such Options, by (2) the maximum number of shares of Common Stock of the Corporation issuable upon the exercise of such Options.

2. If the price per share so determined shall be less than the applicable Conversion Price, then the granting of such Options shall be deemed to be an issue or sale for cash (as of the date of the granting of such rights or options) of such maximum number of shares of Common Stock at the price per share so determined, provided that, if such Options shall by their terms provide for an increase or increases or decrease or decreases, with the passage of time, in the amount of additional consideration payable to the Corporation upon the exercise thereof, the adjusted Conversion Price shall, forthwith upon any such increase or decrease becoming effective, be readjusted to reflect the same, and provided, further, that upon the expiration of such Options, if any thereof shall not have been exercised, the adjusted Conversion Price shall forthwith be readjusted and thereafter be the price which it would have been had an adjustment been made on the basis that the only shares of Common Stock so issued or sold were those issued or sold upon the exercise of such Options and that they were issued or sold for the consideration actually received by the Corporation received by the Corporation for the granting of all such Options, whether or not exercised.

i. Notices.

i. Immediately upon any adjustment of the Conversion Price, the Corporation will send written notice thereof to all Series B Holders.

ii. The Corporation will send written notice to all Series B Holders at least 20 days prior to the date on which the Corporation (a) closes its books or takes a record (1) with respect to any dividend or distribution upon Common Stock, (2) with respect to any pro rata subscription offer to holders of Common Stock, (3) for determining rights to vote on or approve any matter or (b) proposes to take any action on which the Series B Holders are entitled to vote pursuant to PART C (2)(c)(ii) and (d)(ii).

iii. All notices and other communications from the Corporation to a Series B Holder shall be mailed by first class registered or certified mail, postage prepaid, at such address as may have been furnished to the Corporation in writing by such holder, or, until an address is so furnished, to and at the address of the last holder who has so furnished an address to the Corporation.

j. Converted Shares. Any shares of Series B Stock which are converted pursuant to this clause will be canceled and will not be reissued, sold or transferred.

k. Miscellaneous.

i. Registration of Transfer. The Corporation will keep at its principal office a register for the registration of Series B Stock. Upon the surrender of any certificate representing Series B Stock at such place, the Corporation will, at the request of the record holder of such certificate, execute and deliver (at the Corporation's expense) a new certificate or certificates in exchange therefor representing in the aggregate the number of shares represented by the surrendered certificate. Each such new certificate will be registered in such name and will represent such number of shares as is requested by the holder of the surrendered certificate and will be substantially identical in form to the surrendered certificate.

ii. Replacement. Upon receipt of evidence reasonably satisfactory to the Corporation (an affidavit of the registered holder will be satisfactory) of the ownership and the loss, theft, destruction or mutilation of any certificate evidencing one or more shares of Series B Stock, and in the case of any such loss, theft or destruction, upon receipt of indemnity reasonably satisfactory to the Corporation, the Corporation will (at its expense) execute and deliver in lieu of such certificate a new certificate representing the number of shares represented by such lost, stolen, destroyed or mutilated certificate.

iii. Definitions. For purposes hereof:

"Common Stock" means the Common Stock of the Corporation, $0.0001 par value per share, and includes all stock of any class or classes (however designated) of the Company, authorized upon the Original Issue Date or thereafter, the holders of which shall have the right, without limitation as to amount, either to all or to a share of the balance of current dividends and liquidating dividends after the payment of dividends and distributions on any shares entitled to preference, and the holders of which shall ordinarily, in the absence of contingencies, be entitled to vote for the election of a majority of directors of the Company (even though the right so to vote has been suspended by the happening of such a contingency).

"Conversion Price" and "Conversion Stock" shall have the meanings set forth in PART C (2)(f) and (e), respectively.

"Corporation" means BBM Holdings, Inc., a Utah corporation.

"Junior Securities" means the Common Stock and any equity securities of any kind (but not including any debt securities convertible into equity securities) which the Corporation or any Subsidiary at any time issues or is authorized to issue other than the Series B Stock unless the terms of such security explicitly state that such security shall be senior to or on a par with the Series B Stock.

"Liquidation Value" of any share of Series B Stock as of any particular date will be $0.18.

"Original Issue Date" means the date the Series B Stock is first issued.

"Person" and "person" means an individual, a partnership, a corporation, a limited liability company, a trust, a joint venture, an unincorporated organization and a government or any department or agency thereof.

"Required Holders" means the record holders of a majority of the outstanding shares of Series B Stock.

"Series B Holder" means a registered holder of Series B Stock.

"Series B Stock" has the meaning set forth in PART C (2)(a).

"Subsidiary" means any corporation of which the shares of stock having a majority of the general voting power in electing the board of directors are, at the time as of which any determination is being made, owned by the Corporation either directly or indirectly through Subsidiaries.

l. Amendment and Waiver. No amendment, modification or waiver will be binding or effective with respect to any provision hereof without the prior approval of the Required Holders; provided that notwithstanding PART C (2) (c)(ii) above no such action will change or affect (a) the Conversion Price of the Series B Stock or the number of shares or the class of stock into which the Series B Stock is convertible, (b) the Liquidation Value of the Series B Stock, or (c) the amount of cash, securities or other property receivable or to be received by the Series B Holders.

m. Generally Accepted Accounting Principles. When any accounting determination or calculation is required to be made, such determination or calculation (unless otherwise provided) will be made in accordance with generally accepted accounting principles, consistently applied, except that if because of a change in generally accepted accounting principles the Corporation would have to alter a previously utilized accounting method or policy in order to remain in compliance with generally accepted accounting principles, such determination or calculation will continue to be made in accordance with the Corporation's previous accounting methods and policies unless the Corporation has obtained the prior written consent of the holders of a majority of the Series B Stock then outstanding.

FIFTH: The name and mailing address of the incorporator is as follows:

Sharon Tishco
c/o Hahn & Hessen LLP
488 Madison Avenue
New York, New York 10222

SIXTH: The Board of Directors is expressly authorized to make, alter or repeal the By-Laws of the Corporation.

SEVENTH: Elections of directors need not be by written ballot unless the By-Laws of the Corporation shall so provide.

EIGHTH: The Corporation is to have perpetual existence.

NINTH: The books of the Corporation may be kept (subject to any provision contained in the statutes) outside the State of Delaware at such place or places as may be designated from time to time by the Board of Directors or in the By-Laws of the Corporation.

TENTH: The personal liability of the directors of the Corporation is hereby eliminated to the fullest extent permitted by the provisions of paragraph (7) of subsection (b) of §102 of the General Corporation Law of the State of Delaware, as the same may be amended and supplemented. No amendment or repeal of this Article TENTH shall apply to or have any effect on the liability or alleged liability of any director of this Corporation for or with respect to any acts or omissions of such director occurring prior to such amendment or repeal.

ELEVENTH: The Corporation shall, to the fullest extent permitted by the provisions of §145 of the General Corporation Law of the State of Delaware, as the same may be amended and supplemented, indemnify, and upon request advance expenses to, any and all persons who is or was a party or is threatened to be made a party to any threatened, pending or completed action, suit, proceeding or claim, whether civil, criminal, administrative or investigative, by reason of the fact that such person is or was or has agreed to be a director or officer of this Corporation or while a director or officer is or was serving at the request of this Corporation as a director, officer, partner, trustee, employee or agent of any corporation, partnership, joint venture, trust or other enterprise, including service with respect to employee benefit plans, from and against any and all of the expenses, liabilities, or other matters referred to in or covered by said section (including without limitation attorneys' fees and expenses); provided, however, that the foregoing shall not require this Corporation to indemnify or advance expenses to any person in connection with any action, suit, proceeding, claim or counterclaim initiated by or on behalf of such person other than solely to enforce rights under this ARTICLE ELEVENTH. The indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any Bylaw, agreement, vote of stockholders or disinterested directors or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee, or agent and shall inure to the benefit of the heirs, executors, and administrators of such a person. Any person seeking indemnification under this Article ELEVENTH shall be deemed to have met the standard of conduct required for such indemnification unless the contrary shall be proven in a court of competent jurisdiction. Any repeal or modification of the foregoing provisions of this Article ELEVENTH shall not adversely affect any right or protection of a director or officer of the Corporation with respect to any acts or omissions of such director or officer occurring prior to such repeal or modification.

IN WITNESS WHEREOF, the undersigned, being the incorporator hereinbefore named, for the purposes of forming a corporation pursuant to the General Corporation Law of Delaware, does make this certificate, hereby declaring and certifying that it is his act and deed and that the facts herein stated are true, and accordingly has set his hand this __ day of _____, 2009.

_____
Sharon Tishco, Incorporator

EXHIBIT 3.2

BY-LAWS

OF

OHR PHARMACEUTICAL, INC.

a Delaware Corporation

Effective August 4, 2009

ARTICLE I

Stockholders

Section 1.1 Annual Meetings. An annual meeting of stockholders shall be held for the election of directors at such date, time and place either within or without the State of Delaware as may be designated by the Board of Directors from time to time. Any other proper business may be transacted at the annual meeting.

Section 1.2 Special Meetings. Special meetings of stockholders may be called at any time by the Chairman of the Board, if any, the President or the Board of Directors to be held at such date, time and place either within or without the State of Delaware as may be stated in the notice of the meeting. A special meeting of stockholders shall be called by the Secretary upon the written request, stating the purpose of the meeting, of stockholders who together own of record a majority of the outstanding shares of each class of stock entitled to vote at such meeting. Business transacted at any special meeting shall be limited to the purposes stated in the notice of the special meeting.

Section 1.3 Notice of Meetings. Whenever stockholders are required or permitted to take any action at a meeting, a written notice of the meeting shall be given which shall state the place, date and hour of the meeting, and, in the case of a special meeting, the purpose or purposes for which the meeting is called. Unless otherwise provided by law, the written notice of any meeting shall be given not less than ten nor more than sixty days before the date of the meeting to each stockholder entitled to vote at such meeting. If mailed, such notice shall be deemed to be given when deposited in the United States mail, postage prepaid, directed to the stockholder at such stockholder's address as it appears on the records of the Corporation.

Section 1.4 Adjournments. Any meeting of stockholders, annual or special, may be adjourned from time to time to reconvene at the same or some other place, and notice need not be given of any such adjourned meeting if the time and place thereof are announced at the meeting at which the adjournment is taken. At the adjourned meeting the Corporation may transact any business that might have been transacted at the original meeting. If the adjournment is for more than thirty days, or if after the adjournment a new record date is fixed for the adjourned meeting, a notice of the adjourned meeting shall be given to each stockholder of record entitled to vote at the meeting.

Section 1.5 Quorum. At each meeting of stockholders, except where otherwise provided by law or the certificate of incorporation or these by-laws, the holders of a majority of the outstanding shares of each class of stock entitled to vote at the meeting, present in person or represented by proxy, shall constitute a quorum. For purposes of the foregoing, two or more classes or series of stock shall be considered a single class if the holders thereof are entitled to vote together as a single class at the meeting. A quorum, once established, shall not be broken by the withdrawal of votes. In the absence of a quorum the stockholders so present may, by majority vote, adjourn the meeting from time to time in the manner provided by Section 1.4 of these by-laws until a quorum shall attend. Shares of its own capital stock belonging on the record date for the meeting to the Corporation or to another corporation, if a majority of the shares entitled to vote in the election of directors of such other corporation is held, directly or indirectly, by the Corporation, shall neither be entitled to vote nor be counted for quorum purposes; provided, however, that the foregoing shall not limit the right of the Corporation to vote stock, including but not limited to its own stock, held by it in a fiduciary capacity.

Section 1.6 Organization. Meetings of stockholders shall be presided over by the Chairman of the Board, if any, or in the absence of the Chairman of the Board by the President, or in the absence of the President by a Vice President, or in the absence of the foregoing persons by a chairman designated by the Board of Directors, or in the absence of such designation by a chairman chosen at the meeting. The Secretary shall act as secretary of the meeting, or in the absence of the Secretary by an Assistant Secretary, or in their absence the chairman of the meeting may appoint any person to act as secretary of the meeting.

Section 1.7 Voting; Proxies. Unless otherwise provided in the certificate of incorporation, each stockholder entitled to vote at any meeting of stockholders shall be entitled to one vote for each share of stock held by such stockholder that has voting power upon the matter in question. Each stockholder entitled to vote at a meeting of stockholders or to express consent or dissent to corporate action in writing without a meeting may authorize another person or persons to act for such stockholder by proxy, but no such proxy shall be voted or acted upon after three years from its date, unless the proxy provides for a longer period. A duly executed proxy shall be irrevocable if it states that it is irrevocable and if, and only as long as, it is coupled with an interest sufficient in law to support an irrevocable power. A stockholder may revoke any proxy that is not irrevocable by attending the meeting and voting in person or by filing an instrument in writing revoking the proxy or another duly executed proxy bearing a later date with the Secretary of the Corporation. Voting at meetings of stockholders need not be by written ballot unless the Board or the holders of a majority of the outstanding shares of all classes of stock entitled to vote thereon present in person or by proxy at such meeting shall so determine. At all meetings of stockholders for the election of directors a plurality of the votes cast shall be sufficient to elect each director. With respect to other matters, unless otherwise provided by law or by the certificate of incorporation or these by-laws, the affirmative vote of the holders of a majority of the shares of all classes of stock present in person or represented by proxy at the meeting and entitled to vote on the subject matter shall be the act of the stockholders. Where a separate vote by class is required, the affirmative vote of the holders of a majority of the shares of each class present in person or represented by proxy at the meeting shall be the act of such class, except as otherwise provided by law or by the certificate of incorporation or these by-laws.

Section 1.8 Fixing Date for Determination of Stockholders of Record. In order that the Corporation may determine the stockholders entitled to notice of or to vote at any meeting of stockholders or any adjournment thereof, or to express consent to corporate action in writing without a meeting, or entitled to receive payment of any dividend or other distribution or allotment of any rights, or entitled to exercise any rights in respect of any change, conversion or exchange of stock or for the purpose of any other lawful action, the Board of Directors may fix, in advance, a record date, which shall not be more than sixty nor less than ten days before the date of such meeting, nor more than sixty days prior to any other action. If no record date is fixed: (1) the record date for determining stockholders entitled to notice of or to vote at a meeting of stockholders shall be at the close of business on the day next preceding the day on which notice is given, or, if notice is waived, at the close of business on the day next preceding the day on which the meeting is held; (2) the record date for determining stockholders entitled to express consent to corporate action in writing without a meeting, when no prior action by the Board is necessary, shall be the day on which the first written consent is expressed; and (3) the record date for determining stockholders for any other purpose shall be at the close of business on the day on which the Board adopts the resolution relating thereto. A determination of stockholders of record entitled to notice of or to vote at a meeting of stockholders shall apply to any adjournment of the meeting; provided, however, that the Board may fix a new record date for the adjourned meeting.

Section 1.9 List of Stockholders Entitled to Vote. The Secretary shall prepare and make, at least ten days before every meeting of stockholders, a complete list of the stockholders entitled to vote at the meeting, arranged in alphabetical order, and showing the address of each stockholder and the number of shares registered in the name of each stockholder. Such list shall be open to the examination of any stockholder, for any purpose germane to the meeting, during ordinary business hours, for a period of at least ten days prior to the meeting during ordinary business hours, at the principal place of business of the Corporation. The list shall also be produced and kept at the time and place of the meeting during the whole time thereof and may be inspected by any stockholder who is present.

Section 1.10 Consent of Stockholders in Lieu of Meeting. Unless otherwise provided in the certificate of incorporation, any action required by law to be taken at any annual or special meeting of stockholders of the Corporation, or any action that may be taken at any annual or special meeting of such stockholders, may be taken without a meeting, without prior notice and without a vote, if a consent in writing, setting forth the action so taken, shall be signed by the holders of outstanding stock having not less than the minimum number of votes that would be necessary to authorize or take such action at a meeting at which all shares entitled to vote thereon were present and voted and shall be delivered to the Corporation by delivery to its registered office, its principal place of business, or an officer or agent of the Corporation having custody of the book in which proceedings of meetings of stockholders are being recorded. Prompt notice of the taking of the corporate action without a meeting by less than unanimous written consent shall be given to those stockholders who have not consented in writing and who, if the action had been taken at a meeting, would have been entitled to notice of the meeting if the record date for such meeting had been the date of the written consent.

Section 1.11 Inspectors. In advance of any meeting of the stockholders, the Board of Directors, by resolution, the Chairman or the President shall appoint one or more inspectors to act at the meeting and make a written report thereof. One or more other persons may be designated as alternate inspectors to replace any inspector who fails to act. If no inspector or alternate is able to act at a meeting of the stockholders, the chairman of the meeting shall appoint one or more inspectors to act at the meeting. Unless otherwise required by applicable law, inspectors may be officers, employees or agents of the Corporation. Each inspector, before entering upon the discharge of the duties of inspector, shall take and sign an oath faithfully to execute the duties of inspector with strict impartiality and according to the best of such inspector's ability. The inspector shall have the duties prescribed by law and shall take charge of the polls and, when the vote is completed, shall make a certificate of the result of the vote taken and of such other facts as may be required by applicable law.

ARTICLE II

Board of Directors

Section 2.1 Powers; Number; Qualifications. The business and affairs of the Corporation shall be managed by or under the direction of the Board of Directors, which may exercise all such powers of the Corporation and do all such lawful acts as are not by law, or by the certificate of incorporation or by these by-laws required to be exercised by the stockholders. The Board shall consist of not less than one nor more than nine members, the exact number of which shall be determined from time to time by the Board. Directors need not be stockholders.

Section 2.2 Election; Term of Office; Resignation; Removal; Vacancies. Each director shall hold office until the annual meeting of stockholders next succeeding his or her election and until his or her successor is elected and qualified or until his or her earlier resignation or removal. Any director may resign at any time upon written notice to the Board of Directors or to the President or the Secretary of the Corporation. Such resignation shall take effect at the time specified therein, and unless otherwise specified therein no acceptance of such resignation shall be necessary to make it effective. Any director or the entire Board of Directors may be removed, with or without cause, by the holders of a majority of the shares then entitled to vote at an election of directors; except that, if the certificate of incorporation provides for cumulative voting and less than the entire Board is to be removed, no director may be removed without cause if the votes cast against his or her removal would be sufficient to elect him or her if then cumulatively voted at an election of the entire Board, or, if there be classes of directors, at an election of the class of directors of which he or she is a part. Whenever the holders of any class or series of stock are entitled to elect one or more directors by the provisions of the certificate of incorporation, the provisions of the preceding sentence shall apply, in respect to the removal without cause of a director or directors so elected, to the vote of the holders of the outstanding shares of that class or series and not to the vote of the outstanding shares as a whole. Unless otherwise provided in the certificate of incorporation or these by-laws, vacancies and newly created directorships resulting from any increase in the authorized number of directors elected by all of the stockholders having the right to vote as a single class or from any other cause may be filled by a majority of the directors then in office, although less than a quorum, or by the sole remaining director. Whenever the holders of any class or classes of stock or series thereof are entitled to elect one or more directors by the provisions of the certificate of incorporation, vacancies and newly created directorships of such class or classes or series may be filled by a majority of the directors elected by such class or classes or series thereof then in office, or by the sole remaining director so elected. Except as otherwise provided in or fixed by or pursuant to the corporation's Certificate of Incorporation, nominations for the election of directors may be made by the Board of Directors or by any stockholder entitled to vote in the election of directors generally. However, such stockholders may nominate one or more persons for election as director or directors at a stockholders' meeting only if written notice of intent to make such nomination or nominations has been given either by personal delivery or by mail to the Secretary of the Corporation not less than 90 days before the meeting of stockholders at which such election is held. Each such notice shall state (a) the name and address of the stockholder who intends to make the nomination and of the person or persons to be nominated; (b) a representation that the stockholder is a holder of record of stock of the Corporation entitled to vote at such meeting and intends to appear in person or by proxy at the meeting to nominate the person or persons specified in the notice; (c) a description of all arrangements or understandings between the stockholder and each nominee and any other person or persons (naming such person or persons) pursuant to which the nomination or nominations are to be made by the nominee proposed by such stockholder as would be required to be included in a proxy statement filed pursuant to the proxy rules of the Securities and Exchange Commission, had the nominee been nominated, or intended to be nominated, by the Board of Directors; and (e) the consent of each nominee to serve as a director of the corporation if so elected. The chairman of the meeting may refuse to acknowledge the nomination of any person not made in compliance with the foregoing procedure.

Section 2.3 Regular Meetings. Regular meetings of the Board of Directors may be held at such places within or without the State of Delaware and at such times as the Board may from time to time determine, and if so determined notice thereof need not be given.

Section 2.4 Special Meetings. Special meetings of the Board of Directors may be held at any time or place within or without the State of Delaware whenever called by the Chairman of the Board, if any, by the President or by any two directors. Reasonable notice thereof shall be given by the person or persons calling the meeting.

Section 2.5 Participation in Meetings by Conference Telephone Permitted. Unless otherwise restricted by the certificate of incorporation or these by-laws, members of the Board of Directors, or any committee designated by the Board, may participate in a meeting of the Board or of such committee, as the case may be, by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other, and participation in a meeting pursuant to this by-law shall constitute presence in person at such meeting.

Section 2.6 Quorum; Vote Required for Action. At all meetings of the Board of Directors a majority of the entire Board shall constitute a quorum for the transaction of business. The vote of a majority of the directors present at a meeting at which a quorum is present shall be the act of the Board unless the certificate of incorporation or these by-laws shall require a vote of a greater number. In case at any meeting of the Board a quorum shall not be present, the members of the Board present may adjourn the meeting from time to time until a quorum shall attend.

Section 2.7 Organization. Meetings of the Board of Directors shall be presided over by the Chairman of the Board, if any, or in the absence of the Chairman of the Board by the President, or in their absence by a chairman chosen at the meeting. The Secretary, or in the absence of the Secretary an Assistant Secretary, shall act as secretary of the meeting, but in the absence of the Secretary and any Assistant Secretary the chairman of the meeting may appoint any person to act as secretary of the meeting.

Section 2.8 Action by Directors Without a Meeting. Unless otherwise restricted by the certificate of incorporation or these by-laws, any action required or permitted to be taken at any meeting of the Board of Directors, or of any committee thereof, may be taken without a meeting if all members of the Board or of such committee, as the case may be, consent thereto in writing, and the writing or writings are filed with the minutes of proceedings of the Board or committee.

Section 2.9 Compensation of Directors. The directors may be paid their expenses, if any, of attendance at each meeting of the Board of Directors and may be paid a fixed sum for attendance at each meeting of the Board of Directors or a stated fee for service as director, payable in cash or securities. No such payment shall preclude any director from serving the Corporation in any other capacity and receiving compensation therefor. Members of special or standing committees may be allowed like compensation for service as committee members.

ARTICLE III

Committees

Section 3.1 Committees. The Board of Directors may, by resolution passed by a majority of the entire Board, designate one or more committees, each committee to consist of one or more of the directors of the Corporation. The Board may designate one or more directors as alternate members of any committee, who may replace any absent or disqualified member at any meeting of the committee. In the absence or disqualification of a member of a committee, the member or members thereof present at any meeting and not disqualified from voting, whether or not such member or members constitute a quorum, may unanimously appoint another member of the Board to act at the meeting in place of any such absent or disqualified member. Any such committee, to the extent provided in the resolution of the Board, shall have and may exercise all the powers and authority of the Board in the management of the business and affairs of the Corporation, and may authorize the seal of the Corporation to be affixed to all papers which may require it; but no such committee shall have power or authority in reference to amending the certificate of incorporation, adopting an agreement of merger or consolidation, recommending to the stockholders the sale, lease or exchange of all or substantially all of the Corporation's property and assets, recommending to the stockholders a dissolution of the Corporation or a revocation of dissolution, removing or indemnifying directors or amending these by-laws; and, unless the resolution expressly so provides, no such committee shall have the power or authority to declare a dividend or to authorize the issuance of stock.

Section 3.2 Committee Rules. Unless the Board of Directors otherwise provides, each committee designated by the Board may adopt, amend and repeal rules for the conduct of its business. In the absence of a provision by the Board or a provision in the rules of such committee to the contrary, a majority of the entire authorized number of members of such committee shall constitute a quorum for the transaction of business, the vote of a majority of the members present at a meeting at the time of such vote if a quorum is then present shall be the act of such committee, and in other respects each committee shall conduct its business in the same manner as the Board conducts its business pursuant to Article II of these by-laws.

ARTICLE IV

Officers

Section 4.1 Officers; Election. As soon as practicable after the annual meeting of stockholders in each year, the Board of Directors shall elect, by vote of a majority of the entire Board, a President and a Secretary, and it may, if it so determines, by vote of a majority of the entire Board, elect from among its members a Chairman of the Board. The Board may also elect one or more Vice Presidents, one or more Assistant Vice Presidents, one or more Assistant Secretaries, a Treasurer and one or more Assistant Treasurers and such other officers as the Board may deem desirable or appropriate and may give any of them such further designations or alternate titles as it considers desirable. Any number of offices may be held by the same person, unless otherwise prohibited by law, the certificate of incorporation or these by-laws.

Section 4.2 Term of Office; Resignation; Removal; Vacancies. Except as otherwise provided in these by-laws or in the resolution of the Board of Directors electing any officer, each officer shall hold office until the first meeting of the Board after the annual meeting of stockholders next succeeding his or her election, and until his or her successor is elected and qualified or until his or her earlier resignation or removal. Any officer may resign at any time upon written notice to the Board or to the President or the Secretary of the Corporation. Such resignation shall take effect at the time specified therein, and unless otherwise specified therein no acceptance of such resignation shall be necessary to make it effective. The Board may remove any officer with or without cause at any time. Any such removal shall be without prejudice to the contractual rights of such officer, if any, with the Corporation, but the election of an officer shall not of itself create contractual rights. Any vacancy occurring in any office of the Corporation by death, resignation, removal or otherwise may be filled for the unexpired portion of the term by the Board at any regular or special meeting.

Section 4.3 Chairman of the Board. The Chairman of the Board, if any, shall preside at all meetings of the Board of Directors and of the stockholders at which he or she shall be present and shall have and may exercise such powers as may, from time to time, be assigned to him or her by the Board and as may be provided by law.

Section 4.4 President. In the absence of the Chairman of the Board, the President shall preside at all meetings of the Board of Directors and of the stockholders at which he or she shall be present. The President shall be the chief executive officer and shall have general charge and supervision of the business of the Corporation and, in general, shall perform all duties incident to the office of president of a corporation and such other duties as may, from time to time, be assigned to him or her by the Board or as may be provided by law. The President shall execute all bonds, mortgages, contracts and other instruments of the Corporation requiring a seal, under the seal of the Corporation, except where required or permitted by law to be otherwise signed and executed and except that the other officers of the Corporations may sign and execute documents when so authorized by these by-laws, the Board of Directors or the President.

Section 4.5 Vice Presidents. The Vice President or Vice Presidents, at the request of the President, shall perform the duties of the President, and when so acting shall have the powers of the President. If there be more than one Vice President, the Board of Directors may determine which one or more of the Vice Presidents shall perform any of such duties; or if such determination is not made by the Board, the President may make such determination; otherwise any of the Vice Presidents may perform any of such duties. The Vice President or Vice Presidents shall have such other powers and shall perform such other duties as may, from time to time, be assigned to him or her or them by the Board or the President or as may be provided by law.

Section 4.6 Secretary. The Secretary shall have the duty to record the proceedings of the meetings of the stockholders, the Board of Directors and any committees in a book to be kept for that purpose, shall see that all notices are duly given in accordance with the provisions of these by-laws or as required by law, shall be custodian of the records of the Corporation, may affix the corporate seal to any document the execution of which, on behalf of the Corporation, is duly authorized, and when so affixed may attest the same, and, in general, shall perform all duties incident to the office of secretary of a corporation and such other duties as may, from time to time, be assigned to him or her by the Board or the President or as may be provided by law. If the Secretary shall be unable or shall refuse to perform any of the duties set forth in this by-law, the Board of Directors may choose another officer to perform such duties.

Section 4.7 Treasurer. The Treasurer shall have charge of and be responsible for all funds, securities, receipts and disbursements of the Corporation and shall deposit or cause to be deposited, in the name of the Corporation, all moneys or other valuable effects in such banks, trust companies or other depositories as shall, from time to time, be selected by or under authority of the Board of Directors. If required by the Board, the Treasurer shall give a bond for the faithful discharge of his or her duties, with such surety or sureties as the Board may determine. The Treasurer shall keep or cause to be kept full and accurate records of all receipts and disbursements in books of the Corporation, shall render to the President and to the Board, whenever requested, an account of the financial condition of the Corporation, and, in general, shall perform all the duties incident to the office of treasurer of a corporation and such other duties as may, from time to time, be assigned to him or her by the Board or the President or as may be provided by law.

Section 4.8 Other Officers. The other officers, if any, of the Corporation shall have such powers and duties in the management of the Corporation as shall be stated in a resolution of the Board of Directors that are not inconsistent with these by-laws and, to the extent not so stated, as generally pertain to their respective offices, subject to the control of the Board. The Board may require any officer, agent or employee to give security for the faithful performance of his or her duties.

ARTICLE V

Stock

Section 5.1 Certificates. Every holder of stock in the Corporation shall be entitled to have a certificate signed by or in the name of the Corporation by the Chairman of the Board of Directors, if any, or the President or a Vice President, and by the Treasurer or an Assistant Treasurer, or the Secretary or an Assistant Secretary, of the Corporation, certifying the number of shares owned by such holder in the Corporation. Any or all signatures on the certificate may be a facsimile. In case any officer, transfer agent or registrar who has signed or whose facsimile signature has been placed upon a certificate shall have ceased to be such officer, transfer agent or registrar before such certificate is issued, it may be issued by the Corporation with the same effect as if such person were such officer, transfer agent or registrar at the date of issue.

Section 5.2 Lost, Stolen or Destroyed Stock Certificates; Issuance of New Certificates. The Corporation may issue a new certificate of stock in the place of any certificate theretofore issued by it, alleged to have been lost, stolen or destroyed, and the Corporation may require the owner of the lost, stolen or destroyed certificate, or such owner's legal representative, to give the Corporation a bond sufficient to indemnify it against any claim that may be made against it on account of the alleged loss, theft or destruction of any such certificate or the issuance of such new certificate.

Section 5.3 Transfers. Stock of the Corporation shall be transferable in the manner prescribed by applicable law and in these by-laws. Transfers of stock shall be made on the books of the Corporation only by the person named in the certificate or by such person's attorney lawfully constituted in writing and upon the surrender of the certificate therefor, properly endorsed for transfer and payment of all necessary transfer taxes; provided, however, that such surrender and endorsement or payment of taxes shall not be required in any case in which the officers of the Corporation shall determine to waive such requirement. Every certificate exchanged, returned or surrendered to the Corporation shall be marked "cancelled," with the date of cancellation, by the Secretary or Assistant Secretary of the Corporation or the transfer agent thereof. No transfer of stock shall be valid as against the Corporation for any purpose until it shall have been entered in the stock records of the Corporation by an entry showing from and to whom transferred.

Section 5.4 Record Owners. The Corporation shall be entitled to recognize the exclusive right of a person registered on its books as the owner of shares to receive dividends, and to vote as such owner, and to hold liable for calls and assessments a person registered on its books as the owner of shares, and shall not be bound to recognize any equitable or other claim to or interest in such share or shares on the part of any other person, whether or not it shall have express or other notice thereof, except as otherwise required by law.

Section 5.5 Transfer and Registry Agents. The Corporation may from time to time maintain one or more transfer offices or agencies and registry offices or agencies at such place or places as may be determined from time to time by the Board of Directors.

ARTICLE VI

Miscellaneous

Section 6.1 Fiscal Year. The fiscal year of the Corporation shall end on September 30 of each year or on such date as may be determined by the Board of Directors.

Section 6.2 Seal. The Corporation may have a corporate seal, which shall have the name of the Corporation inscribed thereon and shall be in such form as may be approved from time to time by the Board of Directors. The corporate seal may be used by causing it or a facsimile thereof to be impressed or affixed or in any other manner reproduced.

Section 6.3 Waiver of Notice of Meetings of Stockholders. Directors and Committees. Whenever notice is required to be given by applicable law or under any provision of the certificate of incorporation or these by-laws, a written waiver thereof, signed by the person entitled to notice, or a waiver by electronic transmission by the person entitled to notice, whether before or after the time stated therein, shall be deemed equivalent to notice. Attendance of a person at a meeting shall constitute a waiver of notice of such meeting, except when the person attends a meeting for the express purpose of objecting, at the beginning of the meeting, to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the stockholders, directors, or members of a committee of directors need be specified in any written waiver of notice unless so required by the certificate of incorporation or these by-laws.

Section 6.4 Indemnification of Directors, Officers, Employees and Agents. The Corporation shall indemnify its directors, officers, employees and agents in accordance with the provisions set forth in its certificate of incorporation.

Section 6.5 Interested Directors; Quorum. No contract or transaction between the Corporation and one or more of its directors or officers, or between the Corporation and any other corporation, partnership, association or other organization in which one or more of its directors or officers are directors or officers, or have a financial interest, shall be void or voidable solely for this reason, or solely because the director or officer is present at or participates in the meeting of the Board of Directors or committee thereof that authorizes the contract or transaction, or solely because his or her or their votes are counted for such purpose, if: (1) the material facts as to his or her relationship or interest and as to the contract or transaction are disclosed or are known to the Board or the committee, and the Board or committee in good faith authorizes the contract or transaction by the affirmative vote of a majority of the disinterested directors, even though the disinterested directors be less than a quorum; or (2) the material facts as to his or her relationship or interest and as to the contract or transaction are disclosed or are known to the stockholders entitled to vote thereon, and the contract or transaction is specifically approved in good faith by vote of the stockholders; or (3) the contract or transaction is fair as to the Corporation as of the time it is authorized, approved or ratified, by the Board, a committee thereof, or the stockholders. Common or interested directors may be counted in determining the presence of a quorum at a meeting of the Board or of a committee that authorizes the contract or transaction.

Section 6.6 Form of Records. Any records maintained by the Corporation in the regular course of its business, including its stock ledger, books of account and minute books, may be kept on, or be in the form of, punch cards, magnetic tape, photographs, microphotographs or any other information storage device, provided that the records so kept can be converted into clearly legible form within a reasonable time. The Corporation shall so convert any records so kept upon the request of any person entitled to inspect the same.

Section 6.7 Amendment of By-Laws. These by-laws may be amended, altered or repealed at any regular or special meeting of the stockholders, if, in the case of such special meeting only, notice of such amendment, alteration or repeal is contained in the notice or waiver of notice of such meeting. These by-laws may also be amended, altered or repealed by a majority of the whole Board of Directors.

EXHIBIT 99.1

INFORMATION STATEMENT

BBM HOLDINGS, INC.
To be known as
Ohr PHARMACEUTICAL CORPORATION

June 22, 2009
1245 East Brickyard Road, Suite 590
Salt Lake City, Utah 84106
(801) 433-2000
info@ohrpharmaceutical.com

General Information & Incorporation by Reference:

As you may or may not know the company has recently reinvented itself as a biotech company. The Board of Directors believes that the current environment allows for a special opportunity to acquire undervalued biotech assets and maximize shareholder value. Biotech companies have been severely hurt by this downturn and many are valued by the public markets well below the cash they hold on their balance sheets. As announced and further described in the company's SEC form 10-K/A filed on April 2 nd 2009, we are pursuing a rollup strategy of deeply undervalued biotech assets in an effort to create a diversified product pipeline. As part of the new direction the Board of Directors recommended the reorganization described in the Information Statement.

The following is an Information Statement distributed by the company to all voting shareholders incident to adoption of certain reorganizational matters related to the company's going forward agenda by a majority consent of its present shareholders and pursuant to a board of directors resolution and recommendation.

Because the matters set-out in this Information Statement and attached materials have been previously approved by a Majority Shareholder Consent as allowed under Utah law, you are not being asked to vote upon any of the matters contained in this Information Statement, nor will there be any meeting called to formally present these matters. The Information Statement is supplied to you solely for information purposes and to advise you of the corporate activities as approved by a majority of its shareholders.

Should you have any comments regarding these activities or wish to further discuss them with management, you are welcome to do so by addressing any inquiries either to the CEO as designated in the cover letter, or to any member of or collectively to all of the board of directors of the company at the address, email address and/or telephone number of the company supplied on the heading of this Information Statement. Your views are always cordially invited and solicited by management with regard to matters undertaken by the company.

As noted in the president's letter, because the company is not deemed to be a 12(g) company under the Securities Exchange Act, it has not necessarily supplied the following Information Statement in accordance with all SEC rules for Proxies or Information Statements. However, management is supplying you the Information Statement as required by Utah law to be given subsequent to the Majority Shareholder Consent Resolutions and believes that such information is provided and organized substantially in accordance with the equivalent SEC Information Statement provisions pursuant to Section 14 of the Securities Exchange Act.

The company has filed an annual report (10-K) for the period ending September 30, 2008 and a quarterly report (10-Q) for the period ending March 31, 2009, which contains certain factual and accounting information that may be helpful in reviewing or understanding this Information Statement. The contents of those reports are incorporated by this reference. While a copy is not attached, any shareholder may review a filed copy online at the SEC public information website http://www.sec.gov/idea/searchidea/companysearch_idea.html; or a copy can be obtained without change by request to the company.

The effective date of the matters approved will be 21 days after the mailing of this Information Statement on June 22, 2009 to insure the prior ten days notice required by Utah law.

General Description of Notice

As briefly explained in the preceding president's letter, this Information Statement is being sent to all voting non-consenting shareholders of record to supply you with information concerning changes and reorganizations in your company upon which you were not formally asked or solicited to vote since the majority of shareholders had previously signed and executed the attached and incorporated Majority Shareholder Consent Resoultion approving the actions by a majority vote of the shareholders. You are advised that Utah law (§ 16-10a-704 of the Revised Business Corporation Act), allows for shareholders to approve by a majority consent resolution all matters requiring a shareholder vote, except for certain select matters such as election of directors which are not applicable to this Information Statement. A copy of this code section is attached for your information purposes as Exhibit "A" to this Information Statement.

In essential terms, the Utah statutory provisions require that all shareholders who do not consent in the Majority shareholder consent resolution be supplied with information substantially equivalent to what they would have received in a proxy solicitation for their votes upon the matters at issue. As a result, management has prepared and is distributing to you this Information Statement as to the matters acted on by the majority shareholders through consent. You are not being solicited or asked to vote on these matters and this information is being given to you purely for information purposes and as a statutory requirement. However your management, as always, is interested in your views or opinions as to any matters undertaken by the company and would be happy to receive and review any of your comments or questions regarding the reorganizational matters discussed in this Information Statement if you would contact the company in the address, email or telephone number indicated above.

Since the company is not a full reporting company pursuant to 12(g) Securities Exchange Act of 1934 ('34 Act), you are receiving an Information Statement that has not been filed or reviewed by the SEC. Nonetheless, management feels that the information supplied to you is substantially equivalent to the information which you would have otherwise received in an SEC prescribed Information Statement, and supplies to you all material information believed related to the actions taken by the board of directors and subsequently ratified by the majority of the shareholders through their consent resolution. Again, if you have any questions or you wish further information, please feel free to contact the company at your convenience regarding these matters.

In summary of the actions taken which are more fully described later in this Information Statement, the board of directors is indicating the shareholders have approved the following actions:

Summary of Actions

Action 1 – Reincorporation of the company in Delaware and the changing of its name from BBM Holdings, Inc. to**Ohr Pharmaceutical, Inc.**

Action 2 – Increase in the authorized capital from 50,000,000 common voting shares to 180,000,000 common shares par value $0.0001 and the preferred shares from 10,000,000 to 15,000,000 par value $0.0001.

Action 3 – Ratification of the corporation's 2009 Stock Incentive Plan. Attached as Exhibit B.

Action 4 - Ratification of the appointment of Child, Van Wagoner and Bradshaw as the auditors for the current ending fiscal year, December, 2009.

PRINCIPAL STOCKHOLDERS

The following table provides information about the beneficial ownership of our common stock as of June 3, 2009

- each person or entity known by us to own beneficially more than five percent of our common stock;
- the named executive officers;
- each of our directors; and
- all of our directors and executive officers as a group.

In accordance with Securities and Exchange Commission rules, beneficial ownership includes any shares for which a person or entity has sole or shared voting power or investment power and any shares for which the person or entity has the right to acquire beneficial ownership within 60 days after June 3, 2009 through the exercise of any option, warrant or otherwise. Except as noted below, we believe that the persons named in the table have sole voting and investment power with respect to the shares of common stock set forth opposite their names. All shares included in the "Right to Acquire" column represent shares subject to outstanding stock options or warrants that are exercisable within 60 days after June 3, 2009. The contact address of each of our directors and executive officers is c/o BBM Holdings, 1245 Brickyard Rd., #590, Salt Lake City, Utah 84106.

Name and Address of Beneficial Owner	Common Shares Owned	Voting Convertible Preferred Series B (1)	Right to Acquire (2)	Common and Preferred Shares Owned Beneficially	Fully Diluted Ownership Percentage (3)
AIGH Investment Partners, LLC (4) 6006 Berkeley Avenue Baltimore, MD 21209	3,153,294	500,000	2,511,107	6,164,401	18.49%
American Investments P.O. Box 3236 Ramat Gam 52131 Israel	1,815,311		881,480	2,696,791	8.50%
Camco 466 Arbuckle Avenue Cedarhurst, NY 11516	1,014,951	555,556	1,598,960	3,169,467	9.77%
FAME Associates 111 Broadway, 20th Floor New York, NY 10006	1,091,356	277,778	1,101,234	2,470,368	7.74%
Ganot Corporation 4000 Hollywood Blvd. 530 N Hollywood, FL 33021	1,479,205	555,556	1,824,539	3,859,300	11.82%
Associated Baltimore LLC PO Box 172 Lawrence, NY 11559		555,556	1,111,112	1,666,668	5.22%
Globis related entities (5) 60 Broad Street New York, NY 10004	2,437,507	388,889	2,026,678	4,853,074	14.77%

Name and Address of Beneficial Owner	Common Shares Owned	Voting Convertible Preferred Series B (1)	Right to Acquire (2)	Common and Preferred Shares Owned Beneficially	Fully Diluted Ownership Percentage (3)
LaPlace Group, LLC 3666 Shannon Road Cleveland Hts, OK 44118	1,098,901		529,823	1,628,724	5.19%
South Ferry #2, LP 1 State Street Plaza, 29th Floor New York, NY 10004	2,845,917		1,357,519	4,203,436	13.06%
St,. Lucia Investment & Trade Corp. PO Box 319-9 Santo Domingo, DR	1,306,943		620,756	1,927,699	6.13%
Ira Greenstein (6) c/o BBM		200,000	786,094	986,094	3.12%
Andrew Limpert (7) c/o BBM	321,700		193,047	514,747	1.66%
All Officers and Directors as a Group (8)	3,474,994	700,000	3,490,248	7,665,242	22.33%

(1) Shares issued in the June 1, 2009 financing convertible to common stock and voting with common as a single class.
(2) Rounded to nearest share; warrants are warrants to purchase common stock of the Registrant.
(3) Calculated on the basis of 25,247,006 shares of Common Stock outstanding as reported in the Company's Quarterly Report for the quarter ended March 31, 2009, filed on May 20, 2009, plus the number of shares such holder has the right to acquire and 5,583,320 preferred shares issued in the June 1, 2009 financing.
(4) Mr. Hirschman has sole voting and dispositive power over shares held by AIGH Investments.
(5) Mr. Packer has sole voting and dispositive power over 388,889 preferred shares and 777,778 warrants held by Mr. Packer personally. Mr. Packer shares voting and dispositive power over 1,549,071 common shares and 741,719 warrants held by Globis Capital Partners, and 888,436 common shares and 507,181 warrants held by Globis Overseas Fund Ltd.
(6) Includes a five-year warrant granted to Mr. Greenstein for his services as a director and Chairman of the Company, issued on April 9, 2008, exercisable for 386,094 shares of Common Stock at an exercise price of $0.65 per share.
(7) Includes a five-year warrant granted to Mr. Limpert for his services as a director and Chief Executive Officer of the Company, issued on April 9, 2008, exercisable for 193,047 shares of Common Stock at an exercise price of $0.65 per share.
(8) Mr. Greenstein, Mr. Limpert and Mr. Hirschman are serving as directors of the Company. Mr. Limpert is serving as CEO and President on an interim part-time basis.

DIRECTORS AND OFFICERS

The following table shows the names and ages of our directors, executive officers and the positions they hold with BBM Holdings. Our bylaws provide that directors may be elected at our annual stockholders meeting, at a special stockholders meeting called for such purpose, or in the event of a vacancy by the majority vote of the remaining directors and hold office until the next annual stockholders meeting and until their successors are elected and qualified. Our bylaws provide that the board of directors shall consist of three directors. Our board of directors currently consists of three individuals, our Interim Chief Executive Officer, Andrew Limpert, Ira Greenstein, and Orin Hirschman. Executive officers are selected by the board of directors and serve at its discretion.

Name	Age	Position with BBM Holdings
Andrew Limpert	39	Interim Chief Executive Officer, President and Director
Ira Greenstein	46	Chairman and Director
Orin Hirschman	41	Director and Secretary

ANDREW W. LIMPERT, age 39, Interim Chief Executive Officer, President and Director

Mr. Limpert has served as a Director of BBM since 2002. Since, November 1, 2007, Mr. Limpert also currently serves as CEO and President of BBM on an interim basis. Mr. Limpert is currently a part-time officer of Profire Combustion, Inc., a small public company engaged in energy applications. Mr. Limpert also acts as an independent business and financial consultant to various small public and private companies. Mr. Limpert received a Bachelor of Science degree in Finance from the University of Utah and an MBA in Finance from Westminster College. Mr. Limpert is not providing his services to the Company on a full-time basis and is assisting BBM on a limited as-needed basis.

IRA GREENSTEIN, age 46, Chairman and Director.

Mr. Greenstein has served as a Director of BBM since March 30, 2007. Mr. Greenstein has since 2001 been the President of IDT Corporation (NYSE: IDT), a local, long distance and calling card services provider. Prior to joining IDT in 2000, Mr. Greenstein was a partner in the law firm of Morrison & Foerster LLP, where he served as the Chairman of that firm's New York office's Business Department. Concurrently, Mr. Greenstein served as General Counsel and Secretary of Net2Phone, Inc. Prior to joining Morrison & Foerster, Mr. Greenstein was an associate in the New York and Toronto offices of Skadden, Arps, Slate, Meagher & Flom LLP. Mr. Greenstein served on the Securities Advisory Committee and as second counsel to the Ontario Securities Commission. Mr. Greenstein serves on the Board of Document Security Systems, Inc. (AMEX:DMC), is a Director of Zedge, Inc. and is on the Board of Advisors of the Columbia Law School Center on Corporate Governance. Mr. Greenstein received a B.S. from Cornell University and a J.D. from Columbia University Law School.

ORIN HIRSCHMAN, age 41, Director and Secretary

Mr. Hirschman has served as a Director of BBM since March 2009. Mr. Hirschman has over 20 years of experience in money management, leveraged buyouts, restructuring and venture capital. Orin is currently a General Partner at three private investment funds including the well known Adam Smith Investment Partnerships as well as AIGH Investment Partners, that Mr. Hirschman founded about four years ago.

COMPENSATION OF DIRECTORS

By virtue of his service to the company during fiscal 2008, Mr. Limpert received 193,047 warrants to purchase common stock of the registrant at an initial purchase price of $0.65 per share, subject to adjustment, exercisable on or prior to April 9, 2013.

By virtue of his service to the Company during fiscal 2008, Mr. Greenstein received 386,094 warrants to purchase common stock of the registrant at an initial purchase price of $0.65 per share, subject to adjustment, exercisable prior to April 9, 2013.

Mr. Hirschman has not received any compensation for his service as a Director

EXECUTIVE COMPENSATION

		Annual Compensation		Long-Term Compensation					
Name and Principal Position	Year	Salary	Bonus	Stock Awards	Option Awards	Non-Equity Incentive Plan Compensation	Change in Pension Value and Non-Qualified Deferred Compensation Earnings	All Other Compensation	Total
		($)	($)	($)	($)	($)	($)	($)	($)
Andrew Limpert Director									
Interim CEO	2007	0	0	0	0	0	0	0	0
and President	2008	0	0	0	193,047	0	0	0	193,047
Ira Greenstein Chairman and									
Director	2007	0	0	0	0	0	0	0	0
	2008	0	0	0	386,094	0	0	0	386,094

1. In connection with the Prime merger, the Company's fiscal year changed from December 31 to September 30. Accordingly, the information for fiscal year ended September 30, 2007 is not comparable to prior fiscal years.
2. Mr. Limpert has served as a Director of the Company since 2002 and as of November 1, 2007, currently serves as the CEO and President of the Company without compensation on an interim basis.
3. Historical financial information presented is that of Prime Resource, Inc., the predecessor to BBM Holdings, Inc., prior to the Merger. Accordingly, the information for fiscal years ended December 31, 2006 and 2005 is not comparable to the information for the fiscal year ended September 30, 2007.

OUTSTANDING EQUITY AWARDS AT FISCAL YEAR-END

A. Options Awards

The following table provides certain information with respect to individual grants during the fiscal year ended September 30, 2008 to each of our named executive officers of common share purchase options relating to our common shares:

Name	Number of Common Shares Underlying Unexercised Options (#) Exercisable	Number of Common Shares Underlying Unexercised Options (#) Unexercisable	Equity Incentive Plan Awards: Number of Securities Underlying Unexercised Unearned Options (#)	Option Exercise Price ($)	Option Expiration Date
Andrew Limpert Director and CEO and President	193,047	—	—	0.65	9-Apr-13
Ira Greenstein Chairman and Director	386,094	—	—	0.65	9-Apr-13

B. Stock Awards

PRINCIPAL ACCOUNTANT FEES AND SERVICES

Prior to the Merger, Child, Van Wagoner and Bradshaw served as the Company's principal auditors. After the Merger, Rothstein, Kass & Company, Broadband's auditor, continued as the Company's auditor. On April 17, 2008 the Company's Board of Directors appointed Child, Van Wagoner and Bradshaw to return as the Company's auditors Rothstein, Kass & Company had no disagreements with BBM Holdings, Inc. over accounting matters.

Name	Number of Shares or Units of Stock That Have Not Vested (#)	Market Value of Shares or Units of Stock That Have Not Vested ($)	Equity Incentive Plan Awards: Number of Unearned Shares, Units or Other Rights That Have Not Vested (#)	Equity Incentive Plan Awards: Market or Payout Value of Unearned Shares, Units or Other Rights That Have Not Vested ($)
Andrew Limpert Director and CEO and President	—	—	193,047	—
Ira Greenstein Chairman and Director	—	—	386,094	—

For the calendar year 2007 the accounting firm of Child, Van Wagoner and Bradshaw, PLLC charged the Company a total of $1,500 for independent accounting and auditing fees. All fees described above were approved by the Audit Committee. The Audit Committee has determined that the rendering of the foregoing services other than audit services by Child, Van Wagoner is compatible with maintaining the principal accountant's independence.

The following table represents aggregate fees billed to the Company for fiscal years ending September 30, 2008, December 31, 2007 and 2006, by Child, Van Wagoner & Bradshaw, the Company's principal auditor from April 17, 2008 through September 30, 2008.

	FISCAL YEAR ENDED		
	September 30, 2008 (2)	December 31, 2007	December 31, 2006
Audit Fees	$ 12,000		$ 23,162
Tax Fees (1)	$ 9,275	—	—
All Other Fees	$ 260	$ 1,500	—
Total Fees	$ 21,535	$ 1,500	$ 23,162

(1) Fees paid for preparation and filing of the Company's federal and state income tax returns.
(2) Fees billed to the Company through September 30, 2008.

The following table represents aggregate fees billed to the Company for fiscal years ended September 30, 2008 and 2007, by Child, Van Wagoner and Bradshaw and its former auditor Rothstein, Kass & Company, the Company's principal accountant from March 30, 2007 until 4/17/2008. As noted above, the company has no material disagreements with its auditing firm as to the financial statements contained in this annual report.

	FISCAL YEAR ENDED	
	September 30, 2008 (2)	September 30, 2007
Audit Fees	$ 12,000	$ 67,500
Tax Fees (1)	$ 9,275	$ 6,500
All Other Fees	$ 260	$ 13,500
Total Fees	$ 21,535	$ 87,500

(1) Fees paid for preparation and filing of the Company's federal and state income tax returns.
(2) Fees billed to the Company through September 30, 2008.

All fees described above were approved by the Board of Directors. The Board of Directors has determined that the rendering of the foregoing services other than audit services by Rothstein Kass & Company and Child, Van Wagoner & Bradshaw, is compatible with maintaining the principal accountant's independence.

Director Liability and Indemnification

Under Utah law and our by-laws, we are required to indemnify our officers, directors, employees and agents in certain situations. As permitted by Delaware statutes, our certificate of incorporation eliminates in certain circumstances the monetary liability of our directors for a breach of their fiduciary duties. These provisions do not eliminate a director's liability for:

- Any breach of the director's duty of loyalty to the corporation or its stockholders
- Acts or omissions not in good faith or which involve intentional misconduct or knowing violation of law
- Any transaction from which the director derived an improper personal benefit

As to indemnification for liabilities arising under the Securities Act for directors, officers or persons controlling BBM Holdings, we have been informed that, in the opinion of the Securities and Exchange Commission, such indemnification is against public policy and therefore unenforceable.

SHAREHOLDER RESOLUTION NO. I

REINCORPORATION IN DELAWARE AND CHANGE OF NAME

Historically, Broadband Maritime, Inc. was primarily engaged in ship-to-shore internet type of communications, butwhich developmental assets have subsequently been divested by the company. These assets were originally acquired through what is called a "reverse acquisition" by a Utah public corporation known as Prime Resource, Inc. At the time of the initial reorganization, the surviving company was the Utah public entity which changed its name to BBM Holdings, Inc. and continued on as a Utah public entity.

After the divesture of the BBM assets and business, management was then engaged in finding a suitable substitute business or enterprise by which to initiate potential profit making endeavors in the company. After substantial search and review by the board of directors, they were able to enter into a third party secured asset transaction to purchase all the biotech assets of the debtor company more particularly described in the BBM Holdings form 10-K/A filed April 2, 2009. As part of BBM's reinvention as a Biotech company, BBM agreed to merge with its wholly owned Delaware subsidiary known as the Ohr Pharmaceutical Corporation for the sole purposes of changing the corporate domicile to the state of Delaware and concurrently changing the name of the surviving company to Ohr Pharmaceutical Corporation to reflect its current business activities. Your board of directors, after careful review and recommendations of advisors, determined that it was in the best interest of the company to go forward as a Delaware corporation. Delaware has long established corporate statutes and historical precedent backing its corporate code as it relates particularly to public companies. The board believed that it is in the best interest of the company to avail itself of these unique and extended provisions of the Delaware law to govern it as a public entity. It also wished to change its name concurrently through this process to comport with its current business activities. As a result, the board recommended and a majority of shareholders approved the recommendations to change through the approved merger the Utah public entity into a surviving Delaware public corporation known as the Ohr Pharmaceutical Corporation and to go forward as a Delaware entity engaged in the new business purposes of the company.

Any interested shareholder wishing to see or review the Minutes and Resolutions of the board of the directors or the merger documents employed to complete the foregoing merger, subject to shareholder approval, are welcome to obtain copies by written request to the company. Further, management would be happy to answer any further questions or receive any comments which you may have with regard to this adopted shareholder resolution.

SHAREHOLDER RESOLUTION NO. 2

INCREASE IN AUTHORIZED CAPITAL

The board has been concerned for some time that there may not be sufficient authorized capital within the corporation to adequately complete intended future financing activities as necessary to raise needed capital for the company's business purposes going forward, as well as to provide sufficient shares pursuant to the concurrently offered Stock Option Plan. As a result, the board of directors, in consultation with various legal and accounting advisors, decided to make a proposal to increase the voting common shares of the company from 50,000,000 to 180,000,000 shares, par value $0.0001, and concurrently increase the undesignated and variable class of preferred shares from 10,000,000 to 15,000,000 par value $0.0001. It should be noted that none of these shares, except pursuant to a portion specifically described in the following section on Stock Option Plan are currently being authorized for issuance and are merely being approved for future undetermined capitalizations purposes. Based upon the recommendation of the board of directors, the majority of shareholder, through the aforedescribed Consent Resoultion, approved this increase in capitalization which will be reflected effective on July 13, 2009, after the mailing of this Information Statement. Management feels that the adoption of this increase in capitalization will afford the company a greater latitude in meeting its future financial objectives and was necessary for potential growth and expansion of the company. Again, any shareholder wishing to see a copy of the actual board resolutions approving the increase in capitalization are welcome to obtain a copy by a written request to the company's management, and any questions or comments that you may have would be graciously entertained by management upon your contact.

SHAREHOLDER RESOLUTION NO. 3

RATIFICATION OF EQUITY INCENTIVE PLAN

The 2009 EQUITY INCENTIVE PLAN IS ATTACHED AS EXHIBIT 1

The stock option plan was believed necessary to create potential incentives for future capital raising purposes, as well as to form a basis to reward key directors and management personnel as approved by the board of directors. At present, the plan would call for the reservation of 1,000,000 common shares to be subject to the option plan, upon the effective date of the shareholder ratification on or about July 13, 2009. Again, if you have any questions or wish any further information, please feel free to contact the company as outlined above.

SHAREHOLDER RESOLUTION NO. 4

RATIFICATION OF THE INDEPENDENT AUDITORS

As a public entity, the company is required to maintain independent auditors to review its periodic filings and to audit the financial statements attached and incorporated as part of its annual report on Form 10-K to the SEC. The company has adopted, as a policy, (though not believed mandated as a 15(d) company) to obtain majority shareholder approval and ratification of the designated independent auditors selected by the board of directors or its audit committee. The company is currently in the process of forming an audit committee, but its present board of directors functions in such capacity at the present time, and for the purposes the appointment of the following described auditors.

The company has designated Child, Van Wagoner and Bradshaw to act as the independent auditors for the company for the fiscal period ending December 31st, 2009. It is anticipated, though not warranted, that the audit committee may extend for an additional fiscal year the services of such auditors pending completion of the audit for the current fiscal year. The auditing firm was chosen by the board of directors after recommendation by various advisors and after review and interview of various accounting firms. The board believes that this accounting firm brings the necessary professionalism at cost and expenses commensurate with the company's present financial condition, and, thereby, recommended the adoption of such firm by the majority of its shareholders. As noted above, then shareholders then ratified by Majority Shareholder Consent Resolution, including the appointment of these auditors and this information is currently being supplied to you. Again, you are entitled and encouraged if you have any questions or comments to contact management with regard to this action.

ELECTION OF DIRECTORS

Management indicates to shareholders that under Delaware law directors could be subsequently voted upon by majority shareholder consent resoultion. However, it is the preset intent of management to subsequently call for a general shareholder meeting sometime in 2009 or early 2010 to include nomination and vote upon directors by all shareholders in accordance with Delaware law.

THE BOARD OF DIRECTORS HAS APPROVED AND ADOPTED THIS INFORMATION STATEMENT TO BE SENT TO ALL SHAREHOLDERS OF RECORD.

By Order of the Board of Directors,

Orin Hirschman
Secretary