
**UNITED STATES
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 Report (Date of Earliest Event Reported): May 20, 2009

N-VIRO INTERNATIONAL CORPORATION

(Exact Name of Registrant as Specified in its Charter)

Delaware (State or Other Jurisdiction of Incorporation or Organization)	0-21802 (Commission File Number)	34-1741211 (IRS Employer Identification No.)
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3450 W. Central Avenue, Suite 328 Toledo, Ohio (Address of principal executive offices)	43606 (Zip Code)
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Registrant's telephone number, including area code: (419) 535-6374

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
 - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
 - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Item 1.01 Entry into a Material Definitive Agreement

On May 20, 2009, N-Viro International Corporation issued a press release regarding a Memorandum of Understanding with the Toho Water Authority, Florida, for the permitting and construction of a biosolids processing facility by the Company's wholly-owned subsidiary, Florida N-Viro, LP. The press release is attached as Exhibit 99.1 and is incorporated by reference into this item.

Item 9.01 – Financial Statements and Exhibits

(c) Exhibits

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press Release dated May 20, 2009

The information in this Form 8-K, and the exhibit hereto, is being furnished and shall not be deemed "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, nor shall it be deemed incorporated by reference in any filing under the Securities Act of 1933, as amended, except as shall be expressly set forth by specific reference in such filing.

SIGNATURE

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

N-VIRO INTERNATIONAL CORPORATION

Dated: May 21, 2009

By: /s/ James K. McHugh
James K. McHugh
Chief Financial Officer

N-VIRO INTERNATIONAL ANNOUNCES MEMORANDUM OF UNDERSTANDING WITH TOHO WATER AUTHORITY FOR DEVELOPMENT OF N-VIRO FUEL FACILITY IN CENTRAL FLORIDA

TOLEDO, Ohio, May 20, 2009 – N-Viro International Corp. (OTC Bulletin Board: NVIC.OB), announced today its subsidiary, Florida N-Viro, L.P., has reached a memorandum of understanding (MOU) with the Toho Water Authority (TWA), located in Osceola County, Florida. The MOU is a platform for N-Viro to negotiate a definitive agreement with TWA for the permitting and construction of a biosolids processing facility within central Florida. The anticipated arrangement would provide biosolids treatment for TWA and surrounding municipalities. The proposed facility is anticipated to utilize N-Viro's patented N-Viro Fuel™ process which converts biosolids into alternative renewable energy that qualifies within Florida's renewable energy portfolio.

The MOU calls for N-Viro and TWA to work jointly to identify a suitable location as well as to negotiate all business terms for a long-term agreement. N-Viro anticipates that an agreement can be reached to begin permitting and construction for a desired 2009 or 2010 completion.

It is expected that the proposed facility, once constructed, would receive and process biosolids utilizing N-Viro's patented technology to achieve Class AA standards as set forth by Florida Regulation 62-640. Class AA standard products also satisfy U.S. EPA 503 Regulations for the highest level of treatment.

Mr. Timothy Kasmoch, CEO and President of N-Viro International had these comments: "We are excited to have an opportunity with such potential within central Florida. It has always been our intention to grow our Florida operations and construct new facilities designed to produce our renewable biomass fuel. Coupled with our existing Volusia County facility, we expect to be well-positioned to serve the Florida biosolids market. We look forward to working with TWA on this exciting project and the opportunity to further our commitment toward the environment. The construction of this facility would provide TWA and other area communities, a long-term sustainable beneficial reuse of these waste materials."

Mr. Kasmoch concluded: "The Company and its management believe our processes are the best solution for our environment as all eyes are focused on sustainable conservation of natural resources."

About N-Viro International (www.nviro.com)

N-Viro International is an environmental and materials operating company that owns patented technologies to convert various types of waste into beneficial alternative fuel products, including the renewable biofuel N-Viro Fuel™ and N-Viro Soil™. Its renewable biofuel technology, N-Viro Fuel™, has received alternative energy status from the U.S. Environmental Protection Agency, which qualifies the technology for renewable energy incentives. N-Viro International operates processing facilities independently as well as in partnership with municipalities.

Special Cautionary Note Regarding Forward-Looking Statements

This press release contains forward looking statements. N-Viro cautions that statements containing words such as 'expects,' 'estimates,' 'anticipates,' 'believes' and 'may,' as well as similar words and expressions used herein, identify and refer events that may or may not occur in the future. These forward-looking statements and the matters to which they refer are subject to considerable uncertainty that may cause actual results to be materially different from those described herein. For example, the entry into an MOU with the Toho Water Authority is subject to the satisfaction of certain conditions, including, but not limited to, acceptable engineering and cost analysis for the building and operation of a facility and the negotiation and execution of final binding agreements relating to the project. Further, the success and profitability of the project would depend on the actual revenues and expenses of the Company, which may differ from the Company's estimates. Factors that may cause expenses to differ from the Company's expectations include, fuel and transportation costs, labor costs and costs relating to the treatment and processing of the biosolids and creation of the N-Viro fuel. Additional information about these and other factors that may cause actual results to differ from those expressed in the forward-looking statements are contained in the Company's reports, including its Annual Report on Form 10-K for the year ended December 31, 2008, and other filings with the Securities and Exchange Commission. The Company assumes no obligation to update forward-looking statements to reflect actual results, changes in assumptions or changes in other factors affecting forward-looking information except to the extent required by applicable securities laws.