

FORM D

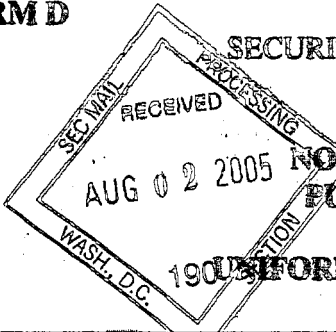
UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM D

NOTICE OF SALE OF SECURITIES PURSUANT TO REGULATION D, SECTION 4(G) AND/OR

UNIFORM LIMITED OFFERING EXEMPTION



1084557

OMB APPROVAL stamp with barcode and number 05062548, and a Date Received stamp.

Name of Offering () check if this is an amendment and name has changed, and indicate change. Issuance of Common Stock in Connection with Asset Acquisition Filing Under (Check box(es) that apply): Rule 504 Rule 505 Rule 506 Section 4(G) ULOE Type of Filing: New Filing Amendment

A. BASIC IDENTIFICATION DATA

1. Enter the information requested about the issuer Name of Issuer () Check if this is an amendment and name has changed, and indicate change. Tasker Capital Corp. Address of Executive Offices (Number and Street, City, State, Zip Code) Telephone Number (including Area Code) 39 Old Ridgebury Road, Suite 14, Danbury, CT 06810 203-730-4350 Address of Principal Business Operations (if different from Executive Offices) Telephone Number (including Area Code)

Brief Description of Business Development, marketing and distribution of products in the oral care, food processing, skin care, and pet product industries.

PROCESSED AUG 05 2005 THOMSON FINANCIAL

Type of Business Organization () corporation () limited partnership, already formed () other (please specify): () business trust () limited partnership, to be formed Actual or Estimated Date of Incorporation or Organization: Month 02 Year 99 Actual Estimated Jurisdiction of Incorporation or Organization: (Enter two-letter U.S. Postal Service abbreviation for State: CN for Canada; FN for other foreign jurisdiction) N V

GENERAL INSTRUCTIONS

Federal: Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(G), 17 CFR 230.501 et seq. or 15 U.S.C. 77d(6) When to File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address. Where to File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549 Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures. Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC. Filing Fee: There is no federal filing fee.

State: This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those state that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix to the notice constitutes a part of this notice and must be completed.

ATTENTION

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption unless such exemption is predicated on the filing of a federal notice.

FORM 1-77 (REV. 1-77)
 SECURITIES AND EXCHANGE COMMISSION
 WASHINGTON, D. C. 20540

UNITED STATES
 SECURITIES AND EXCHANGE COMMISSION

FORM D

NOTICE OF SALE OF SECURITIES
 PURSUANT TO REGULATION D

SECTION 4(a) AND/OR
 UNIFORM LIMITED OFFERING EXEMPTION

Yield (Annual %)
 Interest (Annual %)
 Dividend (Annual %)

Name of Issuer (Company, Partnership, Trust, etc.)
 Address of Issuer (Street, City, State, ZIP)
 Telephone Number (Including Area Code)

Name of Investor (Individual or Institution)
 Address of Investor (Street, City, State, ZIP)
 Telephone Number (Including Area Code)

Number of Shares (or Units) Offered
 Price per Share (or Unit)

Amount of Investment (Total)
 Type of Investment (Cash, Property, etc.)
 Date of Investment

General Information (State, etc.)

Additional Information (Notes, etc.)

Signature of Issuer (Name, Title, Date)

Signature of Investor (Name, Title, Date)

Witness (Name, Title, Date)

Notary Public (Name, Title, Date)

Additional Information (Notes, etc.)

Additional Information (Notes, etc.)

ATTENTION

Each exemption is predicated on the filing of a federal notice. Failure to file the appropriate federal notice will result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption unless such exemption is predicated on the filing of a federal notice.

Printed name and address of the issuer or offeror, and the name and address of the dealer or agent, if any, shall be printed in red ink on the reverse side of this notice.

A. BASIC IDENTIFICATION DATA

2. Enter the information requested for the following:

- Each promoter of the issuer, if the issuer has been organized within the past five years;
- Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer;
- Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and
- Each general and managing partner of partnership issuers.

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual)

Appleby, Robert P.

Business or Residence Address (Number and Street, City, State, Zip Code)

39 Old Ridgebury Road, Suite 14, Danbury, CT 06810

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual)

Burns, James

Business or Residence Address (Number and Street, City, State, Zip Code)

39 Old Ridgebury Road, Suite 14, Danbury, CT 06810

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual)

Jenkins, Robert D.

Business or Residence Address (Number and Street, City, State, Zip Code)

39 Old Ridgebury Road, Suite 14, Danbury, CT 06810

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual)

Davis, Gordon

Business or Residence Address (Number and Street, City, State, Zip Code)

141 Chapel Street, Gardner, MA 01440

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual)

Zavagli, Steven B.

Business or Residence Address (Number and Street, City, State, Zip Code)

5 Pearl Court, Allendale, NJ 07401

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual)

Indian River Labs, L.L.C.

Business or Residence Address (Number and Street, City, State, Zip Code)

6815 Woodmere Road, Sebastian, FL 32958

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual)

Knoll Capital Management, LP

Business or Residence Address (Number and Street, City, State, Zip Code)

200 Park Avenue, Suite 3900, New York, NY 10166

A. BASIC INFORMATION DATA

- 1. Name of the organization (as it appears on the registration certificate)
- 2. Each parent of the organization (as it appears on the registration certificate) or each person having the power to vote or elect or appoint or remove the members of the board of directors of the organization
- 3. Each executive officer and director of the organization and managing partner of partnership business, and
- 4. Each general and managing partner of partnership business.

1. Name of the organization (as it appears on the registration certificate) Partnership Executive Officer Director General partner Managing Partner

2. Each parent of the organization (as it appears on the registration certificate) or each person having the power to vote or elect or appoint or remove the members of the board of directors of the organization

3. Each executive officer and director of the organization and managing partner of partnership business, and

4. Each general and managing partner of partnership business.

1. Name of the organization (as it appears on the registration certificate) Partnership Executive Officer Director General partner Managing Partner

2. Each parent of the organization (as it appears on the registration certificate) or each person having the power to vote or elect or appoint or remove the members of the board of directors of the organization

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4. Each general and managing partner of partnership business.

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4. Each general and managing partner of partnership business.

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4. Each general and managing partner of partnership business.

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3. Each executive officer and director of the organization and managing partner of partnership business, and

4. Each general and managing partner of partnership business.

D. INFORMATION ABOUT OFFERING

1. Has the issuer sold, or does the issuer intend to sell, to non accredited investors in this offering?..... Yes No

Answer also in Appendix, Column 2, if filing under ULOE.

2. What is the minimum investment that will be accepted from any individual?..... \$ N/A

3. Does the offering permit joint ownership of a single unit?..... Yes No

4. Enter the information requested for each person who has been or will be paid or given, directly or indirectly, any commission or similar remuneration for solicitation of purchasers in connection with sales of securities in the offering. If a person to be listed is an associated person or agent of a broker or dealer registered with the SEC and/or with a state or states, list the name of the broker or dealer. If more than five (5) persons to be listed are associated persons of such a broker or dealer, you may set forth the information for that broker or dealer only.

Full Name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)

Name of Associated Broker or Dealer

States in Which Person Listed Has Solicited or Intends to Solicit Purchasers

(Check "All State" or check individual States)..... All States

[AL]	[AK]	[AZ]	[AR]	[CA]	[CO]	[CT]	[DE]	[DC]	[FL]	[GA]	[HI]	[ID]
[IL]	[IN]	[IA]	[KS]	[KY]	[LA]	[ME]	[MD]	[MA]	[MI]	[MN]	[MS]	[MO]
[MT]	[NE]	[NV]	[NH]	[NJ]	[NM]	[NY]	[NC]	[ND]	[OH]	[OK]	[OR]	[PA]
[RI]	[SC]	[SD]	[TN]	[TX]	[UT]	[VT]	[VA]	[WA]	[WV]	[WI]	[WY]	[PR]

Full Name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)

Name of Associated Broker or Dealer

States in Which Person Listed Has Solicited or Intends to Solicit Purchasers

(Check "All State" or check individual States)..... All States

[AL]	[AK]	[AZ]	[AR]	[CA]	[CO]	[CT]	[DE]	[DC]	[FL]	[GA]	[HI]	[ID]
[IL]	[IN]	[IA]	[KS]	[KY]	[LA]	[ME]	[MD]	[MA]	[MI]	[MN]	[MS]	[MO]
[MT]	[NE]	[NV]	[NH]	[NJ]	[NM]	[NY]	[NC]	[ND]	[OH]	[OK]	[OR]	[PA]
[RI]	[SC]	[SD]	[TN]	[TX]	[UT]	[VT]	[VA]	[WA]	[WV]	[WI]	[WY]	[PR]

Full Name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)

Name of Associated Broker or Dealer

States in Which Person Listed Has Solicited or Intends to Solicit Purchasers

(Check "All State" or check individual States)..... All States

[AL]	[AK]	[AZ]	[AR]	[CA]	[CO]	[CT]	[DE]	[DC]	[FL]	[GA]	[HI]	[ID]
[IL]	[IN]	[IA]	[KS]	[KY]	[LA]	[ME]	[MD]	[MA]	[MI]	[MN]	[MS]	[MO]
[MT]	[NE]	[NV]	[NH]	[NJ]	[NM]	[NY]	[NC]	[ND]	[OH]	[OK]	[OR]	[PA]
[RI]	[SC]	[SD]	[TN]	[TX]	[UT]	[VT]	[VA]	[WA]	[WV]	[WI]	[WY]	[PR]

UNITED STATES DEPARTMENT OF JUSTICE

1. This is to certify that the following is a true and correct copy of the original as shown to the undersigned by the person named in the certificate.

2. What is the name of the person named in the certificate?

3. What is the name of the person who presented the original to the undersigned?

4. What is the name of the person who presented the original to the undersigned?

Name of Associated Bank or Banker

Name of Associated Bank or Banker

Name of Associated Bank or Banker

(A)	(B)	(C)	(D)	(E)	(F)	(G)	(H)	(I)	(J)	(K)	(L)	(M)	(N)	(O)	(P)	(Q)	(R)	(S)	(T)	(U)	(V)	(W)	(X)	(Y)	(Z)
(A)	(B)	(C)	(D)	(E)	(F)	(G)	(H)	(I)	(J)	(K)	(L)	(M)	(N)	(O)	(P)	(Q)	(R)	(S)	(T)	(U)	(V)	(W)	(X)	(Y)	(Z)
(A)	(B)	(C)	(D)	(E)	(F)	(G)	(H)	(I)	(J)	(K)	(L)	(M)	(N)	(O)	(P)	(Q)	(R)	(S)	(T)	(U)	(V)	(W)	(X)	(Y)	(Z)
(A)	(B)	(C)	(D)	(E)	(F)	(G)	(H)	(I)	(J)	(K)	(L)	(M)	(N)	(O)	(P)	(Q)	(R)	(S)	(T)	(U)	(V)	(W)	(X)	(Y)	(Z)

Name of Associated Bank or Banker

Name of Associated Bank or Banker

Name of Associated Bank or Banker

(A)	(B)	(C)	(D)	(E)	(F)	(G)	(H)	(I)	(J)	(K)	(L)	(M)	(N)	(O)	(P)	(Q)	(R)	(S)	(T)	(U)	(V)	(W)	(X)	(Y)	(Z)
(A)	(B)	(C)	(D)	(E)	(F)	(G)	(H)	(I)	(J)	(K)	(L)	(M)	(N)	(O)	(P)	(Q)	(R)	(S)	(T)	(U)	(V)	(W)	(X)	(Y)	(Z)
(A)	(B)	(C)	(D)	(E)	(F)	(G)	(H)	(I)	(J)	(K)	(L)	(M)	(N)	(O)	(P)	(Q)	(R)	(S)	(T)	(U)	(V)	(W)	(X)	(Y)	(Z)
(A)	(B)	(C)	(D)	(E)	(F)	(G)	(H)	(I)	(J)	(K)	(L)	(M)	(N)	(O)	(P)	(Q)	(R)	(S)	(T)	(U)	(V)	(W)	(X)	(Y)	(Z)

Name of Associated Bank or Banker

Name of Associated Bank or Banker

Name of Associated Bank or Banker

(A)	(B)	(C)	(D)	(E)	(F)	(G)	(H)	(I)	(J)	(K)	(L)	(M)	(N)	(O)	(P)	(Q)	(R)	(S)	(T)	(U)	(V)	(W)	(X)	(Y)	(Z)
(A)	(B)	(C)	(D)	(E)	(F)	(G)	(H)	(I)	(J)	(K)	(L)	(M)	(N)	(O)	(P)	(Q)	(R)	(S)	(T)	(U)	(V)	(W)	(X)	(Y)	(Z)
(A)	(B)	(C)	(D)	(E)	(F)	(G)	(H)	(I)	(J)	(K)	(L)	(M)	(N)	(O)	(P)	(Q)	(R)	(S)	(T)	(U)	(V)	(W)	(X)	(Y)	(Z)
(A)	(B)	(C)	(D)	(E)	(F)	(G)	(H)	(I)	(J)	(K)	(L)	(M)	(N)	(O)	(P)	(Q)	(R)	(S)	(T)	(U)	(V)	(W)	(X)	(Y)	(Z)

C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

1. Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if answer is "none" or "zero." If the transaction is an exchange offering, check this box and indicate in the columns below the amounts of the securities offered for exchange and already exchanged.

Type of Security	Aggregate Offering Price	Amount Already Sold
Debt	\$ _____	\$ _____
Equity	\$ <u>62,954,499.80</u>	\$ <u>62,954,499.80</u>
<input checked="" type="checkbox"/> Common <input type="checkbox"/> Preferred		
Convertible Securities (including warrants)	\$ _____	\$ _____
Partnership Interests	\$ _____	\$ _____
Other (Specify _____)	\$ _____	\$ _____
Total	\$ <u>62,954,499.80</u>	\$ <u>62,954,499.80</u> ^o

Answer also in Appendix, Column 3, if filing under ULOE.

2. Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero."

	Number Investors	Aggregate Dollar Amount of Purchases
Accredited Investors	<u>3</u>	\$ <u>62,887,499.80</u>
Non-accredited Investors	<u>1</u>	\$ <u>67,000</u>
Total (for filings under Rule 504 only)	_____	\$ _____

Answer also in Appendix, Column 4, if filing under ULOE.

3. If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C - Question 1.

Type of offering	Type of Security	Dollar Amount Sold
Rule 505	_____	\$ _____
Regulation A	_____	\$ _____
Rule 504	_____	\$ _____
Total	_____	\$ _____

4. a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate.

Transfer Agent's Fees	<input type="checkbox"/>	\$ _____
Printing and Engraving Costs	<input type="checkbox"/>	\$ _____
Legal Fees	<input checked="" type="checkbox"/>	\$ <u>120,000</u>
Accounting Fees	<input type="checkbox"/>	\$ _____
Engineering Fees	<input type="checkbox"/>	\$ _____
Sales Commissions (specify finders' fees separately)	<input type="checkbox"/>	\$ _____
Other Expenses (Identify) _____	<input type="checkbox"/>	\$ _____
Total	<input checked="" type="checkbox"/>	\$ <u>120,000</u>

^o - The aggregate offering price and the amount of securities already sold represents the fair market value of the shares of Tasker Capital Corp. issued to sellers in an asset acquisition.

INSTRUCTIONS TO APPLICANTS FOR THE UNIVERSITY OF CALIFORNIA

1. The number of questions to be answered is indicated in the margin of this booklet and the total number of questions is 100. The questions are arranged in groups of 25 questions each. The questions in each group are arranged in order of increasing difficulty. It is suggested that you attempt to answer the questions in the order in which they are presented. You should indicate the number of the question which you are answering by marking the appropriate circle on the answer line below the question. Do not indicate the number of the question which you are not answering. Do not indicate the number of the question which you are answering by marking the appropriate circle on the answer line below the question. Do not indicate the number of the question which you are not answering.

Answer also in Appendix C, in the margin of this booklet, the number of questions which you have answered correctly in this section. The number of questions which you have answered correctly in this section is indicated in the margin of this booklet. The number of questions which you have answered correctly in this section is indicated in the margin of this booklet. The number of questions which you have answered correctly in this section is indicated in the margin of this booklet.

2. Mark the number of questions which you have answered correctly in this section. The number of questions which you have answered correctly in this section is indicated in the margin of this booklet. The number of questions which you have answered correctly in this section is indicated in the margin of this booklet. The number of questions which you have answered correctly in this section is indicated in the margin of this booklet.

3. In this section you are to answer the questions which are indicated in the margin of this booklet. The number of questions which you have answered correctly in this section is indicated in the margin of this booklet. The number of questions which you have answered correctly in this section is indicated in the margin of this booklet. The number of questions which you have answered correctly in this section is indicated in the margin of this booklet.

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7. The number of questions which you have answered correctly in this section is indicated in the margin of this booklet. The number of questions which you have answered correctly in this section is indicated in the margin of this booklet. The number of questions which you have answered correctly in this section is indicated in the margin of this booklet.

C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

b. Enter the difference between the aggregate offering price given in response to Part C - Question 1 and total expenses furnished in response to Part C - Question 4.a. This difference is the "adjusted gross proceeds to the issuer."

\$ 0

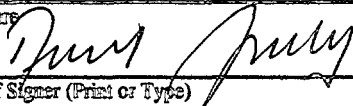
5. Indicate below the amount of the adjusted gross proceeds to the issuer used or proposed to be used for each of the purposes shown. If the amount for any purpose is not known, furnish an estimate and check the box to the left of the estimate. The total of the payments listed must equal the adjusted gross proceeds to the issuer set forth in response to Part C - Question 4.b above.

	Payments to Officers, Directors, & Affiliates		Payments To Others	
Salaries and fees	<input type="checkbox"/>	\$ _____	<input type="checkbox"/>	\$ _____
Purchase of real estate	<input type="checkbox"/>	\$ _____	<input type="checkbox"/>	\$ _____
Purchase, rental or leasing and installation of machinery and equipment	<input type="checkbox"/>	\$ _____	<input type="checkbox"/>	\$ _____
Construction or leasing of plant buildings and facilities	<input type="checkbox"/>	\$ _____	<input type="checkbox"/>	\$ _____
Acquisition of other businesses (including the value of securities involved in this offering that may be used in exchange for the assets or securities of another issuer pursuant to a merger).....	<input type="checkbox"/>	\$ _____	<input type="checkbox"/>	\$ _____
Repayment of indebtedness	<input type="checkbox"/>	\$ _____	<input type="checkbox"/>	\$ _____
Working Capital	<input type="checkbox"/>	\$ _____	<input type="checkbox"/>	\$ _____
Other (specify): _____	<input type="checkbox"/>	\$ _____	<input type="checkbox"/>	\$ _____
_____	<input type="checkbox"/>	\$ _____	<input type="checkbox"/>	\$ _____
_____	<input type="checkbox"/>	\$ _____	<input type="checkbox"/>	\$ _____
Column Totals	<input type="checkbox"/>	\$ _____	<input type="checkbox"/>	\$ _____
Total Payments Listed (Column totals added)	<input checked="" type="checkbox"/>	\$ 0		

° - Tasker Capital Corp. did not receive cash proceeds as a result of the offering of its securities. The securities were issued in consideration for assets.

D. FEDERAL SIGNATURE

The issuer has duly caused this notice to be signed by the undersigned duly authorized person. If this notice is filed under Rule 505, the following signature constitutes an undertaking by the issuer to furnish to the U.S. Securities and Exchange Commission, upon written request of its staff, the information furnished by the issuer to any non-accredited investor pursuant to paragraph (b)(2) of Rule 502.

Issuer (Print or Type)	Signature	Date
Tasker Capital Corp.		7-25-05
Name of Signer (Print or Type)	Title of Signer (Print or Type)	
Robert P. Appleby	President	

ATTENTION

Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.)

DECLARATION OF INTEREST AND DISCLOSURE OF FINANCIAL INTERESTS

Section 204 - Declaration of Interest and Disclosure of Financial Interests. This section requires that every member of the Executive Branch of the Government file a statement of their financial interests.

Section 205 - Prohibition Against Certain Financial Interests. This section prohibits members of the Executive Branch from holding certain financial interests that could conflict with their official duties.

Form containing a table for reporting financial interests. Columns include: Name of institution, Address, and a section for reporting ownership percentages with checkboxes for '100%', '75%', '50%', and '25%'.

Section 206 - Prohibition Against Certain Financial Interests. This section prohibits members of the Executive Branch from holding certain financial interests that could conflict with their official duties.

DECLARATION OF INTEREST AND DISCLOSURE OF FINANCIAL INTERESTS

Section 204 - Declaration of Interest and Disclosure of Financial Interests. This section requires that every member of the Executive Branch of the Government file a statement of their financial interests.

Table with 4 columns: Name of institution, Address, Name of officer (Title or Type), and Signature. It is a header section for the declaration form.

ATTENTION

Instructions regarding the filing of the declaration, including contact information for the Ethics Office.

E. STATE SIGNATURE

1. Is any party described in 17 CFR 239.262 presently subject to any of the disqualification provisions of such rule? Yes No

See Appendix, Column 5, for state response.

2. The undersigned issuer hereby undertakes to furnish to any state administrator of any state in which this notice is filed, a notice on Form D (17 CFR 239.500) at such times as required by state law.
3. The undersigned issuer hereby undertakes to furnish to the state administrators, upon written request, information furnished by the issuer to offerees.
4. The undersigned issuer represents that the issuer is familiar with the conditions that must be satisfied to be entitled to the Uniform Limited Offering Exemption (ULOE) of the state in which this notice is filed and understands that the issuer claiming the availability of this exemption has the burden of establishing that these conditions have been satisfied.

The issuer has read this notification and knows the contents to be true and has duly caused this notice to be signed on its behalf by the undersigned duly authorized person.

Issuer (Print or Type)	Signature	Date
Tasker Capital Corp.	<i>Robert P. Appleby</i>	7-25-05
Name of Signer (Print or Type)	Title of Signer (Print or Type)	
Robert P. Appleby	President	

Instruction

Print the name and title of the signing representative under his signature for the state portion of this form. One copy of every notice on Form D must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

STATE OF TEXAS

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APPENDIX

1 State	2 Intend to sell to non-accredited investors in State (Part B-Item 1)		3 Type of security and aggregate offering price offered in state (Part C Item 1)	4 Type of investor and amount purchased in State (Part C-Item 2)				5 Disqualification under State ULOE (if yes, attach explanation of waiver granted) (Part E-Item 1)	
	Yes	No		Common Stock	Number of Accredited Investors	Amount	Number of Non-Accredited Investors	Amount	Yes
AL									
AK									
AZ									
AR									
CA									
CO									
CT									
DE									
DC									
FL		X	\$62,954,499.80	3	\$62,887,499.80	1	\$67,000		X
GA									
HI									
ID									
IL									
IN									
IA									
KS									
KY									
LA									
ME									
MD									
MA									
MI									
MN									
MS									
MO									

MICHIGAN

1 Name of the corporation (Full name)		2 Type of corporation (S or C)				3 Date of incorporation (Month and day)		4 State of incorporation		5 Filing date
No.	Type	Month	Day	Year	Month	Day	Year	Year	No.	
									1A	
									1B	
									1C	
									1D	
									1E	
									1F	
									1G	
									1H	
									1I	
									1J	
									1K	
									1L	
									1M	
									1N	
									1O	
									1P	
									1Q	
									1R	
									1S	
									1T	
									1U	
									1V	
									1W	
									1X	
									1Y	
									1Z	
									2A	
									2B	
									2C	
									2D	
									2E	
									2F	
									2G	
									2H	
									2I	
									2J	
									2K	
									2L	
									2M	
									2N	
									2O	
									2P	
									2Q	
									2R	
									2S	
									2T	
									2U	
									2V	
									2W	
									2X	
									2Y	
									2Z	

APPENDIX

1 State	2 Intend to sell to non-accredited investors in State (Part B-Item 1)		3 Type of security and aggregate offering price offered in state (Part C Item 1) Common Stock	4 Type of investor and amount purchased in State (Part C-Item 2)				5 Disqualification under State ULGE (if yes, attach explanation of waiver granted) (Part E-Item 1)	
	Yes	No		Number of Accredited Investors	Amount	Number of Non-Accredited Investors	Amount	Yes	No
MT									
NE									
NV									
NH									
NJ									
NM									
NY									
NC									
ND									
OH									
OK									
OR									
PA									
RI									
SC									
SD									
TN									
TX									
UT									
VT									
VA									
WA									
WV									
WI									
WY									
Foreign Juris.									

APPENDIX

1 Name of individual (Last, first, middle initial)		2 Date of birth (Month, day, year)			3 Place of birth (City, State)		4 Date of death (Month, day, year)		
Sex	Color	Height	Build	Weight	Complexion	Hair	Eyes	Signature	
								TM	
								TH	
								TV	
								TW	
								TX	
								TY	
								TZ	
								UA	
								UB	
								UC	
								UD	
								UE	
								UF	
								UG	
								UH	
								UI	
								UJ	
								UK	
								UL	
								UM	
								UN	
								UO	
								UP	
								UQ	
								UR	
								US	
								UT	
								UU	
								UV	
								UW	
								UX	
								UY	
								UZ	
								VA	
								VB	
								VC	
								VD	
								VE	
								VF	
								VG	
								VH	
								VI	
								VJ	
								VK	
								VL	
								VM	
								VN	
								VO	
								VP	
								VQ	
								VR	
								VS	
								VT	
								VU	
								VV	
								UV	
								VW	
								VX	
								VY	
								VZ	
								WA	
								WB	
								WC	
								WD	
								WE	
								WF	
								WG	
								WH	
								WI	
								WJ	
								WK	
								WL	
								WM	
								WN	
								WO	
								WP	
								WQ	
								WR	
								WS	
								WT	
								WU	
								WV	
								WW	
								WX	
								WY	
								WZ	
								XA	
								XB	
								XC	
								XD	
								XE	
								XF	
								YG	
								YH	
								YI	
								YJ	
								YK	
								YL	
								YM	
								YN	
								YO	
								YP	
								YQ	
								YR	
								YS	
								YT	
								YU	
								YV	
								YW	
								YX	
								YY	
								YZ	
								ZA	
								ZB	
								ZC	
								ZD	
								ZE	
								ZF	
								ZG	
								ZH	
								ZI	
								ZJ	
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								ZM	
								ZN	
								ZO	
								ZP	
								ZQ	
								ZR	
								ZS	
								ZT	
								ZU	
								ZV	
								ZW	
								ZX	
								ZY	
								ZZ	