The Securities and Exchange Commission has not necessarily reviewed the information in this filing and has not determined if it is accurate and complete.

The reader should not assume that the information is accurate and complete.

NEVADA Year of Incorporation/Organization	F Notice of Exemp Previous Names Visualant, INC STARBERRYS CIGAR KING	ofton, D.C. 20549 ORM D It Offering of Secur	rities Entity Type	OMB Number: Estimated average burden hours per response:	3235-0076
CIK (Filer ID Number) 0001074828 Name of Issuer VISUALANT INC Jurisdiction of Incorporation/Organiz NEVADA Year of Incorporation/Organization	Notice of Exemp Previous Names Visualant, INC STARBERRYS CIGAR KING	t Offering of Secur		-	4.00
CIK (Filer ID Number) 0001074828 Name of Issuer VISUALANT INC Jurisdiction of Incorporation/Organiz NEVADA Year of Incorporation/Organization	Previous Names Visualant, INC STARBERRYS CIGAR KING	None			
CIK (Filer ID Number) 0001074828 Name of Issuer VISUALANT INC Jurisdiction of Incorporation/Organiz NEVADA Year of Incorporation/Organization	Names Visualant, INC STARBERRYS CIGAR KING		Entity Type		
CIK (Filer ID Number) 0001074828 Name of Issuer VISUALANT INC Jurisdiction of Incorporation/Organiz NEVADA Year of Incorporation/Organization	Names Visualant, INC STARBERRYS CIGAR KING		Entity Type		
0001074828 Name of Issuer VISUALANT INC Jurisdiction of Incorporation/Organiz NEVADA Year of Incorporation/Organization	Names Visualant, INC STARBERRYS CIGAR KING		Entity Type		
Name of Issuer VISUALANT INC Jurisdiction of Incorporation/Organiz NEVADA Year of Incorporation/Organization	STARBERRYS CIGAR KING	COPP			
VISUALANT INC Jurisdiction of Incorporation/Organiz NEVADA Year of Incorporation/Organization	CIGAR KING	COPP	X Corporation		
Jurisdiction of Incorporation/Organiz NEVADA Year of Incorporation/Organization		CORI	Limited Partnershi	p	
Jurisdiction of Incorporation/Organiz NEVADA Year of Incorporation/Organization	zation	CORP	Limited Liability Co	-	
Year of Incorporation/Organization					
_			General Partnersh	nip	
			Business Trust		
X Over Five Years Ago			Other (Specify)		
Within Last Five Years (Specify)	rear)				
Yet to Be Formed					
2. Principal Place of Business and	Contact Information				
Name of Issuer					
VISUALANT INC					
Street Address 1		Street Address 2			
500 UNION STREET		SUITE 420			
City	State/Province/Country	ZIP/PostalCode	Phone Number of Is	suer	
SEATTLE	WASHINGTON	98101	206-903-1351		
3. Related Persons					
Last Name	First Name		Middle Name		
Erickson	Ronald		Р.		
Street Address 1	Street Address 2				
500 UNION STREET	SUITE 420				
City	State/Province/Cour	ntry	ZIP/PostalCode		
SEATTLE	WASHINGTON		98101		
Relationship: X Executive Officer					
Clarification of Response (if Necessa	ary):				
Last Name	First Name		Middle Name		
Scott	Mark		E.		
Street Address 1	Street Address 2				
500 UNION STREET	SUITE 420	- 4			
City SEATTLE	State/Province/Cour WASHINGTON	ntry	ZIP/PostalCode		
			98101		
Relationship: X Executive Officer					
Clarification of Response (if Necessa	ary):				
Last Name	First Name		Middle Name		
Gingo	James				
Street Address 1	Street Address 2				
500 UNION STREET	SUITE 420				
City	State/Province/Cour	ntry	ZIP/PostalCode		
SEATTLE	WASHINGTON		98101		

Clarification of Response (if Necessary):

Last Name	First Name	Middle Name	
Hegyi	Marco		
Street Address 1	Street Address 2		
500 UNION STREET	SUITE 420		
City	State/Province/Country	ZIP/PostalCode	
SEATTLE	WASHINGTON	98101	
Relationship: Executive Officer X Dire	ector Promoter		
Clarification of Response (if Necessary):			
Last Name	First Name	Middle Name	
Pepper	Jon		
Street Address 1	Street Address 2		
500 UNION STREET	SUITE 420		
City	State/Province/Country	ZIP/PostalCode	
SEATTLE	WASHINGTON	98101	
Relationship: Executive Officer X Dire	ector Promoter		
Clarification of Response (if Necessary):			
Last Name	First Name	Middle Name	
Mander	Richard		
Street Address 1	Street Address 2		
500 UNION STREET	SUITE 420		
City	State/Province/Country	ZIP/PostalCode	
SEATTLE	WASHINGTON	98101	
Relationship: X Executive Officer Dire	ector Promoter		
Clarification of Response (if Necessary):			
Last Name	First Name	Middle Name	
Sames	Todd		
Street Address 1	Street Address 2		
500 UNION STREET	SUITE 420		
City	State/Province/Country	ZIP/PostalCode	
SEATTLE	WASHINGTON	98101	
Relationship: X Executive Officer Dire	ector Promoter		
Clarification of Response (if Necessary):			

4. Industry Group

Agriculture	Health Care	Retailing
Banking & Financial Services	Biotechnology	Restaurants
Commercial Banking	Health Insurance	Technology
Insurance	Hospitals & Physicians	
Investing		
Investment Banking	Pharmaceuticals	Telecommunications
Pooled Investment Fund	Other Health Care	X Other Technology
Is the issuer registered as	Manufacturing	Travel
an investment company under the Investment Company	Real Estate	Airlines & Airports
Act of 1940?	Commercial	Lodging & Conventions
_ ∐Yes ∐No	Construction	Tourism & Travel Services
Other Banking & Financial Services	REITS & Finance	Other Travel
Business Services Energy	Residential	Other
Coal Mining	Other Real Estate	
Electric Utilities		
Energy Conservation		

Other Energy

Oil & Gas

Environmental Services

5. Issuer Size

Revenue Range	OR A	Aggregate Net Asset Value Range
No Revenues	Γ	No Aggregate Net Asset Value
\$1 - \$1,000,000		\$1 - \$5,000,000
\$1,000,001 - \$5,000,000		\$5,000,001 - \$25,000,000
\$5,000,001 - \$25,000,000		\$25,000,001 - \$50,000,000
\$25,000,001 - \$100,000,000		\$50,000,001 - \$100,000,000
Over \$100,000,000		Over \$100,000,000
X Decline to Disclose		Decline to Disclose
Not Applicable		Not Applicable

6. Federal Exemption(s) and Exclusion(s) 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 504 (b)(1)(i)	X Rule 506	
Rule 504 (b)(1)(ii)	Securities Act Section 4(5)	
Rule 504 (b)(1)(iii)	Investment Company Act Sec	ction 3(c)
	Section 3(c)(1)	Section 3(c)(9)
	Section 3(c)(2)	Section 3(c)(10)
	Section 3(c)(3)	Section 3(c)(11)
	Section 3(c)(4)	Section 3(c)(12)
	Section 3(c)(5)	Section 3(c)(13)
	Section 3(c)(6)	Section 3(c)(14)
	Section 3(c)(7)	

A remedment Source of Offering Does the Issuer intend this offering to last more than one year? Yess No Structure of Offering Source that source intend this offering to last more than one year? Yess No Structure of Offering (solect all that apply) Source that source intend this offering to last more than one year? Pooled Investment Fund Interests Does the Issuer intend this offering to last more than one year? Pooled Investment Fund Interests Does the Issuer intend this offering to last more than one year? Pooled Investment Fund Interests Does the Issuer intend this offering to last more than one year? Pooled Investment Fund Interests Does the Issuer intend this offering to last more than one year? Source that more than one year? Source that more than one year? Pooled Investment Fund Interests Does the Issuer intend this offering to last more than one year? Source that work that business combination transaction, such as a menger, acquaition Source that more than any outside investor \$I USD Source that work that the theorem of the that perform any outside investor \$I USD Source that more than one year? Source that work that the theorem intend of theoremore that that the theorem inte	X New Notice Date of First Sale 2013-02-05	r	
Does the issuer intend this offering to test more than one year? Yes No 9. Type[d) of Securities Offered (select all that apply) Provide investment Fund Interests 9. Type[d) of Securities Offered (select all that apply) Provide investment Fund Interests 9. Dytem Provide investment Fund Interests 9. Option, Warrant or Other Right to Acquire Another Security Provide investment Fund Interests 9. Durity to be Acquired Upon Excercise Other Right to Acquire Another Security 9. Bounds Securities Oreinnation Transaction Inter diseases 16. Business Combination Transaction Inter diseases 17. Minimum Investment Confliction of Response (if Necessary): 11. Minimum Investment accepted from any outside investor \$0 USD Inter disease and the soften or Dealer Nene (Associated) Broker or Dealer Nene (Associated) Broker or Dealer (RD Number Nene (Associated) Broker or Dealer (R) None Statel Province/Contry 210 Offering and Sales Amounts Statel Province/Contry ZIPPostal Code 310 Offering Manuart Statel Province/Contry ZIPPostal Code 320 Offering Amount Statel Anothers 2 Foreignivion-US 10 Offering Manuart Statel Anothers 2 Foreignivion-US 10 Offering Manuart			
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Equily Pooled Investment Fund Interests Dytic Transition Common Securities Dytics Minimum Investment Common Securities Bisecurity to be Acquired Upon Exercise of Option, Warrant or Other Right to Ditter (describe) 10. Business Combination Transaction Is the offering point grade in connection with a business combination transaction, such as a merger, acquisition Iversion No 11. Minimum Investment Minimum Investment Minimum Investment Minimum Investment 12. Sates Compensation Recipient CRD Number [] None (Associated) Broker or Dealer CRD Number [] None Strend Address 2 13. Sates Compensation Recipient CRD Number [] None Strend Address 2 Color Strend Address 2 14. Ordering and Sates Amounts All States [] Foreign/non-US Strend Address 2 15. Ordering and Sates Amounts \$30,000 USD or [] Indefinite Total Amount Side Side Side Side Side Side Side Side	Does the Issuer intend this offering to last more than one year?	sXNo	
□ Option, Warrant or Other Right to Acquire Ancher Security □ Tenant-In-Common Securities □ Security to be Acquired Upon Exercise of Option, Warrant or Other Right to □ Minrard Property Securities Other (describe) Other (describe) 10. Business Combination Transaction □ westing being made in connection with a business combination transaction, such as a merger, acquisition □ westing being made in connection with a business combination transaction, such as a merger, acquisition 11. Minimum Investment Immuni Investment accepted from any outside investor \$it USD 12. Sales Compensation Recipient CRD Number None Rescriptor of Dealer None (Associated) Broker or Dealer CRD Number None State() of Solicitation (select all that apply) _All States □ Foreigninon-US 13. Offering and Sales Amounts \$10,000 USD or Indefinite	9. Type(s) of Securities Offered (select all that apply)		
□ Delt □ Transt-In-Common Securities □ Option, Warrant or Other Right to Acquire Ancher Security □ Delta Common Securities □ Security to be Acquired Upon Exercise of Option, Warrant or Other Right to □ Delta Common Securities □ Statistics Security □ Delta Common Securities □ Security to be Acquired Ancher Security □ Delta Common Securities □ Statistics Security □ Minimum Investment □ Statistics Compensation □ Yes □ No Recipient Recipient CRD Number ◯ None (Associated) Broker or Dealer ◯ None (Associated) Broker or Dealer ◯ None (Associated) Broker or Dealer ◯ None (Associated) Broker or Dealer ◯ None (Associated) Broker or Dealer ◯ None (Associated) Broker or Dealer ◯ None (Associated) Broker or Dealer ◯ None (Associated) Broker or Dealer ◯ None (Associated) Broker or Dealer ◯ None [Poreign/non-US State(s) of Soliciation (select all that apply) [All States □ Poreign/non-US 10 Offering Anount \$9,000 USD or □ Indefinite 10 Offering Anount \$9,000 USD or □ Indefinite 10 Offering and State Anounts \$9,000 USD or □ Indefinite 10 Offering and State Showers or may be sold to persons who do not qualify as accredited investors, and enter the number of □ acd investors watera	X Equity	Pooled Investment Fund Interests	
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I Acquire Security □ One (UserLinks) 10. Business Combination Transaction 11. Business Combination Transaction 11. Business Combination Transaction 11. Minimum Investment 11. Minimum Investment 12. Sales Compensation Recipient Recipient CRD Number Shone (Associated) Broker or Dealer Shone (All States) □ Foreign/inon-US 13. Offering and Sales Amounts Total Offering Amount \$19,000 USD or [] Indefinite Total Romaining to be Soid \$0 USD or [] Indefinite Carification of Response (if Necessary): Control State (an Release Agreement dated 11/02/2012. On 020x/2013: 150,000 stra@ \$0.13 issued to	Option, Warrant or Other Right to Acquire Another Security	Mineral Property Securities	
Is this offering being made in connection with a business combination transaction, such as a merger, acquisition or exchange offer? Clarification of Response (if Necessary): 11. Minimum Investment Minimum Investment accepted from any outside investor \$0 USD 12. Sales Compensation Recipient Re		Right to	
ar exchange offer? Item in the intervent intervent in the offering have been or may be sold to persons who do not qualify as accredited investors, and enter the number of intervent dated 11/01/2012. On 02/06/2013: 150,000 shrs @ \$0.13 issued to may be sold to persons who do not qualify as accredited investors, enter the total number of investors who already have invested in the offering.	10. Business Combination Transaction		
11. Minimum Investment Minimum Investment accepted from any outside investor \$0 USD 12. Sales Compensation Recipient Recipient CRD Number None (Associated) Broker or Dealer None (Associated) Broker or Dealer CRD Number None Street Address 1 Street Address 2 City State/Province/Country ZIP/Postal Code State(s) of Solicitation (select all that apply) All States Foreign/non-US 13. Offering and Sales Amounts Foreign/non-US Foreign/non-US 14. Offering Amount \$19,000 USD or Indefinite Total Offering Amount \$19,000 USD or Indefinite Clarification of Response (if Necessary): On 0.0208/2013: 150,000 bits @ 50.050 or Indefinite Clarification of Response (if Necessary): On 0.0208/2013: 150,000 bits @ 50.15 issued to David Markowski related to a Release Agreement dated 11/01/2012: On 0206/2013: 150,000 bits @ 50.15 issued to David Markowski related to a Release Agreement dated 11/20/2012. 14. Investors		ransaction, such as a merger, acquisition	
Minimum investment accepted from any outside investor \$0 USD 12. Sales Compensation Racipient Racipient CRD Number [] None (Associated) Broker or Dealer [] None (Associated) Broker or Dealer CRD Number [] None Street Address 1 Street Address 2 City State/Province/Country ZIP/Postal Code State(s) of Solicitation (sales all that apply) All States Foreign/non-US 13. Offering and Sales Amounts Total Offering Amount \$19,000 USD or [] Indefinite Total Amount Sold \$19,000 USD or [] Indefinite Total Amount Sold \$19,000 USD or [] Indefinite Clarification of Response (if Necessary): On 2005/2013: 150,000 shrs @ \$0.13 issued to Manua Advisory Services, LLC related to a Caller Agreement dated 11/01/2012, On 0206/2013: 150,000 shrs @ \$0.13 issued to David Markowski related to a Release Agreement dated 11/20/2012. 14. Investors Select 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. Regardless of whether securities in the offering have been or may be sold to persons who do not qualify as accredited investors, enter the []	Clarification of Response (if Necessary):		
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Recipient Recipient CRD Number \[] None (Associated) Broker or Dealer \[] None (Associated) Broker or Dealer CRD Number \[] None Street Address 1 Street Address 2 City State/Province/Country State(s) of Solicitation (select all that apply) [] All States Check 'All States' or check individual States [] Foreign/non-US 13. Offering and Sales Amounts [] Total Offering Amount \$19,000 USD or [] Indefinite Total Offering Amount \$19,000 USD or [] Indefinite [] Clarification of Response (if Necessary): Total Amount Sold \$10,000 usp or [] Indefinite [] Clarification of Response (if Necessary): On 02052012: 150,000 usp (§ 50.13 issued to Mama Advisory Services, LLC related to a Caller Agreement dated 11/01/2012. On 0206/2013: 150,000 shrs (§ 50.13 issued to David Markowski related to a Release Agreement dated 11/20/2012. 14. Investors [] Select if securities in the offering have been or may be sold to persons who do not qualify as accredited investors, enter the light of the offering. Regardless of whether securities in the offering have been or may be sold to persons who do not qualify as accredited investors, enter the total number of investors who already have invested in the offering: 15. Sales Commissions & Finder's Fees Expenses Provide separately the amounts of sales commissions and finders fees expenses, if any. If the amount	Minimum investment accepted from any outside investor \$0 USD		
(Associated) Broker or Dealer None (Associated) Broker or Dealer CRD Number None Street Address 1 Street Address 2 City State/Province/Country ZIP/Postal Code State(s) Solicitation (select all that apply) All States Foreign/non-US 13. Offering and Sales Amounts Foreign/non-US Image: Comparison of the	12. Sales Compensation		
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City State/Province/Country ZIP/Postal Code State(s) of Solicitation (select all that apply) All States Foreign/non-US 13. Offering and Sales Amounts Total Offering Amount \$39,000 USD or Indefinite Total Offering Amount \$30,000 USD or Indefinite Total Amount Sold \$39,000 USD or Indefinite Total Remaining to be Sold \$0 USD or Indefinite Total Remaining to be Sold \$0 USD or Indefinite Clarification of Response (if Necessary): On 0205/2013; 150,000 shrs (@ S0.13 issued to Mama Advisory Services, LLC related to a Caller Agreement dated 11/01/2012. On 0206/2013; 150,000 shrs (@ S0.13 issued to David Markowski related to a Release Agreement dated 11/20/2012. 14. Investors	(Associated) Broker or Dealer $\overline{\mathrm{X}}$ None	(Associated) Broker or Dealer CRD Number $\overline{\mathrm{X}}$ None	
State(s) of Solicitation (select all that apply) All States Foreign/non-US 13. Offering and Sales Amounts Image: Sales Amounts Total Offering Amount \$39,000 USD or left Total Amount Sold \$39,000 USD or left Total Amount Sold \$39,000 USD or left Total Remaining to be Sold \$0 USD or left Clarification of Response (if Necessary): Image: Sales Amounts 0n 02/05/2013: 150,000 shrs @ \$0.13 issued to Manna Advisory Services, LLC related to a Caller Agreement dated 11/01/2012. On 02/06/2013: 150,000 shrs @ \$0.13 issued to David Markowski related to a Relase Agreement dated 11/20/2012. 14. Investors Select 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 lefting investors who already have invested in the offering. Regardless of whether securities in the offering have been or may be sold to persons who do not qualify as accredited investors, enter the left of investors who already have invested in the offering. 15. Sales Commissions & Finder's Fees Expenses Provide separately the amounts of sales commissions and finders fees expenses, if any. If the amount of an expenditure is not known, provide an estimate and check the box next to the amount. Sales Commissions \$0 USD	Street Address 1		
Check *All States* or check individual States If the dynamic states 13. Offering and Sales Amounts Total Offering Amount \$39,000 USD or [] Indefinite Total Amount Sold \$39,000 USD or [] Indefinite Clarification of Response (if Necessary): On 02:05:2013: 150,000 shrs @ \$0.13 issued to Manna Advisory Services, LLC related to a Caller Agreement dated 11/01/2012. On 02:06/2013: 150,000 shrs @ \$0.13 issued to David Markowski related to a Release Agreement dated 11/20/2012. 14. Investors	· _	State/Province/Country	ZIP/Postal Code
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Total Remaining to be Sold \$0 USD or indefinite Clarification of Response (if Necessary): On 02/05/2013: 150,000 shrs @ \$0.13 issued to Manna Advisory Services, LLC related to a Caller Agreement dated 11/01/2012. On 02/06/2013: 150,000 shrs @ \$0.13 issued to David Markowski related to a Release Agreement dated 11/20/2012. 14. Investors	Total Amount Sold \$39,000 USD		
On 02/05/2013: 150,000 shrs @ \$0.13 issued to Manna Advisory Services, LLC related to a Caller Agreement dated 11/01/2012. On 02/06/2013: 150,000 shrs @ \$0.13 issued to David Markowski related to a Release Agreement dated 11/20/2012. 14. Investors Select 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. Regardless of whether securities in the offering have been or may be sold to persons who do not qualify as accredited investors, enter the total number of investors who already have invested in the offering: Select if securities in the offering have been or may be sold to persons who do not qualify as accredited investors, enter the retain number of investors who already have invested in the offering: Select investors who already have invested in the offering: Select in securities in the offering have been or may be sold to persons who do not qualify as accredited investors, enter the retain number of investors who already have invested in the offering: Select in securities in the offering have been or may be sold to persons who do not qualify as accredited investors, enter the retain number of investors who already have invested in the offering: Select on the amounts of sales commissions and finders fees expenses, if any. If the amount of an expenditure is not known, provide an estimate and check the box next to the amount. Sales Commissions \$0 USD Estimate Finders' Fees \$0 USD Estimate Clarification of Response (if Necessary): Clarification of Response (if Necessary): Select Of Proceeds	Total Remaining to be Sold \$0 USD or Indefinite		
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Select 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. Regardless of whether securities in the offering have been or may be sold to persons who do not qualify as accredited investors, enter the total number of investors who already have invested in the offering: 15. Sales Commissions & Finder's Fees Expenses Provide separately the amounts of sales commissions and finders fees expenses, if any. If the amount of an expenditure is not known, provide an estimate and check the box next to the amount. Sales Commissions \$0 USD Estimate Finders' Fees \$0 USD Estimate Clarification of Response (if Necessary): 16. Use of Proceeds		C related to a Caller Agreement dated 11/01/2012. On 02/06/2013: 15	50,000 shrs @ \$0.13 issued to
L such non-accredited investors who already have invested in the offering. Regardless of whether securities in the offering have been or may be sold to persons who do not qualify as accredited investors, enter the total number of investors who already have invested in the offering: 15. Sales Commissions & Finder's Fees Expenses Provide separately the amounts of sales commissions and finders fees expenses, if any. If the amount of an expenditure is not known, provide an estimate and check the box next to the amount. Sales Commissions \$0 USD Estimate Finders' Fees \$0 USD Estimate Clarification of Response (if Necessary): 16. Use of Proceeds	14. Investors		
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Provide separately the amounts of sales commissions and finders fees expenses, if any. If the amount of an expenditure is not known, provide an estimate and check the box next to the amount. Sales Commissions \$0 USD Estimate Finders' Fees \$0 USD Estimate Clarification of Response (if Necessary): 16. Use of Proceeds	15. Sales Commissions & Finder's Fees Expenses		
Finders' Fees \$0 USD Estimate Clarification of Response (if Necessary): 16. Use of Proceeds	Provide separately the amounts of sales commissions and finders fees	expenses, if any. If the amount of an expenditure is not known,	provide an estimate and
Clarification of Response (if Necessary): 16. Use of Proceeds	Sales Commissions \$0 USD Estimate		
16. Use of Proceeds	Finders' Fees \$0 USD Estimate		
	Clarification of Response (if Necessary):		
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	16. Use of Proceeds		
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 USD Estimate

Signature and Submission

Please verify the information you have entered and review the Terms of Submission below before signing and clicking SUBMIT below to file this notice.

Terms of Submission

In submitting this notice, each issuer named above 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 the 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 go accepting 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).

Each Issuer identified above 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.

For signature, type in the signer's name or other letters or characters adopted or authorized as the signer's signature.

Issuer	Signature	Name of Signer	Title	Date
VISUALANT INC	/s/ Mark Scott	Mark Scott	CFO	2013-02-15

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.

* 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.