

## Initial Company Information and Disclosure Statement

### **Part A**      **General Company Information**

**Item 1**      **Exact name of issuer and predecessors**  
LUMINART CORP.

**Item 2**      **Address of issuer's principal executive offices**

120 South Main Street, Suite 4  
Stanley, ND 58784

**Item 3**      **Jurisdiction and date of issuer's incorporation**

07 / 05 / 1984: Past-Tell, Inc. Founded, a Utah Corporation

03 / 24 / 1987: Past-Tell, Inc. moved incorporation from Utah to Nevada

11 / 07 / 1996: Past-Tell acquired by Chaos Group, Inc., a Nevada Corporation

04 / 27 / 1998: Chaos Group changed name to Luminart Corp., a Nevada Corporation

05 / 27 / 2009: Luminart changed its domicile to Wyoming

### **Part B**      **Share Structure**

**Item 4**      **Exact title and class of securities outstanding**

- a)      Common Stock  
         CUSIP: 550264 105  
         Symbol: LUMP
- b)      Series A Convertible Preferred Stock

**Item 5**      **Par or stated value and description of each security**

- a)      Common Stock: \$0.001 Par value

Common Stock does not possess cumulative voting rights and is entitled to one (1) vote per share. There are no preemptive rights. No dividends have been earned or paid to-date. There are no preemptive rights and no dividends. Conversion is at ten (10) shares of common stock per share of preferred stock. There is a one year hold and then can be converted to restricted common shares until the company files a registration. The insiders (5% or more) control shares are subject to board approval and a registration disclosure before conversion after the first year holding period. There are no sinking fund provisions.

b) Series A Convertible Preferred: \$0.001 Par Value

The holders of Series A Preferred Stock shall have such number of votes as is determined by multiplying: (a) the number of shares of Series A Preferred Stock held by such holder, (b) the number of issued and outstanding shares of the Company's Series A Preferred Stock and Common Stock (collectively, the "Common Stock") on a Fully-Diluted Basis as of the record date for the vote, or, if no such record date is established, as of the date such vote is taken or any written consent of stockholders is solicited, and (c) 0.000003; and (ii) the holders of Common Stock shall have one vote per share of Common Stock held as of such date. "Fully-Diluted Basis" shall mean that the total number of issued and outstanding shares the Corporation's Common Stock shall be calculated to include (a) the shares of Common Stock issuable upon exercise and/or conversion of all of the following securities (collectively, "Common Stock Equivalents"): all outstanding (a) securities convertible into or exchangeable for Common Stock, whether or not then exchangeable or convertible (collectively, "Convertible Securities"), (b) subscriptions, rights, options and warrants to purchase shares of Common Stock, whether or not exercisable (collectively "Options"), and (c) securities convertible into or exchangeable or exercisable for Options or Convertible Securities and any such underlying Options and/or Convertible Securities. There are no other material rights of common or preferred shares.

**Item 6 Shares outstanding and authorized**

Period end date:	December 31, 2011
Authorized:	Common: 950,000,000 shares Preferred: 50,000,000 shares
Outstanding:	Common: 32,366,556 Preferred: 11,430,442
Float:	22,280,959
Number of Shareholders:	Common: 120 Preferred: 16

**Item 7 Name and address of transfer agent**

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

Agent is registered with the SEC

**Part C**            **Business Information**

**Item 8**

**A.     The nature of issuer's business**

1.     Luminart Corp is a C-Corporation
2.     Our corporate history is as follows:

07 / 05 / 1984: Past-Tell, Inc. Founded, a Utah Corporation

03 / 24 / 1987: Past-Tell, Inc. moved incorporation from Utah to Nevada

11 / 07 / 1996: Past-Tell acquired by Chaos Group, Inc., a Nevada Corporation

04 / 27 / 1998: Chaos Group changed name to Luminart Corp., a Nevada Corporation

05 / 27 / 2009: Luminart changed its domicile to Wyoming

3.     Fiscal year-end: December 31
4.     Luminart has never been in bankruptcy, receivership or similar proceeding
5.     In April 1998, Chaos Group purchased the assets and operations of Luminart International, Inc. a Canadian corporation.
6.     In August 2011 Luminart Corp. purchased the assets and operations of B3 Well Services LLC and Black & Blue Water Service LLC.
7.     Luminart Corp. has never defaulted on the terms of any notes, loans, leases, or other indebtedness or financing arrangement requiring the company to make payments.
8.     The only change in control happened in 1996 when Chaos Group purchased the assets and operations of Past-Tell. Coincident with the purchase, all officers and directors of Past-Tell resigned.
  - a)     On July 28, 2010 the Company issued 10,800,000 shares of common stock to Wm. Michael Reynolds, Chief Executive Officer, and 8,600,000 shares to Thomas W. Maher, Chief Financial Officer. The shares were issued for four years of accrued salaries and priced at \$0.05 Market price at the time was \$0.007. The shares bear restrictive legends. All of these shares were subsequently converted to Preferred A Stock with a restrictive legend.
  - b)     On August 1, 2011, the Company issued 4,000,000 preferred shares of the Company for the merger with B3 Well Services and Black & Blue Water Service LLC, cancelling 4,000,000 shares owned by Wm. Michael Reynolds the Company's CEO.

c) On August 12, 2011, the Company converted, 35,152,212 common shares of the Company at \$0.001 per common share for 7,030,442 shares of Series A preferred stock at \$0.001.

9. There have been no past stock splits, dividends, recapitalization, spin-offs or mergers. As well, none are currently planned. All mergers and acquisitions have been listed above.

10. The company has never been delisted. Luminart has filed a Form 15 so that it no longer subject to SEC reporting requirements.

11. From time to time, we may be involved in routine legal matters incidental to our business. In the opinion of management, the ultimate resolution of such matters will not have a material adverse effect on our financial position, results of operations or liquidity. Currently, we are not involved in any legal proceedings.

## **B. Business of Issuer**

Luminart is a publicly traded company (LUMP.PK) and the parent company of Black & Blue Water Service and B3 Well Services, White Star Sand & Gravel and OutWest Services.

Luminart Corp. was involved in the sale and marketing of proprietary sign making products. The company owns the worldwide manufacturing, patent, and distribution rights to Luminite®, a proprietary acrylic compound used in signs and display materials, dispensing systems and related technology. While the still owns and controls the Luminart technology it is no longer marketing its patented product.

The wholly-owned B3 subsidiary will focus on the expansion of: contract hauling materials for infrastructure development in North Dakota, mining and processing materials for road building, and expansion of the base camp of the North Dakota operations, sales, and marketing.

Black & Blue Water Service LLC is a wholly-owned subsidiary of Luminart and specializes in fluid management, focusing on the transportation of water and drilling fluids in the Bakken oil fields of North Dakota, and soon-to-be Montana. Bakken is an 8 million acre major crude oil and natural gas reserve under exploration. The Company has negotiated a site location for drilling the first of many disposal wells in the Bakken field. The wells will provide a controlled disposal and additional defined revenue to the hauling services of the division. It is anticipated the oil drilling will require disposal of waste water at ratio of 2 barrels of waste water to every barrel of produced oil.

White Star Sand & Gravel LLC is a wholly-owned subsidiary of Luminart and focuses on infrastructure development in North Dakota, mining and processing materials for road building and meeting oil field needs.

OutWest Services LLC is a wholly-owned subsidiary of Luminary concentrating on transportation of heavy equipment and heavy oil field supplies.

SIC Code: 1389 OIL & GAS FIELD SERVICES

The Company is not considered a “shell company” pursuant to Rule 405

As of December 31, 2011, we employed 6 full-time employees and 0 part-time employees. None of our employees is subject to a collective bargaining agreement and we believe that relations with our employees are very good. We also frequently use third party consultants to assist in the completion of various projects. Third parties are instrumental to keep the development of projects on time and on budget.

The Company has executed 3-year employment contracts with Wm. Michael Reynolds, Burke I. Bentley and Thomas W. Maher effective December 13, 2011.

## **Item 9 Nature of Products or Services Offered**

Luminart is a publicly traded company (LUMP.PK) and the parent company of Black & Blue Water Service and B3 Well Services.

Luminart Corp. was involved in the sale and marketing of proprietary sign making products. The company owns the worldwide manufacturing, patent, and distribution rights to Luminite®, a proprietary acrylic compound used in signs and display materials, dispensing systems and related technology. The Company is no longer marketing its patented product.

The wholly-owned B3 subsidiary will focus on the expansion of: contract hauling materials for infrastructure development in North Dakota, mining and processing materials for road building, and expansion of the base camp of the North Dakota operations, sales, and marketing. Major drilling companies in the area have announced that they have committed \$4., billion for infrastructure expansion over the next year.

Black & Blue Water Service LLC is a wholly-owned subsidiary of Luminart and specializes in fluid management, focusing on the transportation of water and drilling fluids in the Bakken oil fields of North Dakota, and soon-to-be Montana. Bakken is an 8 million acre major crude oil and natural gas reserve under exploration. The Company has negotiated a site location for drilling the first of many disposal wells in the Bakken field. The wells will provide a controlled disposal and additional defined revenue to the hauling services of the division. It is anticipated the oil drilling will require disposal of waste water at ratio of 2 barrels of waste water to every barrel of produced oil.

Currently there are only two (2) other competitors to B3 Well Services LLC. While competition for Black & Blue Water Service is heavy, primarily transient independent contractors, our services are well in demand for all oil drilling facilities in the area utilizing hydro-fracking.

The company currently has two (2) mining leases ranging from 15 months to 15 years generating income of approximately \$9 per ton, plus delivery charges of approximately \$115 per hour. To-date all aggregate has been pre-sold.

All government licenses and permits have been secured and are in full force and compliance.

**Item 10 Nature and extent of issuer's facilities**

Through December 31, 2011, the company owned unimproved property in Idaho valued at \$3,008,000. Against this property is a Promissory Note in the amount of \$970,000. In addition, the company owned approximately \$177,000 of trucks and equipment, against which were liens of approximately \$123,000.

The Company leases office space in Irvine, California (currently sublet) and in Stanley, ND.

Currently, the Company leases two (2) aggregate mining sites, one on a 15-year contract and one on a 15-month contract. Additionally, the Company has negotiated a 15-year land lease to establish a 100 unit man camp. Some of the oil and gas drilling sites have committed \$4 billion for infrastructure development and the State of North Dakota has committed another \$1-2 billion. With the dramatic expansion of oil and natural gas drilling, employment opportunities have expanded dramatically, requiring increased housing (man camps).

**Part D Management Structure and Financial Information**

**Item 11 The name of the Chief Executive Officer, Members of the Board of Directors, as well as Control Persons.**

**A. Directors & Officers**

Wm. Michael Reynolds, Chairman, CEO  
Burke Bentley, President/Director  
Thomas W. Maher, Secretary/Treasurer, CFO, Director  
Randy Bentley, Director

Business Address: Post Office Box 1059, Stanley, ND 58784

**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 \$72,000 subject to adjustment by the Board of Directors.

Mr. Reynolds currently owns 3,663,342 shares of Series A Convertible Preferred Stock.

**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 \$120,000 subject to adjustment by the Board of Directors.

Mr. Bentley currently owns 4,000,000 shares of Series A Convertible Preferred Stock.

**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 \$48,000 subject to adjustment by the Board of Directors.

Mr. Maher currently owns 1,605,000 shares of Series A Convertible Preferred Stock.

**B. Legal and Disciplinary Actions.**

1. None of the Officers or Directors have been convicted of criminal proceedings or been named as a defendant in a pending criminal proceeding;

2. There have been no entries of an order, judgment or decree by a court of competent jurisdiction that permanently or temporarily has enjoined, barred, suspended or otherwise limited any Officer's or Director's involvement in any type of business, securities, commodities or banking activities;

3. There have been no findings or judgments by a court of competent jurisdiction (in a civil action), the Securities and Exchange Commission, the Commodities Futures Trading Commission, or State Securities Regulator of a violation of federal or State securities or commodities law with regard to any Officer or Director;

4. There has been no entry of an order by a self-regulatory organization that permanently or temporarily has barred suspended, or otherwise limited any Officer or Director from any involvement in any business or securities activities.

**C. Disclosure of Family Relationships**

Randy Bentley, Director, is the father of Burke I. Bentley, President.

**D. Disclosure of Related Party Transactions**

Effective August 1, 2012, Luminart Corp. merged with B3 Well Services, LLC, a Utah corporation, and Black & Blue Water Service, LLC, a Wyoming corporation. The Company realized a net value of \$1,727,631.35 at a cost of 4 million shares of Series A Convertible Stock, par value \$0.001 that was then offset by cancelation of 4 million shares belonging to Wm Michael Reynolds CEO.

**E. Disclosure of Conflicts**

No conflicts of interest exist within the Company.

**Item 12 Financial Information for the Issuer for the most recent fiscal year.**

Our financial information for the years ended December 31, 2012, 2011 and 2009 and the quarter ended March 31, 2012, have been filed with OTC Markets and incorporated herein by reference. Please visit <http://www.otcmarkets.com/stock/LUMP/financials>

**Item 13 Financial information Years ended 2009, 2010 and 2011.**

Our financial information for the years ended December 31, 2012, 2011 and 2009 and the quarter ended March 31, 2012, have been filed with OTC Markets and incorporated herein by reference. Please visit <http://www.otcmarkets.com/stock/LUMP/financials>

## Equity Reconciliation

	Common Stock		Preferred Stock		Additional Paid-In Capital	Accumulated Deficit	Total
	Shares	Par Value	Shares	Par Value			
	#	\$	#	\$			
<b>Balance December 31, 2008</b>	54,518,767.00	54,518.77	8,400,000.00	8,400.00	6,921,680.00	(6,883,003.08)	101,595.69
Issuance Common Shares for Services	2,000,000.00	2,000.00			(2,000.00)		
Issuance Common Shares for Services	6,300,000.00	6,300.00			(6,300.00)		
Shares converted to debt			(4,000,000.00)	(4,000.00)	(121,000.00)		
Net Loss for 2009						(89,750.52)	(89,750.52)
<b>Balance December 31, 2009</b>	62,818,767.00	62,818.77	4,400,000.00	4,400.00	6,792,380.00	(6,972,753.60)	(91,019.78)
Issuance Common Shares for Services	500,000.00	500.00			4,500.00		
Issuance Common Shares for Services	4,200,000.00	4,200.00			(4,200.00)		
Net Loss for 2010						(35,980.22)	
<b>Balance December 31, 2010</b>	67,518,767.00	67,518.77	4,400,000.00	4,400.00	6,792,680.00	(7,008,733.82)	(122,000.00)
Merger with B3 Well Services, LLC			4,000,000.00	4,000.00	1,947,320.00		
Conversion of Common to Preferred	(35,152,211.00)	(35,152.21)	3,040,442.00	3,040.44	28,961.00		
Net Profit for 2011						195,906.82	195,906.82
<b>Balance December 31, 2011</b>	32,366,556.00	32,366.56	11,440,442.00	11,440.44	8,768,961.00	(6,812,827.00)	1,999,941.00

### Item 14. Beneficial Owners

#### A. Common Stock

William J. Ritger                      2,000,000 Shares  
 750 Ocean Royale,                      Suite 805  
 Juno Beach, FL 33408

### Item 15 Names, Addresses, Telephone Numbers and Email Addresses of Outside Providers

1. Investment Banker. The Company does not currently have an investment banker.
2. Promoters. The Company does not currently have promoters.
3. Counsel:

Phillip E. Koehnke, APC  
 P. O. Box 235472  
 Encinitas, CA 92024  
 (858) 229-8116  
[pek@peklaw.com](mailto:pek@peklaw.com)

4. Accountant:

Sal G. Giacinto  
Salas & Giacinto  
22934 El Toro Road  
Lake Forest, CA 92630  
949 768-5181  
[sal@sandgcpa.com](mailto:sal@sandgcpa.com)

5. Public Relations. The Company does not have a dedicated PR firm.

6. Investor Relations Consultant. The Company does not have a dedicated IR firm.

**Item 16. Management Discussion and Plan for Operation**

Luminart is a publicly traded company (LUMP.PK) and parent company of Black & Blue Water Service LLC and B3 Well Services LLC (“B3”). Luminart Corp. is involved in the sale and marketing of proprietary sign making products. The company owns the worldwide manufacturing, patent, and distribution rights to Luminite®, a proprietary acrylic compound used in signs and display materials, dispensing systems and related technology. Luminite® is an acrylic compound, when applied to signage, hardens by an ultraviolet curing process into a durable plastic that adds fluorescent illumination dimensions to signs and display materials. The appearance of Luminite® is characterized by a distinctive fluorescent brilliance that differentiates a Luminite® sign from other illuminated signs. The company’s products are primarily sold to sign equipment and supply companies directly.

The wholly-owned B3 subsidiary will focus on the expansion of: contract hauling materials for infrastructure development in North Dakota, mining and processing materials for road building, and expansion of the base camp of the North Dakota operations, sales, and marketing.

Black & Blue Water Service LLC is a wholly-owned subsidiary of Luminart and specializes in fluid management, focusing on the transportation of water and drilling fluids in the Bakken oil fields of North Dakota, and soon-to-be Montana. Bakken is an 8 million acre major crude oil and natural gas reserve under exploration. The Company has negotiated a site location for drilling the first of many disposal wells in the Bakken field. The wells will provide a controlled disposal and additional defined revenue to the hauling services of the division. It is anticipated the oil drilling will require disposal of waste water at ratio of 2 barrels of waste water to every barrel of produced oil.

Currently, the company has trucks and operations staff in service in North Dakota generating revenues along with strategically identified acquisitions, time and material billing is the most common revenue stream, The company and its divisions will operate from a land use agreement with a family owned 5000 acre property located in Blaisdale North Dakota. The agreement allows for land use to be negotiated on a as needed basis and the company will pay a royalty to the Rancher on each developed project on his family owned land.

The company intends to expand its truck fleet by 2 trucks per month and to increase the useable fresh water wells and disposable water wells in order to expedite services and increase billings. The company is directed to 100% control and vertical infrastructure. The company will also begin to generate additional revenue through aggregate mining and road building (drill paths). As well, the company provides temporary 3-bedroom on-site housing for the drivers (Man Camps).

The company currently bills at \$115.00 to \$175.00 per hour, a highly competitive rate in the area. Normal hours billed are 300 per truck per month.

The United States Geological Service (USGS) made headlines in 2008 when it determined that the formation likely held 4.3 billion barrels of recoverable oil and gas equivalents. Analysis from Continental Resources estimates that the reserves are actually 24 billion barrels, double the current U.S. oil reserves. Major rig producers are anticipating 1,200 new wells in 2011. The company is dedicated to protecting our communities and environment by providing the safest and most reliable transportation and disposal services possible.

Since the Bakken Reserve is remote and reasonably undeveloped, the other Luminart subsidiary, B3 Well Services LLC, has secured agreements for our aggregate division to clear and provide road building materials, thus providing better accessibility to the areas. B3 is a full service trucking company with dump trucks, loaders, and graders. Most of the roads currently used in the Bakken Reserve are clay and subject to tremendous damage and inaccessibility due to heavy vehicle and truck traffic as well as seasonal weather damage. We supplies a wide range of construction materials including aggregates, asphalt, ready-mixed concrete and precast concrete products to road building companies who are aggressively working to build a road infrastructure for the State of North Dakota throughout the reserve. We also import and supply cement materials and offer a national road surfacing and contracting service.

The company is growing at a rapid rate and expects to employ up to 50, employees by the end of fiscal year 2012.

It is anticipated that the Company has sufficient cash reserves and credit facilities to last 120 days.

The Company has no off-balance sheet arrangements.

## **PART E      Issuance History**

### **Item 17.      Securities offerings and shares issued for services in the past two years.**

On July 28, 2010 the Company issued 10,800,000 shares of common stock to Wm. Michael Reynolds, Chief Executive Officer, and 8,600,000 shares to Thomas W. Maher, Chief Financial

Officer. The shares were issued for four years of accrued salaries and priced at \$0.05 Market price at the time was \$0.007. The shares bear restrictive legends. All of these shares were subsequently converted to Preferred Stock with a restrictive legend.

**PART F**      **Exhibits**

**Item 18.**      **Material Contracts**

We do not have any material contracts responsive to this item number.

**Item 19.**      **Articles of Incorporation and Bylaws**

Attached

**Item 20.**      **Purchases of Equity Securities by Issuer and Affiliated Purchasers**

None

**Item 21. Issuer's Certifications**



I, Thomas W. Maher, certify that:

1. I have reviewed this annual disclosure 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.

Dated: May 24, 2012

/s/ Thomas W. Maher  
Thomas W. Maher  
Chief Financial Officer