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LUMALITE HOLDINGS INC  
Form SC 13D  
May 21, 2002

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

SCHEDULE 13D

Under the Securities Exchange Act of 1934  
(Amendment No. \_\_)\*

LUMALITE HOLDINGS, INC.  
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(Name of Issuer)

Common Stock, par value \$.001  
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(Title of Class of Securities)

550027 10 6  
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(CUSIP Number)

Scott R. Carpenter, Esq.  
Parsons Behle & Latimer  
201 South Main, Suite 1800  
Salt Lake City, Utah 84101  
(801) 532-1234

(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

January 14, 2002  
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(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of ss.ss.240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box.

Note: Schedule filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See ss.240.13d-7 for other parties to whom copies are to be sent.

\*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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

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SCHEDULE 13D

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1	NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (entities only)  Brighton Opportunity Fund, L.P.
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) <input type="checkbox"/> (b) <input type="checkbox"/>
3	SEC USE ONLY
4	SOURCE OF FUNDS  00
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e) <input type="checkbox"/>
6	CITIZENSHIP OR PLACE OF ORGANIZATION  Delaware
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	NUMBER OF 7 SOLE VOTING POWER SHARES 6,250,000 shares of Common Stock BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH
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	8 SHARED VOTING POWER
	-----
	9 SOLE DISPOSITIVE POWER 6,250,000 shares of Common Stock
	-----
	10 SHARED DISPOSITIVE POWER
	-----
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 6,250,000 shares of Common Stock
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN





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SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated this 21st day of May, 2002.

Brighton Opportunity Fund, L.P.

By:       /s/ Tisno Ogarra, Brighton Advisors, LLC  
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Its:     Manager