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MEMS USA INC  
Form 8-K  
April 27, 2006

SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

FORM 8-K

CURRENT REPORT  
PURSUANT TO SECTION 13 OR 15(d) OF THE  
SECURITIES EXCHANGE ACT OF 1934

Date of earliest event reported: April 21, 2006

MEMS USA, INC.  
(Formerly Lumalite Holdings, Inc.)

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(Exact name of registrant as specified in charter)

Nevada	0-4846-3	82-0288840
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(State or other jurisdiction of incorporation)	(Commission file number)	(IRS employer identification no.)

5701 Lindero Canyon Rd., #2-100  
Westlake Village, CA 91362

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(Address of Principal Executive Offices)

Registrant's telephone number, including area code (818) 735-4750

Item 2.01 Completion of Acquisition or Disposition of Assets.

On April 21, 2006, Hearst Ethanol One, Inc., a Federal Canadian Corporation ("HEO"), a majority-owned subsidiary of Registrant, completed the acquisition of approximately 720 acres of real property, together with all biomass material located thereon (approximately two million tons of woodwaste), located in the Township of Kendall, District of Cochrane, Canada (cumulatively, the "Property"), from C. Villeneuve Construction Co. LTD., a Canadian Corporation ("Villeneuve"), as provided under that agreement to purchase these assets earlier reported in Registrant's 8-K dated December 27, 2005 (the "Agreement"). The Property was purchased to provide the site and the biomass material for the construction and operation of a 120,000,000 gallon per year bio-renewable woodwaste-to-ethanol refinery to be owned by HEO and designed, built and managed by Convergence Ethanol, Inc. a division of Registrant. This on-site inventory of biomass is sufficient for 2 full years of production or 240,000,000 gallons of ethanol.

Pursuant to the provisions of the Agreement, HEO issued ten point five percent (10.5%) of HEO's common shares to Villeneuve as consideration for the transfer of the Property. At the close of the transaction, Registrant owned 87 % of the common stock of HEO.

Pursuant to a Memorandum of Understanding entered into on April 20, 2006 between HEO and Villeneuve to clarify the Agreement, Villeneuve shall be entitled to one member of HEO's board of directors for so long as Villeneuve is at least a ten percent (10%) shareholder of HEO. Villeneuve shall also be entitled to the right to manage, blast, or otherwise remove the stone aggregate material located on the Property. All blasting ceases prior to plant

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construction.

The closing of the transaction contemplated by the Agreement was contingent upon HEO obtaining an easement through and on that parcel of real property owned by Villeneuve described as parcel 711 Centre Cochrane for rail access to the Property, and another easement through and on the same parcel of real property for a two way road for truck access to the Property, and otherwise satisfying HEO's and Registrant's due diligence.

MEMS USA, Inc. (OTCBB:MEMS) is a California-based professional engineered systems and emerging ethanol producer (see Jan. 4, 2006, press release), is changing its name to Convergence Ethanol, Inc. In addition to its new name, the company will release a newly designed logo and website by May 31, 2006

For more information visit MEMS web site at [www.memsusa.com](http://www.memsusa.com)

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

MEMS USA, INC.

Date: April 26, 2006

By: /S/ Richard W. York  
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Richard W. York, CFO