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# FORM D

Notice of Exempt Offering of Securities

## U.S. Securities and Exchange Commission

Washington, DC 20549

(See instructions beginning on page 5)

OMB APPROVAL

OMB Number: 3235-0076

Expires: February 28, 2009

Estimated average burden hours per response: 4.00

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

### Item 1. Issuer's Identity

Name of Issuer

Liquid Computing, Inc.

Jurisdiction of Incorporation/Organization

Delaware

Year of Incorporation/Organization (Select one)

Over Five Years Ago

Within Last Five Years (specify year)

2005

Yet to Be Formed

Previous Name(s)

None

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Entity Type (Select one)

Corporation

Limited Partnership

Limited Liability Company

General Partnership

Business Trust

Other (Specify)

(If more than one issuer is filing this notice, check this box  and identify additional issuer(s) by attaching Items 1 and 2 Continuation Page(s).)

### Item 2. Principal Place of Business and Contact Information

Street Address 1

340 Terry Fox, Suite 300

City

Ottawa

State/Province/Country

Ontario, Canada

Street Address 2

ZIP/Postal Code

K2K 3A2

Phone No.

613-599-9600

### Item 3. Related Persons

Last Name

Desai

First Name

Vikram

Middle Name

Street Address 1

340 Terry Fox, Suite 300

City

Ottawa

State/Province/Country

Ontario, Canada

Street Address 2

ZIP/Postal Code

K2K 3A2

Relationship(s):

Executive Officer

Director

Promoter

Clarification of Response (if Necessary)

President, Chief Executive Officer, and Director

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Washington, DC 20549

(Identify additional related persons by checking this box  and attaching Item 3 Continuation Page(s).)

### Item 4. Industry Group (Select one)

**Agriculture**

**Banking and Financial Services**

Commercial Banking

Insurance

Investing

Investment Banking

Pooled Investment Fund

If selecting this industry group, also select one fund type below and answer the question below:

Hedge Fund

Private Equity Fund

Venture Capital Fund

Other Investment Fund

Is the issuer registered as an investment company under the Investment Company Act of 1940?  Yes  No

Other Banking & Financial Services

**Business Services**

**Energy**

Electric Utilities

Energy Conservation

Coal Mining

Environmental Services

Oil & Gas

Other Energy

**Health Care**

Biotechnology

Health Insurance

Hospitals & Physicians

Pharmaceuticals

Other Health Care

**Manufacturing**

**Real Estate**

Commercial

**Construction**

REITs & Finance

Residential

Other Real Estate

**Retailing**

**Restaurants**

**Technology**

Computers

Telecommunications

Other Technology

**Travel**

Airlines & Airports

Lodging & Conventions

Tourism & Travel Services

Other Travel

**Other**



**Item 5. Issuer Size (Select one)**

Revenue Range (for issuer not specifying "hedge" or "other investment" fund in Item 4 above)

- No Revenues
- \$1 - \$1,000,000
- \$1,000,001 - \$5,000,000
- \$5,000,001 - \$25,000,000
- \$25,000,001 - \$100,000,000
- Over \$100,000,000
- Decline to Disclose
- Not Applicable

OR

Aggregate Net Asset Value Range (for issuer specifying "hedge" or "other investment" fund in Item 4 above)

- No Aggregate Net Asset Value
- \$1 - \$5,000,000
- \$5,000,001 - \$25,000,000
- \$25,000,001 - \$50,000,000
- \$50,000,001 - \$100,000,000
- Over \$100,000,000
- Decline to Disclose
- Not Applicable

**Item 6. Federal Exemptions and Exclusions Claimed (Select all that apply)**

- Rule 504(b)(1) (not (i), (ii) or (iii))
- Rule 504(b)(1)(i)
- Rule 504(b)(1)(ii)
- Rule 504(b)(1)(iii)
- Rule 505
- Rule 506
- Securities Act Section 4(6)

Investment Company Act Section 3(c)

- Section 3(c)(1)
- Section 3(c)(2)
- Section 3(c)(3)
- Section 3(c)(4)
- Section 3(c)(5)
- Section 3(c)(6)
- Section 3(c)(7)

- Section 3(c)(9)
- Section 3(c)(10)
- Section 3(c)(11)
- Section 3(c)(12)
- Section 3(c)(13)
- Section 3(c)(14)

**Item 7. Type of Filing**

- New Notice      OR       Amendment

Date of First Sale in this Offering:       OR       First Sale Yet to Occur

**Item 8. Duration of Offering**

Does the issuer intend this offering to last more than one year?       Yes       No

**Item 9. Type(s) of Securities Offered (Select all that apply)**

- Equity
- Debt
- Option, Warrant or Other Right to Acquire Another Security
- Security to be Acquired Upon Exercise of Option, Warrant or Other Right to Acquire Security
- Pooled Investment Fund Interests
- Tenant-in-Common Securities
- Mineral Property Securities
- Other (Describe)

**Item 10. Business Combination Transaction**

Is this offering being made in connection with a business combination transaction, such as a merger, acquisition or exchange offer?       Yes       No

Clarification of Response (if Necessary)

Item 11. Minimum Investment

Minimum investment accepted from any outside investor \$ none

Item 12. Sales Compensation

Recipient Recipient CRD Number [ ] No CRD Number

(Associated) Broker or Dealer [X] None (Associated) Broker or Dealer CRD Number [ ] No CRD Number

Street Address 1 Street Address 2

City State/Province/Country ZIP/Postal Code

States of Solicitation [ ] All States

- Grid of state abbreviations with checkboxes: 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

(Identify additional person(s) being paid compensation by checking this box [ ] and attaching Item 12 Continuation Page(s).)

Item 13. Offering and Sales Amounts

(a) Total Offering Amount \$ 1,153,310.86 OR [ ] Indefinite
(b) Total Amount Sold \$ 1,153,310.86
(c) Total Remaining to be Sold \$ 0 OR [ ] Indefinite
(Subtract (a) from (b))

Clarification of Response (if Necessary)

[Empty box for clarification of response]

Item 14. Investors

Check this box [ ] if securities in the offering have been or may be sold to persons who do not qualify as accredited investors, and enter the number of such non-accredited investors who already have invested in the offering:

[Empty box for number of non-accredited investors]

Enter the total number of investors who already have invested in the offering: 6

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Item 15. Sales Commissions and Finders' Fees Expenses

Provide separately the amounts of sales commissions and finders' fees expenses, if any. If an amount is not known, provide an estimate and check the box next to the amount.

Sales Commissions \$ 0 [ ] Estimate

Finders' Fees \$ 0 [ ] Estimate

Clarification of Response (if Necessary)

[Empty box for clarification of response]

**Item 16. Use of Proceeds**

Provide the amount of the gross proceeds of the offering that has been or is proposed to be used for payments to any of the persons required to be named as executive officers, directors or promoters in response to Item 3 above. If the amount is unknown, provide an estimate and check the box next to the amount.

\$ 0

Estimate

Clarification of Response (if Necessary)

Proceeds used for general corporate expenses.

**Signature and Submission**

Please verify the information you have entered and review the Terms of Submission below before signing and submitting this notice.

**Terms of Submission.** In Submitting this notice, each identified issuer is:

Notifying the SEC and/or each State in which this notice is filed of the offering of securities described and undertaking to furnish them, upon written request, in accordance with applicable law, the information furnished to offerees.\*

Irrevocably appointing each of the Secretary of the SEC and the Securities Administrator or other legally designated officer of the State in which the issuer maintains its principal place of business and any State in which this notice is filed, as its agents for service of process, and agreeing that these persons may accept service on its behalf, of any notice, process or pleading, and further agreeing that such service may be made by registered or certified mail, in any Federal or state action, administrative proceeding, or arbitration brought against the issuer in any place subject to the jurisdiction of the United States, if the action, proceeding or arbitration (a) arises out of any activity in connection with the offering of securities that is the subject of this notice, and (b) is founded, directly or indirectly, upon the provisions of: (i) the Securities Act of 1933, the Securities Exchange Act of 1934, the Trust Indenture Act of 1939, the Investment Company Act of 1940, or the Investment Advisers Act of 1940, or any rule or regulation under any of these statutes; or (ii) the laws of the State in which the issuer maintains its principal place of business or any State in which this notice is filed.

Certifying that, if the issuer is claiming a Rule 505 exemption, the issuer is not disqualified from relying on Rule 505 for one of the reasons stated in Rule 505(b)(2)(iii).

\* This undertaking does not affect any limits Section 102(a) of the National Securities Markets Improvement Act of 1996 ("NSMIA") (Pub. L. No. 104-290, 110 Stat. 3416 (Oct. 11, 1996)) imposes on the ability of States to require information. As a result, if the securities that are the subject of this Form D are "covered securities" for purposes of NSMIA, whether in all instances or due to the nature of the offering that is the subject of this Form D, States cannot routinely require offering materials under this undertaking or otherwise and can require offering materials only to the extent NSMIA permits them to do so under NSMIA's preservation of their anti-fraud authority.

Each identified issuer has read this notice, knows the contents to be true, and has duly caused this notice to be signed on its behalf by the undersigned duly authorized person. (Check this box  and attach Signature Continuation Pages for signatures of issuers identified in Item 1 above but not represented by signer below.)

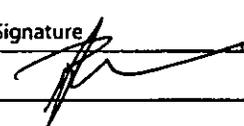
Issuer(s)

Liquid Computing, Inc.

Name of Signer

Randy Taylor

Signature



Title

Secretary

Number of continuation pages attached:

2

Date

February 25/08

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

Item 3 Continuation Page

Item 3. Related Persons (Continued)

Last Name: Taylor      First Name: Randy      Middle Name: [ ]

Street Address 1: 340 Terry Fox, Suite 300      Street Address 2: [ ]

City: Ottawa      State/Province/Country: Ontario, Canada      ZIP/Postal Code: K2K 3A2

Relationship(s):  Executive Officer     Director     Promoter

Clarification of Response (if Necessary): Secretary

Last Name: Bradley      First Name: Des      Middle Name: [ ]

Street Address 1: 340 Terry Fox, Suite 300      Street Address 2: [ ]

City: Ottawa      State/Province/Country: Ontario, Canada      ZIP/Postal Code: K2K 3A2

Relationship(s):  Executive Officer     Director     Promoter

Clarification of Response (if Necessary): Chief Financial Officer

Last Name: Timmins      First Name: Richard      Middle Name: [ ]

Street Address 1: 340 Terry Fox, Suite 300      Street Address 2: [ ]

City: Ottawa      State/Province/Country: Ontario, Canada      ZIP/Postal Code: K2K 3A2

Relationship(s):  Executive Officer     Director     Promoter

Clarification of Response (if Necessary): [ ]

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Washington, DC  
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Last Name: Panu      First Name: Krish      Middle Name: [ ]

Street Address 1: 340 Terry Fox, Suite 300      Street Address 2: [ ]

City: Ottawa      State/Province/Country: Ontario, Canada      ZIP/Postal Code: K2K 3A2

Relationship(s):  Executive Officer     Director     Promoter

Clarification of Response (if Necessary): [ ]

(Copy and use additional copies of this page as necessary.)

Item 3 Continuation Page

Item 3. Related Persons (Continued)

Last Name	First Name	Middle Name
Brooy	Jennifer	
Street Address 1	Street Address 2	
340 Terry Fox, Suite 300		
City	State/Province/Country	ZIP/Postal Code
Ottawa	Ontario, Canada	K2K 3A2
Relationship(s):	<input type="checkbox"/> Executive Officer <input checked="" type="checkbox"/> Director <input type="checkbox"/> Promoter	
Clarification of Response (if Necessary)		

Last Name	First Name	Middle Name
Chowaniec	Adam	
Street Address 1	Street Address 2	
340 Terry Fox, Suite 300		
City	State/Province/Country	ZIP/Postal Code
Ottawa	Ontario, Canada	K2K 3A2
Relationship(s):	<input type="checkbox"/> Executive Officer <input checked="" type="checkbox"/> Director <input type="checkbox"/> Promoter	
Clarification of Response (if Necessary)		

Last Name	First Name	Middle Name
DIPietro	Pat	
Street Address 1	Street Address 2	
340 Terry Fox, Suite 300		
City	State/Province/Country	ZIP/Postal Code
Ottawa	Ontario, Canada	K2K 3A2
Relationship(s):	<input type="checkbox"/> Executive Officer <input checked="" type="checkbox"/> Director <input type="checkbox"/> Promoter	
Clarification of Response (if Necessary)		

Last Name	First Name	Middle Name
Thomas	T.	Peter
Street Address 1	Street Address 2	
340 Terry Fox, Suite 300		
City	State/Province/Country	ZIP/Postal Code
Ottawa	Ontario, Canada	K2K 3A2
Relationship(s):	<input type="checkbox"/> Executive Officer <input checked="" type="checkbox"/> Director <input type="checkbox"/> Promoter	
Clarification of Response (if Necessary)		

(Copy and use additional copies of this page as necessary.)

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