For Period Ended: June 30, 2013

LUMINART CORP.

1) **Name of the issuer and its predecessors (if any)**

Luminart was incorporated on July 5, 1984 under the laws of the State of Utah as Past-Tell, Inc. On March 24, 1987, the Company moved its incorporation from Utah to Nevada and on November 7, 2006 was acquired by Chaos Group, Inc., a Nevada corporation. On April 27, 1998 Chaos Group purchased all of the assets and business of Luminart Corp., a Canadian company, and changed its name to Luminart Corp. On May 27, 2009 the Company changed its registered domicile to Wyoming.

On July 28, 2011, the Company formed Black & Blue Water Service, LLC, a Wyoming limited liability services company. On August 12, 2011, the Company merged with B3 Well Services, a Utah limited liability company. The merger was executed with a share exchange agreement for shares of Luminart Series A Convertible Preferred Stock. Effective as of January 1, 2012, the Company acquired White Star Sand & Gravel, a Utah limited liability company in exchange for shares of the Company Series A Convertible Preferred Stock. On May 17, 2012, the Company formed Outwest Field Services, a Wyoming limited liability company. On February 28, 2013, the Company acquired Monson Corp., a North Dakota corporation, in exchange for shares of the Company's Series A Convertible Preferred Stock. On March 19, 2013 the Company formed Westby Rock & Gravel, LLC, a North Dakota limited liability company.

2) **Address of the issuer's principal executive offices**

Company Headquarters:

Luminart Corp.
120 South Main Street, Suite 203
Stanley, ND 58784

Phone: 701-628-5864
Website: www.luminart.com

IR Contract:

Luminart Investor Relations
1355 N. Main Street, #11
Bountiful, UT 84010
(801) 786-9728

3) **Security Information**

Trading Symbol: LUMP

Exact title and class of securities outstanding:

Common Stock

CUSIP:	5502640105
Par or Stated Value:	$0.001 par value
Total shares authorized:	185,000,000 as of 11/19/2012
Total shares outstanding:	42,822,586 as of June 30, 2013

Preferred Stock

Par or Stated Value:	$0.001 par value
Total shares authorized:	15,000,000 as of 11/19/2012
Total shares outstanding	11,444,990 as of June 30, 2013

Transfer Agent:

Action Stock Transfer Corp.
2469 E. Fort Union Blvd., Suite 214
Salt Lake City, UT 84121
(801) 274-1088

Is the Transfer Agent registered under the Exchange Act: Yes

List any restrictions on the transfer of security: None

Describe any trading suspension orders issued by the SEC in the past 12 months:

None

4) **Issuance History**

List below any events, in chronological order, that resulted in changes in total shares outstanding by the issuer in the past two fiscal years and any interim period. The list shall include all offerings of securities, whether private or public, and all shares or Any other securities or options to acquire such securities issued for services, describing (1) the securities, (2) the persons or entities to whom such securities were issued, and (3) the services provided by such persons or entities, The list shall indicate:

A. The nature of each offering (e.g. Securities Act Rule 504, intrastate, etc.):

Rule 504 of the Securities Act of 1933

B. Any jurisdictions where the offering was registered or qualified:

California

C. The number of shares offered, sold and purchase price:

	Common Stock		Preferred Stock		
	Shares	Par Value	Shares	Par Value	Price Offered/Paid
	#	$	#	$	$
Balance December 31, 2010	67,519,767.00	67,520.00	4,400,000.00	4,400.00	
Merger with B3 Well Services, LLC Burke L. Bentley			4,000,000.00	4,000.00	0.001
Conversion of Common to Preferred	- 35,153,211.00	- 35,153.44	3,030,442.00	3,030.44	0.001
Balance December 31, 2011	32,366,556.00	32,366.56	11,430,442.00	11,430.44	
Merger White Star Sand & Gravel Rob Gibb			200,000.00	200	0.001
Shares for Debt Production Consulting			200,000.00	200	0.001
Shares for Debt American Estate & Trust			10,000.00	10	0.001
Shares Issued for Debt Lori A Ott	500,000.00	500			0.130
Shares Issued for Debt Irwin & Donna DeVries	5,000.00	5			0.080
Shares Issued for Debt American Estate & Trust	10,000.00	10			0.080
Shares Issued for Debt Timothy Neja	164,889.00	164.89			0.080
Shares Issued for Debt Lori A Ott	5,000.00	5			0.080
Shares Issued for Debt Eugenia Velazquezz	10,000.00	10			0.080
Merger with Outwest Field Services Michael G Phillips			100,000.00	100	0.001
Balance September 30, 2012	33,061,445.00	33,061.45	11,940,442.00	11,940.44	
Balance December 31, 2012	33,061,445.00	33,061.45	11,940,442.00	11,940.44	
Preferred shares converted to Common	8,550,000	8,550	(480,000)	(480)	0.001
Preferred shares issued for			320,000	320	0.001

debt					
Balance March 31, 2013	41,611,445.00	41,611.45	11,780,442.00	11,780.44	
Shares Returned to Treasury –(Note Below)	(740,000.00)	(740.00)	(502,242.00)	(502.24)	0.001
Shares Converted to Common - Oliver	50,000.00	50.00	(5,000.00)	(5.00)	0.001
Shares Converted to Common - Maher	1,282,100.00	1,282.10	(128,210.00)	(128.21)	0.001
Shares Issued for Services - Johnson			150,000.00	150.00	0.001
Shares Issued for Services - Wells			150,000.00	150.00	0.001
Balance June 30, 2013	42,203,545.00	42,203.55	11,444,990.00	11,444.99	

Note: Shares returned to Treasury were by corporate officers, Bentley, Maher and Reynolds

F. The trading status of the shares;

All shares were issued as restricted

G. Whether the certificates or other documents that evidence the shares contain a legend (1) stating that the shares have not been registered under the Securities Act, and (2) setting forth or referring to the restrictions on transferability and sale of the shares under the Securities Act.

All shares were issued with a restrictive legend.

With respect to private offerings of securities, the list shall also indicate the identity of the persons who purchased securities in such private offering; provided, however, that in the event that any such person is an entity, the list shall also indicate (a) the identity of each natural person beneficially owning, directly or indirectly, more than 10% of any class of equity securities of such entity, and (b) to the extent not otherwise disclosed, the identity of each natural person who controlled or directed, directly or indirectly, the purchase of such securities for each entity.

See Section 4C, above.

5) Financial Statements

Luminart Corp.
Consolidated Balance Sheets
(expressed in U.S. dollars)

	June 30, 2013 $ (unaudited)	**June 30, 2012** $ (unaudited)
ASSETS		
Current Assets		
Cash	112,855	62,551
Accounts Receivable, net allowance of doubtful accounts	1,462,411	1,813,598
Inventory	7,045,165	2,105,000
Other Current Assets	(285,023)	326,454
Total Current Assets	**8,335,408**	**4,307,603**
Property and Equipment (Net)	6,319,806	3,755,473
Other Assets	500	500
Total Assets	**14,655,714**	**8,063,576**
LIABILITIES AND STOCKHOLDERS' DEFICIT		
Current Liabilities		
Accounts Payable	1,293,526	1,728,562
Accrued Liabilities	2,345,169	5,293

Notes Payable	5,558,592	1,718,578
Total Liabilities	9,197,287	3,452,433
Stockholders' Equity		
Common Stock (Note 6) Authorized: 185 million common shares, par value: $0.001 per share Issued and outstanding: 42,203,545 and 32,311,445 common shares, respectively.	42,204	32,311
Preferred Stock Authorized 15 million preferred shares, par value $0.001 per share Issued and outstanding 11,444,990 and 11,940,442 shares, respectively.	11,445	11,940
Additional Paid-In Capital	12,620,833	11,184,049
Accumulated Deficit	(7,216,054)	(6,692,506)
Total Stockholders' Equity	**5,458,428**	**4,535,794**
Total Liabilities and Stockholders' Equity	**14,655,714**	**8,063,576**

(The accompanying notes are an integral part of these consolidated financial statements)

Luminart Corp.
Consolidated Statements of Operation
(expressed in U.S. dollars)

	For Three Months Ended June 30, 2013 $	For Three Months Ended June 30, 2012 $
Revenue	1,314,139	2,809,101
Cost of Sales	449,515	2,242,134
Gross Profit	**864,625**	**566,967**
Operating Expenses		
General and Administrative	1,022,890	387,503
Total Operating Expenses	**1,022,890**	**387,503**
Total Operating Income (Loss)	**-158,266**	**179,464**
Other Income (Expenses)		
Depreciation	308,107	0
Interest Expense	80,392	0
Non-Recurring Expense	0	0
EBITDA	**229,956**	**179,464**
Net Income/(Loss) Per Share	**0.00**	**0.01**
Weighted Average Shares Outstanding	**42,203,545**	**31,311,445**

(The accompanying notes are an integral part of these consolidated financial statements)

Luminart Corp.
Consolidated Statements of Operation
(expressed in U.S. dollars)

	For Six Months Ended June 30, 2013 $	For Six Months Ended June 30, 2012 $
Revenue	1,761,221	4,919,871
Cost of Sales	973,013	3,592,648
Gross Profit	**788,208**	**1,327,223**
Operating Expenses		
General and Administrative	1,747,601	922,589
Total Operating Expenses	**1,747,601**	**922,589**
Total Operating Income (Loss)	**(959,393)**	**402,391**
Other Income (Expenses)		
Depreciation	308,107	0
Interest Expense	186,462	2243
Non-Recurring Expense	302,727	0
EBITDA	**(162,097)**	**179,464**
Net Income/(Loss) Per Share	**(0.00)**	**0.01**
Weighted Average Shares Outstanding	**42,203,545**	**32,311,445**

(The accompanying notes are an integral part of these consolidated financial statements)

Luminart Corp.
Consolidated Statement of Cash Flows
(expressed in U.S. dollars)

		For the Six Months. Ended June 30, 2013
OPERATING ACTIVITIES		
	Net Profit	(959,393)
	Adjustments to reconcile Net Income to net cash provided by operations:	
	Depreciation	308,107
	Accounts Receivable	-269,280
	Accounts Payable	-860,232
	Other Short Term Liabilities	1,781,832
	Other Assets	-2,723,012
Net cash provided by Operating Activities		-2,539,483
INVESTING ACTIVITIES		
	Trucks and Equipment	277,391
Net cash provided by Investing Activities		277,391
FINANCING ACTIVITIES		
	Net Loans	
	Other	2,146,583
Net cash provided by Financing Activities		2,146,583
Net Cash Increase		-115,489
Cash Beginning of Period		228,344
Cash End of Period		112,855

(The accompanying notes are an integral part of these consolidated financial statements)

NOTES TO FINANCIAL STATEMENTS
(6/30/13)

Nature of Operations

Luminart Corp. (the “Company”) was incorporated under the laws of the State of Utah on July 5, 1984 as Past Tell Inc.

On March 24, 1987 Past Tell, Inc. moved its incorporation from Utah to Nevada.

On November 7, 1996, Past Tell acquired Chaos Group, Inc. a Nevada Corporation and changed its name to Chaos Group, Inc.

On April 27, 1998 Chaos Group changed its name to Luminart Corp., a Nevada Corporation.

On May 27, 2009 Luminart Corp. changed its domicile to Wyoming.

On August 12, 2011 Luminart Corp. merged with B3 Well Services LLC, a Utah Corporation.

On January , 2012 Luminart Corp. acquired White Star Sand & Gravel LLC, a Utah Corporation.

On April 5, 2012 Luminart formed Outwest Field Services LLC, a Wyoming Corporation.

On February 28, 2013 Luminart Corp. acquired Monson Corp, a North Dakota Corporation.

On March 19, 2013 Luminart Corp. formed Westby Rock & Gravel LLC, a North Dakota Corporation.

During the most recent quarter, the Company purchased the inventory, and the full royalty and mining rights for the Woodrock Inc. sand and gravel pit located just outside Stanley, North Dakota. In addition, it acquired another strategic location known as White Star II. It is located in Blaisdale, North Dakota, about five miles from the new Woodrock/Stanley mine. All current inventory, royalty and mining rights were included in the purchase price. The strategic significance of these acquisitions was capitalized in the ability to offer competitive pricing that resulted in a contract with Ames Construction in support of a Burlington Northern Santa Fe (BNSF) Railroad project. This contract has the potential demand for 100K to 500k tons of aggregate product.

Also this quarter, the Company achieved a major milestone by adding financing capacity up to $5,000,000 with our funding source, CapFlow Funding Group Managers LLC (“CapFlow”), based in Rutherford, NJ. In addition, after rigorous due diligence, CapFlow Funding has taken an equity position with the Company and has assumed a seat on the Company board of directors. CapFlow is a private commercial finance lending platform specializing in factoring, accounts receivables and inventory financing, purchase order funding as well as other asset-based lending solutions.

The Company’s plan of action over the next twelve months is to continue its operations to sell its products and services and raise additional capital financing, if necessary, to sustain operations.

Summary of Significant Accounting Policies

Basis of Presentation and Principles of Consolidation

The Company's consolidated financial statements have been prepared on a going concern basis, which implies that the Company will continue to realize its assets and discharge its liabilities in the normal course of business. During the quarter ended June 30, 2013, the Company recognized sales revenue of $1,314,139 (2012 - $2,809,101) and generated a net loss of $158,266 (2012 profit - $79,464). At June 30, 2013, the Company had a working capital of $4,696,713 (2012 - $2,573,748) and an accumulated deficit of $3,997,646 (2012 - $6,692,506). The continuation of the Company as a going concern is dependent upon the continued financial support from its shareholders, the ability to raise equity or debt financing, and the attainment of profitable operations from the Company's future business.

These consolidated financial statements and related notes are presented in accordance with accounting principles generally accepted in the United States, and are expressed in US dollars. These consolidated financial statements include the accounts of the Company and its subsidiaries, Luminart Corp. The Company's fiscal year-end is December 31.

Use of Estimates

The preparation of these consolidated financial statements in conformity with generally accepted accounting principles in the United States requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the consolidated financial statements and the reported amounts of revenues and expenses during the reporting period. The Company regularly evaluates estimates and assumptions related to valuation allowances on accounts receivable and inventory, valuation and amortization policies on property and equipment, and valuation allowances on deferred income tax losses. The Company bases its estimates and assumptions on current facts, historical experience and various other factors that it believes to be reasonable under the circumstances, the results of which form the basis for making judgments about the carrying values of assets and liabilities and the accrual of costs and expenses that are not readily apparent from other sources. The actual results experienced by the Company may differ materially and adversely from the Company's estimates. To the extent there are material differences between the estimates and the actual results, future results of operations will be affected.

Cash and Cash Equivalents

The Company considers all highly liquid instruments with maturity of three months or less at the time of issuance to be cash equivalents. As at June 30, 2013 and 2012 the Company had no cash equivalents.

Accounts Receivable

Accounts receivable are stated at their principal balances and are non-interest bearing and unsecured. Management conducts a periodic review of the collectability of accounts receivable and deems all unpaid amounts greater than 30 days to be past due. If uncertainty exists with respect to the recoverability of certain amounts based on historical experience or economic climate, management will establish an allowance against the outstanding receivables. The company factors most of its receivables through CapFlow Funding Group Managers, LLC, a New Jersey based nationwide lender.

Inventory

Inventory is comprised of raw materials, work-in-progress, and finished goods and is recorded at the lower of cost or net realizable value on a first in first out (FIFO) basis. Shipping and handling costs are classified as a component of cost of sales in the statement of operations.

Property and Equipment

Property and equipment are recorded at cost. Depreciation is calculated on the straight-line method over the estimated useful lives of the assets. Leasehold improvements are amortized over the shorter of the anticipated lease term or the estimated useful life. The Company's policy is to capitalize items with a cost greater than $4,000 and an estimated useful life greater than one year. The Company reviews all property and equipment for impairment at least annually. Typically, the company depreciates its assets over a 5 year period except for buildings which are amortized over a 25 year period.

Revenue Recognition

The Company will recognize revenue from the sale of its products and services in accordance with Securities and Exchange Commission Staff Bulletin No. 104 ("SAB 104"), *"Revenue Recognition in Financial Statements"*. Revenue will be recognized only when the price is fixed or determinable, persuasive evidence of an arrangement exists, the service is provided, and collectability is assured.

Basic and Diluted Net Income (Loss) Per Share

The Company computes net income (loss) per share in accordance with SFAS No. 128, " *Earnings per Share* ". SFAS No. 128 requires presentation of both basic and diluted earnings per share (EPS) on the face of the income statement. Basic EPS is computed by dividing net income (loss) available to common shareholders (numerator) by the weighted average number of shares outstanding (denominator) during the period. Diluted EPS gives effect to all dilutive potential common shares outstanding during the period using the treasury stock method and convertible preferred stock using the if-converted method. In computing Diluted EPS, the average stock price for the period is used in determining the number of shares assumed to be purchased from the exercise of stock options or warrants. Diluted EPS excludes all dilutive potential shares if their effect is anti dilutive.

Financial Instruments and Concentrations

The fair value of financial instruments, which include cash, accounts receivable, other current assets, other assets, accounts payable, and accrued liabilities were estimated to approximate their carrying value due to the immediate or relatively short maturity of these instruments.

Foreign Currency Translation

The Company's functional and reporting currency is the United States dollar. Monetary assets and liabilities denominated in foreign currencies are translated in accordance with SFAS No. 52 "*Foreign Currency Translation*" using the exchange rate prevailing at the balance sheet date. Gains and losses arising on translation or settlement of foreign currency denominated transactions or balances are included in the determination of income.

Advertising Costs

Advertising costs are expensed as incurred and are recorded in the consolidated financial statements as selling expense.

Income Taxes

Potential benefits of income tax losses are not recognized in the accounts until realization is more likely than not. The Company has adopted SFAS No. 109 "*Accounting for Income Taxes*" as of its inception. Pursuant to SFAS No. 109 the Company is required to compute tax asset benefits for net operating losses carried forward. The potential benefits of net operating losses have not been recognized in these consolidated financial statements because the Company cannot be assured it is more likely than not that it will utilize the net operating losses carried forward in future years.

Stock-Based Compensation

The Company records stock-based compensation in accordance with SFAS No. 123R "Share Based Payments", using the fair value method. All transactions in which goods or services are the consideration received for the issuance of equity instruments are accounted for based on the fair value of the consideration received or the fair value of the equity instrument issued, whichever is more reliably measurable. Equity instruments issued to employees and the cost of the services received as consideration are measured and recognized based on the fair value of the equity instruments issued.

RESULTS OF OPERATIONS FOR THE PERIOD ENDED JUNE 30, 2013 COMPARED TO THE PERIOD ENDED JUNE 30, 2012.

The management of Luminart is excited by the enthusiastic acceptance our services have received in North Dakota. We are proud to provide a service that is part of the solution to the high cost of fuel. Since inception management has been focused on the development of a solid infrastructure, building relationships and establishing the foundation of a business that will continue to grow – non-stop – into the future.

Results of Operations

Revenues

During three month period ended June 30, 2013, the Company recognized revenues of $1,314,139 compared with $2,809,101 for the three months ended June 30, 2012. The decrease in revenue is due entirely to the extremely harsh winter which lasted well into May.   For the six months ended June 30, 2013 the Company recognized revenues of $1,761,221 compared to $4,919,871for the six months ended June 30, 2012.

Our future growth is significantly dependent upon our ability to generate sales. Our main priorities relating to revenue are: (1) increase market awareness of our services through our sales and marketing plan, (2) growth in the number of customers and vehicles per customer, (3) providing extensive customer service and support and (4) the continued growth of our general contracting business, Outwest Field Services, LLC.

Gross Profit

Gross loss for the three months ended June 30, 2013 was $158,266 compared with a gross profit of $179,464 for the three months ended June 30, 2012. For the six months ended June 30, 2013 the gross loss was $959,393 versus a gross profit of $402,391 for the same period 2012.

Operating Expenses

The Company's current operating expenses are comprised of costs associated with general and administrative costs such as staff salaries and business development.

For the three months ended June 30, 2013, the Company incurred general and administrative expense of $1,022,890 compared with 387,503 for the three months ended June 30, 2012. Overall, general and administrative costs increased during the period primarily due to the increase in payroll and depreciation. For the six months ended June 30, 2013 the general and administrative expenses were $1,747,601 versus $922,589 for the six months ended June 30, 2012.

Other Income (Expenses)

Depreciation/Amortization

During the six months ended June 30, 2013 the Company experienced depreciation expense of $308,107 versus $0 for the same period of 2012.

Interest Expense

For the three months ended June 30, 2013, the Company incurred interest expense of $80,392 compared to $0 for the three months ended June 30, 2012. For the six months ended June 30, 2013 the Company experienced interest expense of $186,462 versus $2,243 for the same period in 2012.

Net Profit/Loss

For the three months ended
June 30, 2013, the Company experienced a net loss of $158,266 compared with a net profit of $179,464 for the three months ended June 30, 2012. The decrease is attributed to the fact that the Company began depreciation on a quarterly versus annual basis and the extremely long 2013 winter. For the six months ended June 30, 2013 the Company experienced a loss of $959,393 as compared to a net profit of $402,391 for the six months ended June 30, 2012.

Common Shares

As of June 30, 2013 the Company had 42,203,545 shares of common stock issued and outstanding. As of June 30, 2012, the Company had 32,311,445 shares of common stock issued and outstanding. The fair value of the share issuances were based on the end-of-day closing share price of the Company's common stock traded on the OTC Markets trading system (LUMP).

Liquidity and Capital Resources

At June 30, 2013, we had cash of $112,855, current assets of $8,335,408, total assets of $14,655,714, total liabilities of $9,197,287, and stockholders' equity of $5,458,428.

As at June 30, 2013, we had a working capital of $4,696,713 compared with a working capital of $2,573,748 as of June 30, 2012. The increase in the working capital is primarily attributed to the increase in inventory.

Off-Balance Sheet Arrangements

We do not have any off-balance sheet arrangements that have or are reasonably likely to have a current or future effect on our financial condition, changes in financial condition, revenues or expenses, results of operations, liquidity, capital expenditures or capital resources that are material to our investors.

Inventory

	June 30, 2013 $	**June 30, 2012 $**
Raw Materials	2,105,000	2,105,0000
Finished Goods	4,940,165	0
	7,045,165	2,105,000

Property and Equipment

			Net Book Value	
	Cost	Accum. Amort.	30-Jun-13	30-Jun-12
	$	$	$	$
Real Property	550,000	0	550,000	3,008,000
Leasehold Improvements	78,748	17,232	61,516	75,349
Equipment	7,338,926	2,002,968	5,335,958	24,564
Furniture and Fixtures	323,930	319,802	4,128	8,088
Vehicles	530,131	161,927	368,204	618,477
Patents	900,000	900,000	0	0
	9,721,735	**3,401,929**	**6,319,806**	**3,734,478**

Notes Payable

During the quarter the Company incurred new equipment financing in the amount of $485,048.40.

Common Shares

	Common Stock		Preferred Stock		Additional Paid-In Capital
	Shares	Par Value	Shares	Par Value	
	#	$	#	$	$
Balance December 31, 2008	44,950,767.00	44,951.00	8,400,000.00	8,400.00	6,919,568.00
Issuance Common Shares for Services	2,000,000.00	2,000.00			-2,000.00
Shares converted to debt			-4,000,000.00	-4,000.00	-121,000.00
Net Loss for 2009					
Balance December 31, 2009	46,950,767.00	46,951.00	4,400,000.00	4,400.00	6,796,568.00

Issuance Common Shares for Services	500,000.00	500			4,500.00
Debt Conversion to Common Stock	15,869,000.00	15,869.00			
Issuance Common Shares for Services	4,200,000.00	4,200.00			-4,200.00
Net Loss for 2010					
Balance December 31, 2010	67,519,767.00	67,520.00	4,400,000.00	4,400.00	6,981,680.00
Merger with B3 Well Services, LLC			4,000,000.00	4,000.00	-4,000.00
Merger with B3 Well Services, LLC					1,692,084.00
Conversion of Common to Preferred	-35,153,211.00	-35,153.44	3,030,442.00	3,030.44	-32,123.00
Net Profit for 2011			.		
Balance December 31, 2011	32,366,556.00	32,366.56	11,430,442.00	11,430.44	8,637,641.00
Net Profit 3/31/2012					
Balance March 31, 2012	32,366,556.00	32,366.56	11,430,442.00	11,430.44	8,637,641.00
Merger White Star Sand & Gravel			200,000.00	200	2,192,772.77
Shares for Debt			200,000.00	200	-200
Shares for Debt			10,000.00	10	
Shares Issued for Debt	500,000.00	0.5			495
Shares Issued for Debt	5,000.00	0.5			4,995.00
Shares Issued for Debt	10,000.00	1			9,990.00
Shares Issued for Debt	164,889.00	16.4889			13,026.23
Shares Issued for Debt	5,000.00	0.5			4,995.00
Shares Issued for Debt	10,000.00	1			9,990.00
Net Profit 6/30/2012					
Balance June 30, 2012	33,061,445.00	32,386.55	11,840,442.00	11,840.44	10,873,705.00
Merger with Outwest Field Services			100,000.00	100	489,594.00
Net Profit 9/30/2012					
Balance September 30, 2012	33,061,445.00	32,386.55	11,940,442.00	11,940.44	11,363,299.00

Merger with Monson Corp.					1,265,924
Net Profit					
Balance December 31, 2012	33,061,445.00	32,386.55	11,940,442.00	11,940.44	12,629,223.00
Preferred shares converted to Common	8,550,000	8,550	(480,000)	(480)	(8,070)
Preferred shares issued for debt			320,000	320	(320)
Net Loss					
Balance March 31, 2013	41,611,445.00	40,936.55	11,780,442.00	11,780.44	12,620,833.00

Share Purchase Warrants

None.

Stock Option

None.

Related Party Transactions

None

Commitments and Contingencies

The Company's future annual minimum lease payments are as follows:

	Amount $
2013	276,970
2014	183,640
2015	183,640
	644,250

Income Taxes

The Company has adopted the provisions of SFAS 109 *"Accounting for Income Taxes"*. Pursuant to SFAS 109, the Company is required to compute tax asset benefits for net operating losses carried forward. The potential benefit of net operating losses have not been recognized in the consolidated financial statements because the Company cannot be assured that it is more likely than not that it will utilize the net operating losses carried forward in future years. The Company has $7,216,054 of net operating losses to carry forward to offset taxable income in future years which expire through fiscal 2025.

Subsequent Events

None

6) Describe the Issuer's Business, Products and Services

A. A description of the Issuer's business operations;

Corporate Structure

Name	State of Formation	Ownership	Business
Luminart Corp.	Wyoming	Publicly Traded	Parent Company
B3 Well Services LLC	Utah	100% Luminart	Interstate Trucking
White Star Sand & Gravel LLC	Utah	100% Luminart	Mining & Aggregates
Black & Blue Water Service LLC	Wyoming	100% Luminart	Water Well Drilling
Outwest Field Services LLC	Wyoming	100% Luminart	General Contracting & Intrastate Trucking
Monson Corporation North Dakota Operations	Minnesota	100% Luminart	Mining & Aggregates
Westby Rock & Gravel LLC	North Dakota	100% Luminart	Mining & Aggregates

Operating Entities

1) B3 Well Services LLC From its inception in 2011, the company has provided intrastate trucking and hauling of aggregate mining materials for road infrastructure in the Bakken Oil Reserve in Northwestern North Dakota.

2) White Star Sand & Gravel LLC Since its inception in 2011, the company has executed leases on three (3) mining sites from which the company provides road and oil field pad base in the Bakken Oil Reserve in Northwestern North Dakota.

3) Black & Blue Water Service LLC Since its inception in 2011 Black & Blue Water Service has provided water well drilling from its facilities in Balisdell, North Dakota.

4) Outwest Field Services LLC The company is a general contractor and specializes in pipe hauling, heavy hauling, crane **service** and specialty loads, with newly added spill/clean up **services**. Outwest also provides interstate trucking.

5) Monson Corporation From its acquisition in 2013, the company has provided intrastate trucking and hauling of aggregate mining materials for road infrastructure in the Bakken Oil Reserve in Northwestern North Dakota.

6) Westby Rock & Gravel LLC Since its formation in 2013, the company provides road and oil field pad base in the Bakken Oil Reserve in Northwestern North Dakota.

B. Date and State (or Jurisdiction) of Incorporation:

Luminart Corp. was incorporated on July 5, 1984 under the laws of the State of Utah as Past-Tell, Inc. On March 24, 1987 the Company moved its incorporation from Utah to Nevada and on November 7, 2006 was acquired by Chaos Group, Inc., a Nevada corporation. On April 27, 1998 Chaos Group purchased all of the assets and business of Luminart Corp., a Canadian company, and changed its name to Luminart Corp. On May 27, 2009 the Company changed its registered domicile to Wyoming.

C. The Issuer's primary and secondary SIC Codes:

1389 – Oil and Gas Field Services

D. The Issuer's fiscal year end date:

December 31

E. Principal products or services, and their markets;

Products

- 3/4" Minus
- 1.5" Clean
- 2" Clean
- 3" Minus
- 4" Clean
- Class 5 Road Base
- 6" Rock
- Black Dirt
- Clay
- Cobble
- Rip Rap Rock
- Rock
- Sand
- Scoria

Services

- Interstate Trucking
- Intrastate Trucking
- Pipe Hauling
- Heavy Hauling
- Crane Service
- Qualified Riggers
- Spill/Clean-up Services
- Storage
- Water Well Drilling
- Man Camps & Truck Parking

Business Conditions

The markets in which Luminart currently operates are highly competitive. Competition is influenced by such factors as price, capacity, the quality and availability of equipment, availability of work crews, and reputation and experience of the service provider. Luminart believes that an important competitive factor in establishing and maintaining long-term customer relationships is having an experienced, skilled, and well-trained work force that is responsive to our customers' needs. Although we believe customers consider all of these factors, price is often the primary factor in determining which service provider is awarded the work.

Luminart's competition primarily consists of small regional or local contractors. The Company attempts to differentiate itself from its competition in large part through its superior equipment and the range and quality of services it has the capability to provide. We have invested a significant amount of capital into purchasing, developing, and maintaining a fleet of trucks and mining equipment that is critical to the services we provide. We believe we have been successful using this business model and believe it will enable us to continue to grow our business.

The Market

North Dakota currently produces more than 450,000 barrels per day and is showing no signs of slowing down. North Dakota is poised to go over Alaska as the country's second largest oil producing state in the near future. Current projections put North Dakota at producing more than 1.2 million barrels per day by 2017. This rapid increase in production has severely strained infrastructure in the boom areas of Western North Dakota but has provided full employment, a state budget surplus, and state tax reductions.

The Bakken Formation in North Dakota lies inside the borders of the Williston Basin**.** The Bakken is affectionately referred to as the "Pork Chop**"** by folks in the industry. The USGS has estimated recoverable oil reserves in the Bakken and Three Forks Formations to be between 4 and 6 Billion barrels of oil. However, industry professionals peg the current recoverable reserves at approximately 24 Billion barrels with today's technology. This is a staggering number but even more staggering is the projected original oil in place (OOIP) at 400-500 Billion barrels**!** The USGS is conducting more research and will be publishing their revised estimate in October 2013**.**

North Dakota has billions upon billions of barrels of oil under its prairies. The most recent estimates put the total oil reserves for North Dakota at approximately 500 billion barrels of oil. However, not all of this oil is recoverable with today's technology. With today's technology, industry spokespeople approximate recoverable reserves somewhere in the 30 billion barrel range.

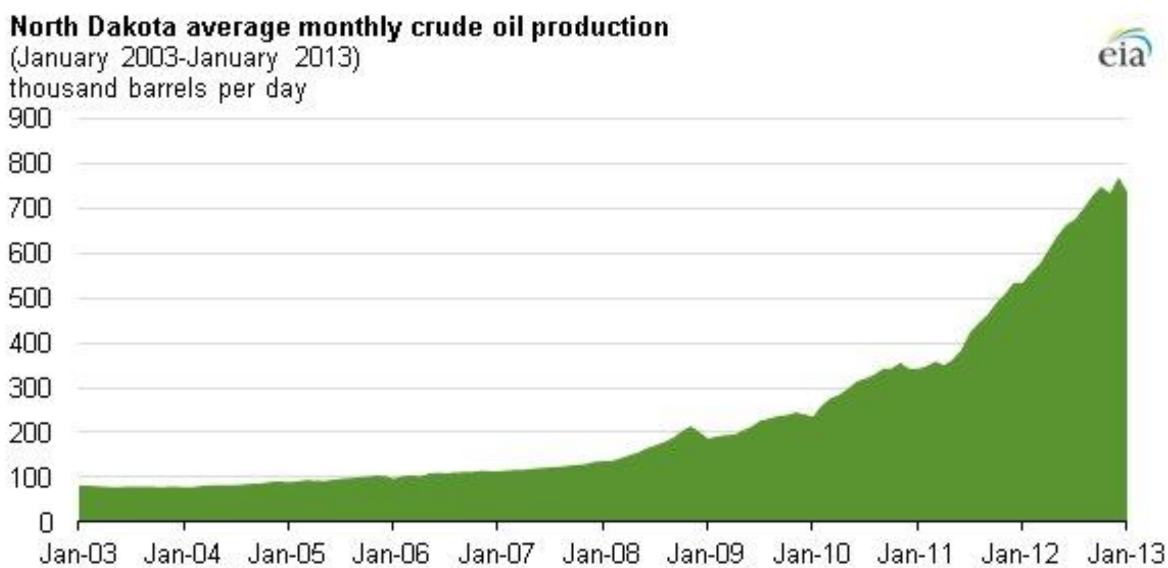
Although there has been a resurgence of oil activity in North Dakota associated with Hydraulic Fracturing and Horizontal Drilling, legacy production has been available in North Dakota since the 1950's. The most recent drilling boom is associated with a 99% success drilling rate in the Bakken Formation. These new technologies will allow the recovery of billions of barrels of oil over the next 30+ years.

US Geological Survey (USGS) announced in May 2013 that they were doubling the reserve estimate for the Bakken and Three Forks Formation in Montana, North- and South Dakota. The USGS stated that the formations could contain an "estimated 7.4 billion barrels of undiscovered, technically recoverable oil." That's double the original 2008 estimate of 3.65 billion barrels. The USGS also considers the Bakken and Three Forks to be the largest continuous oil formation in the continental United States. We would like to refer to the USGS publication for the precise regional coverage of the new Bakken and Three Forks estimates.

Dr. Don Van Nieuwenhuise, head of the geosciences program at the University of Houston, said the USGS numbers are conservative and based on looking at "sweet spots" within the formation. "There are chances there are sweet spots they don't know about. The prospects of finding additional sweet spots in an area this size is relatively high," he said. "I'm pretty sure every drop they say you're going to find, you'll find."

John Harju, associate director for research with the Energy and Environmental Research Center at the University of North Dakota, said he views the USGS figure as the lower limit of the amount of oil that will be recoverable from the Williston Basin. "Like any of these USGS estimates, think of them as a milemarker that's well behind you in the rearview mirror... What this doesn't even begin to recognize is the increase in technology that we're going to see, " said Harju.

Also, Continental Resources, the largest leaseholder in the Bakken region, believes the USGS estimate to be quite modest. "The USGS generally is very conservative in their estimates," Harold Hamm, Chairman and CEO of Continental, told NewsOK. In 2010, Continental Resources estimated that the Bakken field contains roughly 24 billion barrels of technically recoverable oil out of 577 billion barrels of total oil in place. In 2012, Continental boosted its total oil estimate by 56 percent, to 903 BBO, but has yet to revise its recoverable estimates.



As of 2006, the state was only producing about 100,000 barrels of crude oil per day, putting it on par with other mid-tier oil producing states like Kansas, Colorado and Montana. But new hydraulic fracturing techniques and the opening of the massive Bakken formation to drilling changed all that, and as of January 2013 the state was producing an average of 770,000 barrels of crude per day, for a total of 23,834,000 barrels per month. That's double the amount the state was producing just two years ago.
It is a lot of oil, to be sure, but even with this recent explosion in production North Dakota is in just third place nationally. Texas produces a staggering 2,220,000 barrels per day, and the rigs that operate in the U.S. Federal Offshore region account for another 1,389,000 barrels per day. North Dakota currently accounts for about 10% of all U.S. crude production.

Dependence on One or a Few Major Customers

Luminart serves numerous road construction companies and major and independent oil and natural gas companies that are active in its core areas of operations.

Significant Events

In January of 2012, the Company acquired complete ownership of White Star Sand & Gravel, adding approximately $4 million to our annual revenues. The Company also expanded its mining sites from Blaisdell to include Newtown and Donneybrook.

In May of 2012 the Company formed Outwest Field Services, a general contractor, expanding its services base to interstate trucking, heavy hauling, crane services, qualified rigging and hazmat cleanup. Outwest achieved vendor status with Thomas Tools and signed Master Service Agreements (MSAs) with EMS and Bridger Logistics. These agreements are anticipated to add millions of dollars of annual revenue to the Company.

During the third quarter of the year the Company broke ground on a man camp and truck parking facilities for transient oil field workers. The man camp is expected to be completed during the first quarter of 2013. In addition, the Company formed an Advisory Board comprised of two very highly skilled gentlemen.

On February 28, 2013, the company acquired the operations of Monson Corporation of North Dakota and its assets in North Dakota and Montana, to include Westby Rock & Gravel LLC.

7) Describe the Issuer's Facilities:

The Company headquarters are located at 120 South Main Street, Suite 203, Stanley, ND 58784. Additionally, the Company leases space in Blaisdell, North Dakota, Stanley, North Dakota and Bountiful, Utah. As well, the Company leases sites in North Dakota in Blaisdell, Newtown, Burke County, Montrail County and Donneybrook from which it mines its aggregates. We also lease the sites in Blaisdell, North Dakota for our man camps and our truck parking facility. The company owns its mining properties in Westby, North Dakota.

8) Officers, Directors and Control Persons

A. Names of Officers, Directors and Control Persons. In responding to this item, p-lease provide the names of each of the Issuer's executive officers, directors, general partners and control persons (control persons are beneficial owners of more than 5% of any class of the Issuer's equity securities), as of the date of this information statement.

Directors and Executive Officers and Corporate Governance

The following sets forth the names and ages, as of June 30, 2013, of the members of the Board of Directors, their respective positions and offices with the Company, the period during which each has served as a director of the Company and their principal occupations or employment during the past five years.

Name	Age	Position	Director/Officer Since
Wm. Michael Reynolds	68	Chief Executive Officer Director	1996
Burke L. Bentley	41	President	2011
Randy Wells	58	Chief Financial Officer	2013
Thomas W. Maher	69	Chief Financial Officer	1998
Joyce Campbell	56	Chief Administrative Officer	2011
Randy C. Bentley	62	Director	2011

All directors serve until their successors have been duly elected and qualified, unless they earlier resign.

Wm. Michael Reynolds:

Since 1996 Mr. Reynolds has been Chairman and Chief Executive officer of Luminart Corp and its predecessors, Chaos Group, Inc. and Past-Tell, Inc. Mr. Reynolds is an experienced Chairman and C level executive. He has directed the transition from start up revenue to substantial revenue in multiple market segments over his successful career. His passion, leadership and turn around talent in the waste management business molded G I Industries into a public acquisition target in less than 2 years. The stock value grew from fifty cents a share to over eleven dollars and was bought out by Waste Management a public company. The key to his success is pragmatic operations combined with equity driven management. The defined goal is to drive the market multiple into M&A for accelerated growth. "Black Monday" 1987 gave Mr. Reynolds a springboard into building a regulated clearing broker-dealer into a west coast leader in service and trading revenues. His ability to find value as a trader and pragmatic operator drove the company from five cents a share to trade over six dollars during his term as President and Vice Chairman of the Beverly Hills broker-dealer. The company went on to trade over fifty dollars a share. His involvement in consulting and market making has helped hundreds of small public companies become nationally listed and are still traded today. Mr. Reynolds believes that management has a responsibility to govern greed in every transaction to protect shareholder interest.

Mr. Reynolds is under a three-year employment contract requiring an annual salary of $78,000 subject to adjustment by the Board of Directors.

Burke Bentley:

Burke Bentley has been in business for just under 10 years. Burke's experience started with him co-founding Rock Creek Livestock LLC (2005), which provided the capital and laid the groundwork to move on to acquiring the Aggregate business he concurrently runs. From 2007 to 2008 Burke worked to develop the Snowville Aggregate site, and in this process, jointly assessed the quantity and quality of aggregate with Klienfielder geological services. In 2010, Rock Creek purchased 1200 acres in Franklin, Id. to expand the Aggregate portion of the business. 2011 marked the start of 3 new Aggregate sites, one in Franklin, Idaho and the other 2 in North Dakota as a part of the development of B3 Well Services LLC.

Mr. Bentley is under a three-year employment contract requiring an annual salary of $130,000 subject to adjustment by the Board of Directors.

Randy Wells

Randy Wells enjoys an impressive track record of engineering successful turn arounds and building companies. Starting in the management of restaurants in his early 20's, Mr. Wells turned around several restaurants, hotels, and eventually truck stops (where he was Director of Operations) over the course of 10 years. He received numerous accolades for highest increase in volume, best cost controllables, and his truck stops were voted top 10 in the country by Union 76. He went on to work for Prudential Financial Services over the next 10 years and served a number of management chairs eventually leading to running the number one sales agency in the company in 1988, and #2 in 1989.

Mr. Wells moved to his own firm and successfully consulted with a variety of clients primarily located in the Silicon Valley area. He worked with high net worth clients in their income tax and estate planning. During the course of his work , he assisted in several mergers and acquisitions, and guided clients through the IPO process. Mr. Wells was asked to assist a company called whatZnew that was struggling after HP Venture Capital funding was withdrawn. Wells provided initial funding and went on to acquire 3 companies in the space over the next 10 months. While serving as President, the company grew from 0 revenue to $3 million dollars of monthly revenue. The company was sold and Wells went on to work for LegalMatch.com, the largest attorney/client matching company in the U.S. He served a variety of chairs and tripled company revenues in 12 months. Wells was asked to become C.E.O. during this time period. He led an unsuccessful buy out attempt in 2005, which resulted in him taking over the competition as C.E.O. of Casepost. The revenues of Casepost were tripled in the next year, but an investment commitment was pulled which resulted in the sale of the company. Randy has filled many key consulting positions over the last few years as CEO, COO, and CMO for a variety of companies needing his expertise.

He is committed to making Luminart Corp. successful endeavor moving forward.

Thomas W. Maher:

Mr. Maher brings more than 25 years of seasoned senior finance and administration executive experience with private and public companies. He has been the CFO of Luminart Corp. since its merger with Chaos Group in 1998. He is also experienced as Chief Financial Officer for a public-reporting automotive additive company. Prior to this, Mr. Maher exercised his entrepreneurial expertise as CFO of a start-up telecommunications company for five (5) years. The company grew to an annual revenue base exceeding $5 million and was subsequently sold at a substantial profit to all investors. In addition, he has held mid- and senior management positions in commercial and residential construction, data systems, in the automobile manufacturing/financial industry and in commercial banking.

Mr. Maher is under a three-year employment contract requiring an annual salary of $65,000 subject to adjustment by the Board of Directors.

Joyce Campbell

Ms. Campbell has more than 25 years of seasoned experience in accounting and business management. She graduated from Brigham Young University in 1980 with a degree in Business Management with minors in accounting and finance. She built on her education by owning her own business for many years doing accounting and consulting services for smaller companies. Joyce has proven her overall knowledge in corporate workings and idiosyncrasies, including management. Joyce has been heavily involved in the trucking and aggregate mining business since 2010.

B. Legal/Disciplinary History. Please identify whether any of the foregoing persons have, in the last five years, been subject of:

1. A conviction in a criminal proceeding or named as a defendant in a pending criminal proceeding (excluding traffic violations and other minor offenses);

We are not currently involved in any legal proceedings.

During the last five (5) years, none of our directors or officers has:

(1) had any bankruptcy petition filed by or against any business of which such person was a general partner or executive officer either at the time of the bankruptcy or within two years prior to that time;

(2) been convicted in a criminal proceeding or subject to a pending criminal proceeding;

(3) been subject to any order, judgment, or decree, not subsequently reversed, suspended or vacated, of any court of competent jurisdiction, permanently or temporarily enjoining, barring, suspending or otherwise limiting his involvement in any type of business, securities or banking activities; or

(4) been found by a court of competent jurisdiction in a civil action, the Commission or the Commodity Futures Trading Commission to have violated a federal or state securities or commodities law, and the judgment has not been reversed, suspended, or vacated.

C. Beneficial Shareholders.

Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters

The following table sets forth certain information regarding beneficial ownership of our common stock as of June 30, 2013: (i) by each of our directors, (ii) by each of the Named Executive Officers, (iii) by all of our executive officers and directors as a group, and (iv) by each person or entity known by us to beneficially own more than five percent (10%) of any class of our outstanding shares. As of December 31, 2012 there were 33,061,445 shares of our Common Stock outstanding and 11,940,442 shares of Series A Preferred Stock outstanding:

Name of Beneficial Owner	Common Stock Beneficial Ownership (1)
Directors and Named Executive Officers	
Wm. Michael Reynolds	1,872,183
Burke L. Bentley	0
Thomas W. Maher	1,282,100
Officers and Directors as a Group (4 Persons)	3,154,283
Other Beneficial Owners	
None	

Name of Beneficial Owner	Preferred Stock Beneficial Ownership (1)
Wm. Michael Reynolds	3,516,842
Burke L. Bentley	2,627,286

Thomas W. Maher	1,000,000
Randy C. Bentley	875,762
Officers and Directors as a Group (4 Persons)	8,019,890

Other Beneficial Owners

None

9) Third Party Providers

Legal Counsel:

Phillip E. Koehnke, APC
P. O. Box 235472
Encinitas, CA 92024

Accountant:

Anderson, Petersen & Co.
1355 N. Main Street, #4
Bountiful, UT 84010

Investor Relations Consultant

Luminart Investor Relations
1355 N. Main Street, #11
Bountiful, UT 84010
(801) 786-9728

10) Issuer Certification

I, Wm. Michael Reynolds, certify that:

1. I have reviewed this quarterly report statement of Luminart Corp.

2. Based on my knowledge, this disclosure statement does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this disclosure statement; and

3. Based on my knowledge, the financial statements, and other financial information included or incorporated by reference in this disclosure statement, fairly present in all material respects the financial condition, results of operations and cash flows of the issuer as of, and for, the periods presented in this disclosure statement.

August 12, 2013

/s/ Wm. Michael Reynolds
By: Wm. Michael Reynolds
Its: Chief Executive Officer

I, Thomas W. Maher, certify that:

4. I have reviewed this quarterly report statement of Luminart Corp.

5. Based on my knowledge, this disclosure statement does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this disclosure statement; and

6. Based on my knowledge, the financial statements, and other financial information included or incorporated by reference in this disclosure statement, fairly present in all material respects the financial condition, results of operations and cash flows of the issuer as of, and for, the periods presented in this disclosure statement.

August 12, 2013

/s/ Thomas W. Maher
By: Thomas W. Maher
Its: Chief Financial Officer