Solar Thin Films, Inc.

Current Disclosure Report

June 4, 2013

PART A General Company Information

Item 1 The Name of Issuer

The name of the issuer is Solar Thin Films, Inc. (the "Company"). The following is a history of the Company with respect to changes in its name. See the section entitled "History and Development" for a full history of the Company.

The Company was originally organized as a New York Corporation under the name Alrom Corp. on June 22, 1988.After a merger in December 1991, the Company reincorporated pursuant to the laws of the State of Delaware under the name American United Global Inc.

In June 2006, the Company changed its name from American United Global Inc. to Solar Thin Films, Inc.

The Company is the surviving entity of a merger transaction which occurred on June 30, 2009 with Solar Thin Power, Inc., a Delaware corporation, pursuant to which it retained the name "Solar Thin Films, Inc."

Item 2 The Address of the Issuer's Principal Executive Offices

Solar Thin Films, Inc.
448 N Cedar Bluff Road, Suite 186
Knoxville, Tennessee 37923
Telephone No.: (516) 443-0466
Facsimile No.: (516) 620-0605
Website: www.solarthinfilms.com

Item 3

The Jurisdiction and Date of the Issuer's Incorporation

Solar Thin Films, Inc., a Delaware corporation, was initially organized on June 22, 1988 under the name Alrom Corp. as a New York Corporation. The Company reincorporated in December 1991 in the State of Delaware under the name American United Global, Inc. In June 2006, the Company changed its name to Solar Thin Films, Inc.

Transfer Agent Information

The Company's transfer agent is Corporate Stock Transfer, Inc. Corporate Stock Transfer is registered under the Securities and Exchange Act of 1934, as amended, and is regulated by the Securities and Exchange Commission.

Corporate Stock Transfer, Inc.
3200 Cherry Creek South Drive, Suite 430
Denver, CO 80209
Telephone: (303) 282-4800

Item 4

ISSUANCE HISTORY

The following are the securities issued by the Company, including cancellations, in the past two years pursuant to section 4(2) of the Securities Act of 1933, as amended:

A. On April 29, 2011, the Company issued 128,000 shares to Westrock Advisors, Inc. and 512,000 shares to William H. Coons in consideration for consulting services provided to the Company.

B. On July 27, 2011, the Company cancelled the issuance of 1,000,000 shares to Jeffrey S. Firestone which had been issued pursuant to a consulting agreement dated October 18, 2010.

C. On August 12, 2011, the Company issued 12,000,000 shares of Common Stock to Robert M. Rubin Stock as compensation with respect to the services he provided to the Company between January 1, 2009 and December 31, 2010.

D. On September 19, 2011, the Company issued 3,000,000 shares to DOED Corp. pursuant to a Conversion Agreement dated August 24, 2011 in partial satisfaction of a portion of a $500,000 loan made by DOED Corp. to the Company.

E. On September 20, 2011, the Company issued 1,500,000 shares to Breckenridge Associates, Inc. pursuant to a Conversion Agreement dated August 24, 2011 in partial satisfaction of an assigned portion of a $500,000 loan made by DOED Corp. to the Company. Breckenridge Associates Inc. thereafter assigned 1,250,000 shares to Brigadier Investment Group, LLC.

F. On September 28, 2011, the Company issued 1,500,000 shares to Breckenridge Associates, Inc. pursuant to a Conversion Agreement dated August 24, 2011 in partial satisfaction of an assigned portion of a $500,000 loan made by DOED Corp. to the Company. Breckenridge Associates Inc. thereafter assigned 1,250,000 shares to Astania Investments Limited..

G. On October 4, 2011, the Company issued 2,000,000 shares to Arnold Silver pursuant to a Conversion Agreement dated September 14, 2011 in partial satisfaction of an assigned portion of a $125,000 loan made by Joseph Mermelstein to the Company.

H. On October 10, 2011, the Company issued 1,500,000 shares to Elizabeth Rosenfeld pursuant to a Conversion Agreement dated August 24, 2011 in partial satisfaction of an assigned portion of a $500,000 loan made by DOED Corp. to the Company.

I. On October 27, 2011, the Company issued 2,000,000 shares to Breckenridge Associates, Inc. pursuant to a Conversion Agreement dated August 24, 2011 in partial satisfaction of an assigned portion of a $500,000 loan made by DOED Corp. to the Company.

J. In or about September, 2012, the Company agreed to issue 11,300 shares of Series C Preferred stock to several investors for an aggregate investment of $11,300

K. On October 16, 2012, the Company issued 35,000,000 shares of Common Stock to the Rubin Family Irrevocable Marital Trust as satisfaction of $35,000 of a loan made to the Company.

L. As of April 30, 2013, the Company agreed to issue 30,000,000 shares to the stockholders of QRT pursuant to the acquisition of QRT by the Company.

Item 5

Closing of Acquisition Agreement

Solar Thin Films, Inc. ("STF", "We", "Us", "Our" or the "Company"), a Delaware corporation, entered into an Acquisition Agreement dated April 26, 2013 (the "Acquisition Agreement") with Quality Resource Technologies, Inc. ("QRT"), a Delaware corporation, and stockholders owning approximately ninety-five (95%) percent of its issued and outstanding shares. Pursuant to the Acquisition Agreement, STF shall acquire one hundred (100%) percent of the issued and outstanding common shares of QRT (the "QRT Shares") from the stockholders of QRT (the "QRT Stockholders") in exchange for thirty million (30,000,000) shares of the common stock of the Company, constituting approximately 50% of the Company's Common Stock issued and outstanding as of the Closing taking into account the issuance of approximately thirty million (30,000,000) shares with respect to the conversion of certain outstanding debt and other purposes.

As of April 30, 2013, STF has acquired approximately ninety-five (95%) percent of the QRT Shares and STF contemplates acquiring the balance of the QRT Shares within 30 days after the execution of the Acquisition Agreement. If STF shall not receive the approval of the remaining 5% of the QRT Shares, STF shall own 95% of the QRT Shares or, if STF shall receive the approval of stockholders owning greater than 95% but less than 100% of the QRT Shares, then such percentage of the QRT Shares as are owned by stockholders who have approved the Acquisition Agreement. Furthermore, if STF shall not receive the approval of shareholders owning the remaining 5% of the QRT Shares, the stockholders of QRT shall own an amount of shares of STF as shall be proportionate to the number of shares which has approved the Acquisition. In addition, if STF shall receive the approval of shareholders owning less than 100% of the QRT Shares, then the QRT Stockholders shall own less than 30,000,000 shares of QRT. Pursuant to the Acquisition Agreement and upon the approval of the Acquisition Agreement by all of the QRT stockholders, QRT shall become a wholly-owned subsidiary of the Company.

Pursuant to the Acquisition Agreement, certain of the QRT Stockholders received a number of shares of STF which is disproportionate to the amount of shares they owned of QRT. STF intends that such shareholders will consent to the receipt of such disproportionate number of shares of STF.

Prior to the closing with respect to the Acquisition Agreement on April 30, 2013 (the "Closing"), on March 25, 2013, STF decreased the number of issued and outstanding shares of STF by implementing a 1-for-500 reverse stock split (the "Reverse Stock Split"). Pursuant to the Reverse Stock Split, (1) any fractional shares equal to or greater than one-half of one share were rounded up to the nearest whole share and (2) any fractional shares less than one-half of one share were rounded down. After the Reverse Stock Split and prior to the Closing, STF had approximately one hundred eighty six thousand (186,000) shares of Common Stock issued and outstanding.

In December, 2012, STF arranged for a loan by Aldercreek Capital, LLC ("Aldercreek") to QRT of the sum of twenty-five thousand ($25,000) dollars. In March, 2013, STF arranged for a loan by Aldercreek to QRT of an additional twenty-five thousand ($25,000) dollars. In connection with the Closing, Aldercreek has agreed to loan to STF the additional sum of one hundred fifty thousand ($150,000) dollars, of which seventy-five thousand ($75,000) dollars of which was loaned on May 1, 2013 and seventy-five thousand ($75,000) dollars of which shall be loaned in the near future.

In connection with the Closing, certain stockholders of STF, including Robert M. Rubin and certain other individuals and parties who are converting debt into Common Stock entered into separate Voting Agreements dated April 30, 2013 (the "Voting Agreement"), pursuant to which they agreed to assign all voting rights in all shares of STF stock they owned (the "STF Shares") to James Solano, the President and CEO of QRT. Such assignment of voting rights does not apply to (1) the sale of securities of STF; (2) the merger of STF; (3) the declaration of dividends; (4) the liquidation of STF; (5) the dissolution of STF; and (6) STF filing for bankruptcy. Upon the sale of the STF Shares which are subject to the Voting Agreement to a third party in the open market, the STF Shares being sold shall no longer be subject to the Voting Agreement.

On April, 30, 2013, immediately after to the Closing, the following directors were appointed to STF's Board of Directors:

1. James J. Solano, Jr. (Chairman).
2. Robert Knauss
3. Ingrid Solano

After the Closing, Robert M. Rubin, the sole director, President and CEO of STF, resigned from all three positions and James Solano and Louis Kraft were appointed by STF's Board of Directors as the President and Chief Executive Officer and the Chief Financial Officer, respectively, of STF pursuant to the Acquisition Agreement.

Upon the issuance of shares of STF Common Stock pursuant to the sale of STF's Common Stock, the number of shares of STF Common Stock owned by the QRT Stockholders shall be increased to maintain the QRT Stockholders' fifty (50%) percent ownership of STF Common Stock. For example, if five hundred thousand (500,000) newly issued shares of STF Common Stock are issued pursuant to sale of STF's Common Stock, five hundred thousand (500,000) newly issued shares of STF Common Stock shall be issued to the QRT Stockholders.

If the amount raised within one hundred eighty (180) days after the closing of the Acquisition Agreement is less than three million ($3,000,000) dollars, the QRT Stockholders shall receive ten million (10,000,000) newly issued shares for each five hundred thousand ($500,000) dollars by which the total amount raised is less than three million ($3,000,000) dollars. The exact number of additional shares to be issued to the QRT Stockholders shall be determined by multiplying ten million (10,000,000) shares by a fraction, the numerator of which shall be three million ($3,000,000) dollars minus the amount of money raised and the denominator of which shall be five hundred thousand ($500,000) dollars.

If (1) the QRT Stockholders either have received additional shares or are entitled to receive additional shares pursuant to the Acquisition Agreement and (2) additional monies are raised after the date which is one hundred eighty (180) days after the closing, the number of additional shares of STF Common Stock issued or to be issued to the QRT Stockholders pursuant to the Acquisition Agreement shall be reduced. The exact number of the reduction of such shares shall be determined by multiplying ten million (10,000,000) shares by a fraction, the numerator of which shall be the additional monies which are raised after the date which is one hundred eighty (180) days after the closing, and the denominator of which shall be five hundred thousand ($500,000) dollars.

If the QRT Stockholders have received additional shares of STF Common Stock pursuant to the Acquisition Agreement and additional monies are raised after the date which is one hundred eighty (180) days after the Closing, the QRT Stockholders shall return to STF the additional shares of STF Common Stock received utilizing the formula set forth in the preceding paragraph.

STF contemplates that additional shares shall be issued in connection with debt conversions so that there shall be an aggregate of approximately 60,000,000 shares issued and outstanding. Approximately thirty million (30,000,000) shares are contemplated to be issued in connection with such debt conversions and other purposes. There can be no assurance that such debt conversions or other issuances of STF shares shall occur. The failure of such debt conversions and/or other issuances to occur may have a material adverse effect upon STF's business, results of operations and financial condition and may reduce its ability to continue to conduct business operations.

The Acquisition Agreement contains customary terms and conditions for a transaction of this type, including representations, warranties and covenants.

SOLAR THIN FILMS, INC.
CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS
(unaudited)

		Three Months ended March 31, 2013
CASH FLOWS FROM OPERATING ACTIVITIES:		
Net income (loss)	$	(142,716)
Adjustments to reconcile net loss to net cash used in operating activities:		0
		0
(Increase) decrease in:		0
Accounts receivable		0
Inventory		0
Advances and other current assets		0
Increase (decrease) in:		
Accounts payable and accrued liabilities		0
Advances received from customers		0
Deferred revenue	$	0
Net cash used in operations		
CASH FLOWS FROM FINANCING ACTIVITIES:		
Proceeds from advances-related party		0
(Payments) proceeds from notes payable		0
Net cash provided (used in) by financing activities:		0
Effect of currency rate change on cash		0
Cash held in escrow		10,979
Net (decrease) increase in cash and cash equivalents		(5,979)
Cash and cash equivalents at beginning of period		10,979
Cash and cash equivalents at end of period		5,000
SUPPLEMENTAL DISCLOSURES OF CASH FLOW INFORMATION:		
Cash paid during the period for interest	$	0
NON CASH INVESTING AND FINANCING ACTIVITIES:		
Common stock issued as deferred compensation		0
Stock based compensation		0

Item 6

DESCRIPTION OF OUR BUSINESS

Forward Looking Statements

Some of the statements and information presented in this Current Disclosure Report may contain projections or other forward-looking statements regarding future events or the future financial performance of the Company. These statements are based upon management's current expectations or beliefs. These projections and forward-looking statements are not a guarantee of performance and are subject to a number of uncertainties and other factors, many of which are outside of the Company's control, which could cause actual events to differ materially from those expressed or implied by our projections or forward-looking statements. The most important factors which could prevent the Company from achieving its stated goals include, but are not limited to, the following: the current uncertainty in the global financial markets and the global economy, a lack of market acceptance of shipping containers made of Fiber Reinforced Plastics ("FRP" or "Composites") and temporary and permanent housing units using basic FRP shipping containers as the basic structure, a discontinuation of the development and expansion of the market for renewable energy products based upon Vulcan FRP panels, and disruptions in the financial markets which could affect the Company's ability to obtain additional financing. Additional factors include, but are not limited to, the Company's ability to do the following: Locate strategic partners for the manufacture of its products, develop effective business support systems, develop new services which meet customer demands and generate acceptable margins, defend intellectual property and proprietary rights, adapt to rapid technological changes which lead to further competition, attract and retain qualified management and other personnel, successfully integrate future acquisitions, and meet all of the terms and conditions of debt obligations.

We also refer you to other documents which the Company files from time to time with OTC Markets. These documents identify important risk factors which could cause the actual results to differ materially from those contained in our projections and forward-looking statements.

This report, together with other statements and information publicly disseminated by the Company, contain certain forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended. Except as otherwise required by the federal securities laws, the Company is under no obligation and expressly disclaims any obligation or undertaking to publicly release any updates or revisions to any forward-looking statement contained in this report, whether as a result of new information, future events or otherwise.

History and Development

Solar Thin Films, Inc. (SIC: 5082, Fiscal Year end: December 31)

History

The Company was initially organized as a New York corporation on June 22, 1988 under the name Alrom Corp. ("Alrom"), and completed an initial public offering of securities in August 1990. Alrom effected a statutory merger in December 1991, pursuant to which Alrom was reincorporated in the State of Delaware under the name American United Global, Inc. American United Global, Inc. provided computer software and networking services as well as telecommunications products and services and its distribution division sold, serviced and leased, as a retail distributor, light and medium-sized construction equipment, parts and other products manufactured principally by Case Corporation.

In June 2006, the Company changed its name from American United Global Inc. to Solar Thin Films, Inc. In August 2007, the Company began conducting operations focused on delivering turnkey manufacturing solutions that enabled its customers to produce thin film solar modules for large scale power applications via its wholly owned subsidiary Kraft Elektronikai Zrt ("Kraft"). However, in 2009, Kraft was dissolved. The Company is the surviving entity of a merger transaction which occurred on June 30, 2009 with Solar Thin Power, Inc., a Delaware corporation.

In 2007, the Company formed a subsidiary, Solar Thin Power, Inc. pursuant to the laws of the State of Delaware. Solar Thin Power was to engage in developing power projects. It owned a 15% interest in CG Solar Company Limited, the Company's joint venture in China (and agreed to purchase another 5%), and was in preliminary discussions with other prospective joint venture partners with respect to marketing and financing of various power projects.

In 2007 and 2008, Solar Thin Power received an aggregate of $3,498,396 of financing from ten unaffiliated investors who purchased Common Stock of Solar Thin Power at $0.50 per share. Approximately $1,500,000 of the proceeds of such financing was used by Solar Thin Power to acquire a 20% minority interest in CG Solar and the balance of such proceeds were loaned to the Company for working capital. Under the terms of the transaction, if Solar Thin Power was not a publicly traded corporation by June 2009, the investors in Solar Thin Power had the right to require the Company to repurchase half of their portion of their minority equity in Solar Thin Power for $1,767,500. This obligation was eliminated with the merger of Solar Thin Power into the Company effective June 30, 2009 (the "Solar Thin Power Merger").

At the time of the Solar Thin Power Merger, an aggregate of 64,403,333 shares of Solar Thin Power were issued and outstanding, of which the Company owned 43,000,000 shares or 66.77% of Solar Thin Power common stock, and stockholders of Solar Thin Power, other than the Company, owned an aggregate of 21,403,333 shares of the 64,403,333 outstanding shares of Solar Thin Power common stock. The Company consummated an Agreement and Plan of Merger dated effective June 30, 2009 pursuant to which Solar Thin Power was merged with and into the Company. Following the consummation of the Solar Thin Power Merger, effective June 30, 2009, Solar Thin Power operated as a division of the Company seeking to facilitate power projects and joint ventures designed to provide solar electricity using thin film a-Si solar modules until such business was discontinued in 2010.

As disclosed in the Form 8-K filed with the SEC on April 7, 2009, the Company and Kraft entered into a restated share exchange agreement with BudaSolar Technologies Co. Ltd. ("BudaSolar") and its shareholders on April 3, 2009. Pursuant to the terms of the agreement, the BudaSolar shareholders were to have acquired a 49% equity interest in Kraft, in exchange for transferring 100% of the BudaSolar equity to Kraft. Such agreement was subject to the satisfaction of certain closing conditions, including the Company's repayment of all outstanding June 2006 convertible notes in order to secure the release of the shares of Kraft pledged as security to the June 2006 note holders.

From 2009 until the end of 2010, when Kraft was dissolved, BudaSolar provided technical expertise and support to Kraft. The Company discontinued its relationship with BudaSolar.

The Company discontinued its then operations with respect to turnkey manufacturing solutions for the production of thin film solar modules as of September 30, 2010, but continued to investigate and negotiate for solar energy-related acquisitions.

As disclosed in the Form 8-K filed with the SEC on November 29, 2010, we had reached an agreement with 2Cor9 not to proceed with our July 21, 2010 Stock Purchase Agreement and to explore a Joint Venture arrangement for the creation of solar farms. As disclosed in the Form 8-K filed with the SEC on November 29, 2010, on November 22, 2010 we received a notice of termination from the principals of 2Cor9 Energy, LLC and on November 23, 2010 we agreed to rescind the agreement.

As disclosed in the Form 8-K filed with the SEC on November 29, 2010, on November 28, 2010 we had signed a letter of intent with One Globe Renewables, LLC of Colorado to enter into a formal joint venture agreement for the development, financing, construction and syndication of solar power projects in the United States and elsewhere. The letter of intent was later terminated and the joint venture agreement was never entered into.

As disclosed in the Form 8-K filed with the SEC October 20, 2011, we had issued a press release on October 17, 2011 stating that certain entities (the "Entities") had entered into agreements with three of our largest creditors granting each of the Entities an option to purchase the debt which was owed to said creditors by us. We remain liable for full payment of the principal, interest and all obligations pursuant to our indebtedness to our creditors for that portion of the indebtedness with respect to which the option is not exercised. In addition, with respect to two of such creditors, we remain liable for the payment of any portion of our indebtedness if the consideration for the option is not paid to the creditor regardless of whether such option is exercised. It should be noted that the Company intends to convert such debt into Common Stock of the Company, although there can be no assurance that such debt conversions shall occur.

In 2011, the Company shifted its focus from turnkey facility production, to the establishment and management of solar farms domestically and internationally, in countries such as Canada, Israel, and other countries with high feed-in tariffs.

As disclosed in our press release dated January 5, 2012, we appointed Shlomo Ariel as President and Director as well as Adiv Baruch as Chairman of our then wholly-owned subsidiary, Cenergy Global Corp. ("Cenergy"), which intended to engage in the development and syndication of solar power projects. Cenergy never commenced operations.

On April 30, 2013, the Company closed on the Acquisition Agreement to acquire of 100% of the outstanding securities of QRT

STF has not been involved in any bankruptcy, receivership or similar proceeding.

Quality Resource Technologies, Inc. (SIC: 3089, Fiscal year end: June 30)

QRT IS A DEVELOPMENTAL STAGE COMPANY AND DOES NOT HAVE ANY CURRENT OPERATIONS. THE DISCUSSION UNDER "PROPOSED OPERATIONS" DETAILS WHAT QRT INTENDS TO DO ONCE OPERATIONS COMMENCE. THERE CAN BE NO ASSURANCE AS TO WHEN OPERATIONS WILL COMMENCE OR ONCE COMMENCED IF QRT'S OPERATIONS WILL CONFORM TO ITS EXPECTATIONS OR THE DESCRIPTION HEREIN CONTAINED. COMMENCEMENT OF OPERATIONS WILL DEPEND UPON THE ABILITY OF QRT TO OBTAIN FINANCING WHICH IT INTENDS WILL BE ARRANGED BY STF AS DISCUSSED IN THIS CURRENT DISCLOSURE REPORT, ACCEPTANCE OF ITS PRODUCTS BY THE MARKET AND THE ABILITY TO MANUFACTURE AND FABRICATE ITS PRODUCTS IN A PROFITABLE MANNER.

Principal Products.

Once operational, QRT, will focus on three basic products, shipping containers made of Fiber Reinforced Plastics ("FRP" or "Composites"), temporary and permanent housing units using basic FRP shipping containers as the basic structure and renewable energy products based upon our Vulcan FRP panels.

Shipping Containers

The vision of QRT is to continue the development of and to manufacture to sell innovative light-weight fiber reinforced shipping containers, storage units and living "Qubes". QRT will develop, manufacture and market its light weight container systems that are superior to steel containers currently on the market. The use of FRP will reduce the weight of the container itself and provide an opportunity for a bigger payload. Use of FRP will also extend the life of the containers themselves by using weather resistant materials. The structural strength and life of FRP has been well established and is currently being used in very complex (and higher performance demand) products such as aircraft, spacecraft and industrial products.

In addition, the standard containers made by QRT will add to production "knock-down or foldable" containers which it is expected, will increase fourfold the amount of "empties" that can be returned in comparison to conventional rigid steel containers. QRT's management believes that containers made from Composites have the following benefits over traditional steel containers:

• Longer Useful Life. Composite containers can have a useful life of close to double the useful life of a steel container.

• Lighter in Weight. A composite container is up to 40 percent lighter in weight than a steel container. This lower weight translates into the ability to transport a greater pay-load per trip.

• Ease of Repair. Composite containers can be repaired in the field, as opposed to being withdrawn from operation and taken to a repair facility. This ability to repair onsite can save considerable downtime for the container and thereby may translate into greater operating efficiencies. The costs for these repairs are also much less than they would be for steel containers.

• Fuel Savings When Transported. Generating a smaller carbon footprint, The fold-down version will allow 10 units to be returned on one flatbed trailer significantly increases fuel savings while a comparable container would require five flatbeds to do a similar backhaul.

QRT intends to target the following markets:

- Product shipping;
- Specialized Waste shipping;
- Storage System business; and
- Housing Systems (see below).

Housing Units

QRT's management believes that there exists a worldwide market for temporary and permanent safe and sanitary housing units, (Modular), which can be put in place quickly and efficiently in response to disruptive events such as hurricanes, earthquakes and other acts of nature. This market will best be met by developing housing units which are made of strong lightweight materials which can be quickly deployed in an efficient manner, are easy to assemble and exhibit a strong resistance to weather and the elements.

QRT's management believes that using the same basic methods as the containers made of Composites, FRP, is a simple conversion into a housing unit. The basic "box" will be enhanced with molded partitions, windows, efficient toilet and sanitary facilities, as well as slide out sections to add additional square footage to the basic unit.

Renewable Energy Projects

Renewable energy projects are complementary and compatible with QRT's composite business. QRT intends to enter the sustainable and green energy market in alternative energy such as solar power. Strong project interest is developing in the Caribbean. Solar power has been available for in excess of 10 years on the open market. QRT's management believes that the use of Solar Film in its FRP "Vulcan panels" will provide the power to operate the RFI and power the modular Living Qubes manufactured by QRT.

QRT intends that the combination of lowering fuel import costs, increasing electrical generation capacity, and the significant positive effect upon national economics and the environments of reducing greenhouse gases shall be the driving forces behind the Research and Development within QRT.

QRT has been in contact with various Federal Agencies such as Overseas Private Investment Corporation, (OPIC), EXIM and others to seek funding of several projects under development by QRT.

This project includes a Municipal Recycling Facility (MRF) for collecting, sorting, and recycling waste. The Municipal Recycling Facility (MRF) processes the fuel that will be incinerated to generate electricity and the rest is recycled profitably. The vision of QRT is to establish this first waste to energy plant and reproduce it many times over in the Caribbean and underdeveloped nations.

It is intended that QRT shall procure equipment from companies such as General Electric and Siemens. It is anticipated that Auburn University will provide an Environmental Impact Statement.

Solar projects are part of the total renewable energy solution and part of QRT's vision. QRT will have expertise that will be provided by in-house engineering expertise to design, install, and lease solar power systems to commercial and residential customers. As part of QRT's intended expansion into renewable energy, QRT is designing a program to bring the solar systems that will reduce the need to build large fossil fuel facilities. This will help reduce demand during peak use periods and reduce needs to increase output using fossil fuels. The program will be designed as a leasing facility. This will reduce the initial capital cost outlays for end users and make the solar systems more widely available. The leasing project is intended to involve QRT working with a financial institution that receives loan guarantees from a US AID agency to support a leasing program.

Larger municipal solar projects are planned to provide energy to the national grid of several Caribbean and underdeveloped nations.

Research and Development

QRT is committed to establishing and investing in researching and development prototypes of QRT’s products. Once operations have commenced and financing has been obtained, QRT intends to establish a larger research and development department to enhance its products and product lines. The results of that research and development will be contributed to QRT.

Patents

QRT has no patents for its products. Rather it intends to acquire the rights to all intellectual property necessary for its products from the James Solano Family Trust, pursuant to an exclusive license agreement which has not yet been finalized. QRT anticipates that it will be able to acquire the necessary patents and intellectual property on terms favorable to QRT and competitive with similar patent licenses. There can be no assurance that QRT will be able to acquire the rights to all intellectual property necessary for its operations on reasonable terms or at all. The failure to acquire all the necessary patents and intellectual property for its operations will have a material adverse effect upon the Company's business, results of operations and financial condition and may reduce its ability to continue to conduct business operations.

Government Regulation

Management believes that QRT is not subject to any specific governmental regulation due to the nature of its intended business.

Competition

QRT’s competition with respect to our shipping container business includes primarily metal container manufacturers. QRT’s competition with respect to our housing unit business includes various and varied manufacturers of temporary and pre-fabricated housing units. QRT’s competition with respect to our decking and composite materials business includes many composite material manufacturers. Each of such competitors in each of such markets, have substantial advantages over QRT in terms of history, established customer base, financing and marketing potential. QRT hopes to compete on the basis of (1) innovative quality with respect to its shipping container business, (2) greater efficiency in terms of shipping assembly and maintenance with respect to its housing units business and (3) price with respect to its decking and composites business.

INTELLECTUAL PROPERTY

QRT intends to acquire the rights to all patents and intellectual property necessary for its operations from the James Solano Family Trust, pursuant to an exclusive license agreement which has not yet been finalized. QRT anticipates it will be able to acquire the necessary patents and intellectual property on terms favorable to QRT and competitive with similar patent licenses. There can be no assurance that QRT will be able to acquire the rights to all intellectual property necessary for its operations on reasonable terms or at all. The failure to acquire all the necessary patents and intellectual property for its operations will have a material adverse effect upon the Company's business, results of operations and financial condition and may reduce its ability to continue to conduct business operations.

RISK FACTORS

An investment in our common stock is risky. You should carefully consider the following risks, as well as the other information contained in this Current Disclosure Report, before investing. If any of the following risks actually occurs, our business, business prospects, financial condition, cash flow and results of operations could be materially and adversely affected. In this case, the trading price of our common stock could decline, and you might lose part or all of your investment. We may amend or supplement the risk factors described below from time to time by other reports we file with OTCMarkets or with the SEC in the future.

Risks Related to the Financial Condition of STF and QRT

Unless we obtain additional equity or financing, there is substantial doubt about our ability to continue as a going concern, which may hinder our ability to obtain future financing.

STF's financial statements as of December 31, 2012 were prepared under the assumption that we will continue as a going concern. Our ability to continue as a going concern ultimately is dependent upon our ability to obtain additional equity or debt financing, attain further operating efficiencies and, ultimately, to achieve profitable operations. STF's financial statements do not include any adjustments that might result from the outcome of this uncertainty.

We have a significant working capital shortage; are currently in default in payment of approximately $2 million of indebtedness (plus redemption penalties and accrued interest) which became due in 2009, and accounts payable and accrued liabilities of approximately $2.75 million that are also due, and may face litigation or even bankruptcy if we are unable to meet or restructure our obligations.

As of December 31, 2012, the Company's consolidated current liabilities exceeded its consolidated current assets by $ 2,762,972.51. The Company anticipates that it will pay off its accrued liabilities through debt conversions or the issuance of stock.

See the Company's Annual Report and Annual Report – Supplemental Information, each filed with OTC Markets on February 14, 2013 for more information including, but not limited to, details with respect to the Company's working capital shortage and indebtedness.

Our subsidiary, QRT needs to raise significant additional capital which may not be available on acceptable terms or at all.

In addition to the indebtedness and other obligations of STF, our QRT subsidiary requires additional capital to meet its expansion plans. There is no assurance that such additional financing will be obtained on commercially reasonable terms, if at all.

If adequate funding is not available on acceptable terms, QRT may be unable to develop or enhance its products or take advantage of its acquisition opportunities, either of which could have a material adverse effect upon the Company's business, results of operations and financial condition and may reduce our ability to continue to conduct business operations. Any additional equity or equity-type financing (including the issuance of convertible securities or warrants) will likely involve substantial dilution to our then existing stockholders

We have a history of losses, expect to incur substantial further losses and may not achieve or maintain profitability in the future, which may decrease the market value of our stock.

The Company has reported a loss from operations of $3,862,418 and $219,590.40 for the years ended December 31, 2012 and 2011, respectively.

The Company has suffered operating losses and negative cash flows from operations since inception and, at December 31, 2012, the Company had an accumulated deficit of $34,734,242. There can be no guarantee that we can achieve or sustain profitability on a quarterly or annual basis in the future. If revenues grow more slowly than we anticipate, or if operating expenses exceed our expectations or cannot be adjusted accordingly, we will continue to incur losses. We will continue to incur losses until we are able to establish significant sales. Our possible success is dependent upon the successful development and marketing of our products, as to which there is no assurance. Any future success that we might enjoy will depend upon many factors, including factors out of our control or which cannot be predicted at this time. These factors may include changes in or increased levels of competition, including the entry of additional competitors and increased success by existing competitors, changes in general economic conditions, increases in operating costs, including costs of supplies, personnel, marketing and promotions, reduced margins caused by competitive pressures and other factors. These conditions may have a materially adverse effect upon us or may force us to reduce or curtail operations. In addition, we will require additional funds to sustain and expand our sales and marketing activities, particularly if a well-financed competitor emerges. There can be no assurance that financing will be available in amounts or on terms acceptable to us, if at all. The inability to obtain sufficient funds from operations or external sources would require us to curtail or cease operations after they commence.

Our revenues and operating results are likely to fluctuate significantly.

As a result of our shift in focus from solar energy to other businesses including, but not limited to, FRP shipping containers, temporary and permanent housing units using basic FRP shipping containers as the basic structure and renewable energy products based around Vulcan FRP panels, and the rapidly changing nature of the markets in which the Company competes, our quarterly and annual revenues and operating results are likely to fluctuate from period to period. These fluctuations may be caused by a number of factors, many of which are beyond our control. These factors include the following, as well as others discussed elsewhere in this section:

- how and when we introduce new products and services and enhance our existing products and services;
- our ability to attract and retain new customers and satisfy our customers' demands;
- the timing and success of our brand-building and marketing campaigns;
- our ability to establish and maintain strategic relationships;
- our ability to attract, train and retain key personnel;
- the emergence and success of new and existing competition;
- varying operating costs and capital expenditures related to the expansion of our business operations and infrastructure, domestically and internationally, including the hiring of new employees;
- changes in the mix of products and services that we sell to our customers;
- costs and effects related to the acquisition of businesses or technology and related integration; and
- costs of litigation and intellectual property protection.

In addition, because the market for our products and services is relatively new and rapidly changing, it is difficult to predict future financial results.

For these reasons, you should not rely on period-to-period comparisons of our financial results, if any, as indications of future results. Our future operating results could fall below the expectations of public market analysts or investors and significantly reduce the market price of our common stock. Fluctuations in our operating results will likely increase the volatility of our stock price.

Risks Related to STF’s and QRT’s Current Business Operations

STF presently has no active operations and its operating subsidiary, QRT, has generated limited revenues and it may never achieve profitability.

STF has continued to investigate and negotiate for solar energy-related acquisitions since discontinuing its then operations as of September 30, 2010. STF’s majority-owned subsidiary, QRT, has generated limited revenues of $6,000 and $53,981.52 for the years ended December 31, 2012 and December 31, 2011, respectively, and QRT incurred losses from operations of $3,321 and $26,640 for the years ended December 31, 2012 and 2011, respectively. QRT’s future existence is dependent upon management’s ability to develop profitable operations and resolve its liquidity problems. We cannot assure you that the Company can achieve or sustain profitability in the future. QRT’s operations are subject to the risks and competition inherent in the establishment of a business enterprise. There can be no assurance that future operations will be profitable. Revenues and profits, if any, will depend upon various factors, including whether our products will achieve market acceptance. The Company may not achieve its business objectives and the failure to achieve such goals would have a seriously adverse impact on QRT. These matters raise substantial doubt about the Company's ability to continue as a going concern.

We are required to raise additional capital to support our QRT operating subsidiary

Our operating subsidiary QRT requires additional working capital to produce light-weight fiber reinforced shipping containers, storage and housing units. There can be no assurance that the Company will be able to provide such working capital from third party financing. Although the Company is actively seeking financing, given the current market price of the Company's Common Stock, raising equity or equity related capital may be difficult if not impossible. In addition, even if the Company is able to raise such financing, it may not be on attractive terms, and will likely result in significant dilution of the equity interests of the Company's existing stockholders.

Evaluating our business and future prospects may be difficult due to the rapidly changing market landscape.

There is limited historical information available about our company upon which you can base your evaluation of our business and prospects.

The market we are entering is rapidly evolving and is experiencing technological advances and new market entrants. Our future success will require us to successfully produce and market our products, and our business model and technology are unproven. Moreover, QRT has limited experience upon which to predict whether it will be successful. As a result, you should consider its business and prospects in light of the risks, expenses and challenges that we will face as an early-stage company seeking to develop and manufacture new products in a growing and rapidly evolving market.

QRT's future success substantially depends upon QRT's ability to build its manufacturing capacity through the development of manufacturing facilities. QRT may be unable to achieve its capacity goals as a result of a number of risks, which would limit its growth potential, impair its operating results and financial condition and cause its stock price to decline.

QRT's future success depends upon its ability to build its manufacturing capacity through the development of manufacturing facilities. If it is unable to do so, it may not be able to achieve the production volumes and per unit costs that will allow it to meet customer demand, maintain its competitive position and achieve profitability. QRT's ability to develop additional manufacturing facilities is subject to significant risk and uncertainty, including:

- we may need to raise significant capital for QRT through the issuance of equity or convertible or debt securities in order to finance the costs of development of any additional facility, which we may be unable to do on reasonable terms or at all, and which could be dilutive to our existing stockholders;

- the build-out of any facilities will be subject to the risks inherent in the development of a new manufacturing facility, including risks of delays and cost overruns as a result of a number of factors, many of which may be out of our or QRT's control, such as delays in government approvals or problems with supplier relationships;

- QRT's manufacturing processes, particularly those for producing light-weight fiber reinforced shipping container, storage and housing units, are unproven and may prove difficult to implement in any facility; and

- if a facility is established internationally, QRT may encounter legal restrictions and liability, encounter commercial restrictions and incur taxes and other expenses to do so and otherwise be subject to the risks inherent in conducting business in a foreign jurisdiction as described elsewhere in this section.

If QRT is unable to develop and successfully operate manufacturing facilities, or if STF and/or QRT encounters any of the risks described above, STF and/or QRT may be unable to scale its business to the extent necessary to achieve profitability, which would cause STF and/or QRT's stock price to decline. Moreover, there can be no assurance that if QRT does build manufacturing capacity that it will be able to generate customer demand for its light-weight fiber reinforced shipping container, storage and housing units or that STF and/or QRT will increase revenues or achieve profitability.

QRT's light-weight fiber reinforced shipping container, storage and housing units may not gain market acceptance, which would prevent it from achieving increased sales and market share.

The development of a successful market for light-weight fiber reinforced shipping container, storage and housing units may be adversely affected by a number of factors, many of which are beyond QRT's control, including, without limitation:

- QRT's ability to market its services together with its equipment;
- QRT's failure to produce light-weight fiber reinforced shipping container, storage and housing units that competes favorably against companies electing to develop these facilities internally;
- QRT's failure to produce light-weight fiber reinforced shipping container, storage and housing units that compete favorably against conventional shipping container, storage and housing unit sources, on the basis of cost, quality and performance; and
- QRT's failure to develop and maintain successful relationships with strategic partners.

If QRT's light-weight fiber reinforced shipping container, storage and housing units produced by its facilities fail to gain market acceptance, QRT would be unable to increase its sales and market share and to achieve and sustain profitability.

Technological changes in the shipping container, storage and housing unit industries could render QRT's products uncompetitive or obsolete, which could reduce its market share and cause its sales to decline.

QRT's failure to produce competitive light-weight fiber reinforced shipping container, storage and housing units could cause its products to become uncompetitive or obsolete, which could reduce its market share and cause its sales to decline. The shipping container, storage and housing unit industry are rapidly evolving and competitive. QRT will need to invest significant financial resources in research and development to keep pace with technological advances in the light-weight fiber reinforced shipping container, storage and housing unit industry and to effectively compete in the future. QRT believes that a variety of competing light-weight fiber reinforced shipping container, storage and housing unit technologies are under development by other companies that could result in lower manufacturing costs or higher product performance than those it expects to offer. QRT's development efforts may be rendered obsolete by the technological advances of others and other technologies may prove more advantageous for the commercialization of light-weight fiber reinforced shipping container, storage and housing units.

QRT faces risks associated with the marketing, development and sale of our light-weight fiber reinforced shipping container, storage and housing units internationally, and if it is unable to effectively manage these risks, it could impair QRT's ability to build its business abroad.

To date, QRT has had minimal operations and revenues. Going forward QRT expects to seek to develop light-weight fiber reinforced shipping container, storage and housing units on an international basis. It will require significant management attention and financial resources to successfully develop QRT's international sales channels either internally or through outside agents. In addition, the marketing, development and sale of our products internationally could expose QRT to a number of markets with which it has limited experience. If QRT is unable to effectively manage these risks, it could impair QRT's ability to grow its business abroad. These risks include:

- difficult and expensive compliance with the commercial and legal requirements of international markets, with which we have only limited experience;
- inability to obtain, maintain or enforce intellectual property rights;
- encountering trade barriers such as export requirements, tariffs, taxes and other restrictions and

expenses, which could affect the competitive pricing of QRT's products;

- fluctuations in currency exchange rates relative to the United States dollar and foreign currencies;
- difficulty in recruiting and retaining individuals skilled in international business operations; and
- difficulty of enforcing revenue collection internationally.

We expect that a portion of QRT's international sales will be denominated in United States dollars. As a result, increases in the value of the United States dollar relative to foreign currencies would cause its products to become less competitive in international markets and could result in limited, if any, sales and profitability.

Furthermore, in the development of QRT's facilities in foreign markets, it may encounter legal restrictions, commercial restrictions and incur taxes and other expenses to market its products in certain countries. In addition, QRT may potentially forfeit, voluntarily or involuntarily, foreign assets due to economic or political instability in the countries where its local manufacturing facilities are located.

QRT may not be able to successfully develop and commercialize its light-weight fiber reinforced shipping container, storage and housing units which would result in continued losses and may require QRT to curtail or cease.

While QRT has made progress in the development of our light-weight fiber reinforced shipping container, storage and housing units, it has generated limited revenues and it is unable to project when it will achieve profitability, if at all. As is the case with any new technology, QRT expects the development process to continue. There can be no assurance that its engineering resources will be able to modify the product fast enough to meet market requirements. There can also be no assurance that QRT's product will gain market acceptance and that it will be able to successfully commercialize the technologies. The failure to successfully develop and commercialize the products passed their current stage would result in continued losses and may require QRT to curtail or cease operations.

Fixed-price contracts could subject QRT to losses in the event that it has cost overruns.

Substantially all of agreements with customers of QRT are based upon fixed-price contracts. In a fixed-price contract, the price is not subject to adjustment based on cost incurred to perform the required work under the contract. Therefore, QRT fully absorbs cost overruns on fixed-price contracts, thereby reducing its profit margin. Further risks associated with fixed-price contracts include the difficulty of estimating costs that are related to performance in accordance with contract specifications and the possibility of obsolescence in connection with long-term procurements. QRT may not be able to accurately estimate the costs of the components and materials that it uses to manufacture its products, because their prices have been, and QRT expects them to continue to be, subject to volatility. Also, any failure to anticipate technical problems, estimate costs accurately or control costs during performance of a contract can reduce QRT's profitability. Under fixed-price contracts, QRT may not be able to pass price and cost increases on to its customers, which could have an adverse effect upon its financial results.

QRT's future financial results are uncertain and its operating results may fluctuate, due to, among other things, consumer trends, seasonal fluctuations and market demand.

As a result of QRT's lack of operating history, it is difficult to accurately forecast its revenue and it has little historical financial data upon which to base planned operating expenses. QRT bases its current and future expense levels on its operating plans and estimates of future expenses. QRT's expenses are dependent in large part upon expenses associated with its proposed marketing expenditures and related overhead expenses, and the costs of hiring and maintaining qualified personnel to carry out our respective services. Sales and operating results are difficult to forecast because they will depend upon the growth of QRT's customer base, changes in customer demands based on consumer trends, the degree of utilization of QRT's advertising services as well as the mix of products and services sold. As a result, QRT may be unable to make accurate financial forecasts and adjust its spending in a timely manner to compensate for any unexpected revenue shortfall. This inability could cause QRT's net losses in a given quarter to be greater than expected.

We have few proprietary rights, the lack of which may make it easier for our competitors to compete against us.

We intend to protect our limited proprietary property through patent, copyright, trademark, trade secret, nondisclosure and confidentiality measures. Such protections, however, may not preclude competitors from developing similar products. Any inability to adequately protect our proprietary property could harm our ability to compete.

Our future success and ability to compete depends in part upon our proprietary property, our patents and our trademarks, which we attempt to protect with a combination of patent, copyright, trademark and trade secret laws, as well as with our confidentiality procedures and contractual provisions. These legal protections afford only limited protection and are time-consuming and expensive to obtain and/or maintain. Further, despite our efforts, we may be unable to prevent third parties from infringing upon or misappropriating our intellectual property.

STF and QRT depend upon the services of key executives and technical and other personnel, the loss of whom could materially harm STF and/or QRT's business or reduce STF and/or QRT's operational effectiveness.

Some of STF and/or QRT's senior executives are important to STF and/or QRT's success because they have been instrumental in setting the strategic direction, operating the business, identifying, recruiting and training key personnel, identifying opportunities and arranging necessary financing. STF and QRT are highly dependent upon their management, in particular, James Solano, Jr., the Chief Executive Officer, and consultants who are all critical to the development of STF and QRT's financing arrangements, technologies and business. Losing the services of any of these individuals, including, without limitation, James Solano, Jr., could adversely affect STF and QRT's business until a suitable replacement could be found. If STF and/or QRT were to lose Mr. Solano, they may experience difficulties in competing effectively, developing their technology and implementing their business strategies or financing arrangements. STF and QRT believe that they could not quickly be replaced with executives of equal experience and capabilities. STF and QRT do not maintain key person life insurance policies on any of their executives.

There is a continuing demand for qualified technical personnel, and we believe that our future growth and success will depend upon our ability to attract, train and retain such personnel. Competition for personnel in our industry is intense, and there are a limited number of persons with knowledge of, and experience in, this industry. Although QRT anticipates relatively low rates of future turnover for its technical personnel, the rate of turnover may increase in the future. During surge production periods, QRT is likely to rely on a substantial number of temporary employees. An inability to attract or maintain a sufficient number of technical or temporary personnel could have a material adverse effect upon our contract performance or on STF's and/or QRT's ability to capitalize on market opportunities.

STF and QRT do not maintain theft or casualty insurance and only maintain modest liability and property insurance coverage and therefore they could incur losses as a result of an uninsured loss.

STF and QRT do not maintain theft or casualty insurance and they have modest liability and property insurance coverage. No assurance can be given that STF and/or QRT will not incur uninsured liabilities and losses as a result of the conduct of their business. Any such uninsured or insured loss or liability could have a material adverse affect on their results of operations.

STF, even with QRT as a subsidiary, remains a development stage company with limited operating history which may not serve as an adequate basis to judge its future prospects and results of operations.

B-L Merger Sub, Inc. was incorporated in Texas on October 23, 2001, and in connection with the merger between QRT, QRT Acquisition Company, and TRQ, Inc., ("TRQ") of October 5, 2010 (the "QRT Merger"), was re-domiciled in Delaware on September 20, 2010 as Quality Resource Technologies, Inc. QRT has had minimal operations since inception. TRQ, Inc. was incorporated as Quality Resource Technologies, Inc. in Delaware on July 22, 2009. In connection with the QRT Merger, on September 20, 2010, QRT changed its name to TRQ, Inc. The changes in the names of B-L Merger Sub and QRT were the result of QRT's desire to continue with the use of the name "Quality Resource Technologies" following the QRT Merger.

QRT has a brief operating history. QRT has had minimal operations. QRT will encounter difficulties as an early stage company in the highly competitive market for innovative light-weight fiber reinforced shipping container, storage and housing units. QRT could incur net losses in the foreseeable future if QRT is unable to anticipate market trends and match its product offerings to consumer buying patterns. QRT will not offer a set line of products for sale, but constantly evaluate market trends and try to adjust its product offerings to meet consumer wants. QRT's business strategy is unproven, and QRT may not be successful in addressing early stage challenges, such as establishing its position in the market and developing effective marketing of its products. To implement its business plan, QRT will be required to obtain additional financing.

STF's prospects must be considered speculative, considering the risks, expenses, and difficulties frequently encountered in the establishment of a new business, specifically the risks inherent in developmental stage companies. STF expects to continue to incur significant operating and capital expenditures and, as a result, expects significant net losses in the future. It is possible that STF will not be able to achieve profitable operations or, if profitability is achieved, that it will be maintained for any significant period, or at all.

STF, even with QRT as a subsidiary, remains a development stage company and has limited operating history upon which you can evaluate its business and prospects. It has yet to develop sufficient experience regarding actual revenues to be received from QRT's proposed products. You must consider the risks and uncertainties frequently encountered by early stage companies in new and rapidly evolving markets. If QRT is unsuccessful in addressing these risks and uncertainties, STF's and QRT's business, results of operations and financial condition will be materially and adversely affected.

QRT may not be successful in the implementation of its business strategy or its business strategy may not be successful, either of which will impede its development and growth.

QRT's business strategy is to produce innovative light-weight fiber reinforced shipping container, storage and housing units that are lighter and as strong as or stronger than the standard steel containers. Its ability to implement this business strategy is dependent upon its ability to:

- Predict consumer buying habits;
- Identify and engage suppliers who will directly ship products;
- Establish brand recognition and customer loyalty; and
- Manage growth in administrative overhead costs during the initiation of its business efforts.

QRT does not know whether it will be able to continue successfully implement our business strategy or whether our business strategy will ultimately be successful. In assessing QRT's ability to meet these challenges, a potential investor should take into account its lack of operating history and brand recognition, its management's relative inexperience, the competitive conditions existing in QRT's industry and general economic conditions and consumer discretionary spending habits. QRT's growth is largely dependent upon its ability to successfully implement our business strategy. QRT's revenues may be adversely affected if it fails to implement its business strategy or if it diverts resources to a business strategy that ultimately proves unsuccessful.

QRT's product offerings may not be accepted.

QRT constantly seeks to modify its product offerings to match consumer buying trends. As is typically the case involving product offerings, anticipation of demand and market acceptance is subject to a high level of uncertainty. The success of QRT's product offerings primarily depends upon the interest of consumers in purchasing its particular assortment of products. In general, achieving market acceptance for QRT's products will require substantial marketing efforts and the expenditure of significant funds, which it may not have available, to create awareness and demand among consumers.

QRT has limited financial, personnel and other resources to undertake extensive marketing activities. Accordingly, QRT is uncertain as to the acceptance of any of its products or its ability to generate the revenues necessary to remain in business.

QRT depends upon third parties for supplying its products and shipping them directly to consumers.

QRT does not currently own or operate any manufacturing or storage facilities and QRT is currently dependent upon third-party suppliers in other locations. Therefore, QRT is, and in the future will continue to be, dependent upon its suppliers to ship on a timely basis the products ordered by consumers. QRT also relies on its suppliers to comply with any applicable safety standards and state and local regulatory requirements, if any, at competitive prices.

Should QRT's current suppliers be unable or unwilling in the future to meet QRT's needs for any reason, QRT would have to find replacement product suppliers. QRT is uncertain that it would be able to do so, in default of which it would lose sales and marketing credibility as well as its ability to generate revenues.

QRT's inability to obtain sufficient financing will harm its development and growth strategy.

QRT will require substantial amounts of working capital to fund its business. QRT's currently available funds will not be sufficient to meet its anticipated needs for working capital and capital expenditures through the next 12 months. It is estimated that QRT will need approximately $5,000,000 in financing to commence operations and sustain it for 12 months. QRT's anticipation of the time through which its financial resources will be adequate to support its operations is a forward-looking statement that involves risks and uncertainties, and actual results could vary as a result of a number of factors, including those described in these Risk Factors and elsewhere herein. QRT is uncertain that additional financing will be available to it on favorable terms when required, or at all. If QRT is unable to obtain sufficient additional capital when needed, it could be forced to alter its business strategy, delay or abandon some of its development plans. Any of these events would harm its business, financial condition and results of operation. In addition, if QRT raises additional funds through the issuance of equity, equity-linked or debt securities, such securities may have rights, preferences or privileges senior to those of the rights of its common stock and its stockholders may experience additional dilution.

Risks associated with QRT's ability to manage expansion as a result of acquisitions.

The growth of QRT's business depends in large part on its ability to manage expansion and control costs in its operations. This strategy will entail reviewing and potentially reorganizing acquired operations, corporate infrastructure and system and financial controls. Unforeseen expenses, difficulties, complication and delays frequently encountered in connection with the rapid expansion of operations could inhibit QRT's growth and adversely affect its financial condition, results of operations or cash flow.

Other Business Risks

Governmental regulation may have a negative impact on QRT's business.

QRT's operations and properties are subject to regulation by various government entities and agencies. QRT's manufacturing, processing and distribution facilities are subject to various workplace regulations. QRT's management believes that its current compliance programs adequately address such concerns and that it is in substantial compliance with applicable laws and regulations. However, compliance with, or any violation of, current and future laws or regulations could require material expenditures or otherwise adversely affect QRT's business and financial results.

Product recalls could have a material adverse effect upon QRT's business.

Manufacturers of shipping container, storage and housing units are sometimes subject to the recall of their products for a variety of reasons, including for product defects or failure to adequately perform to contract specifications. If any of QRT's products are recalled due to a product defect or for any other reason, it could be required to incur the expense of the recall or the expense of any resulting legal proceeding. Additionally, if one of the significant products of QRT were subject to recall, the image of that brand and QRT as a company could be harmed, which could have a material adverse effect upon its business and its operations.

Product liability claims could have a material adverse effect upon our business and that of QRT.

QRT faces an inherent risk of exposure to product liability claims if any of the products it sells cause injury or illness. QRT has obtained liability insurance for product liability claims. There can be no assurance, however, that this insurance will continue to be available at a reasonable cost, or that any insurance that QRT obtains will be adequate to cover product liability claims against it. QRT generally obtains contractual indemnification from parties supplying its products, but this form of indemnification is limited, as a practical matter, to the creditworthiness and financial resources of the indemnifying party. If QRT does not have adequate insurance or contractual indemnification available, losses associated with product liability claims could have a material adverse effect upon its business, operating results and financial condition.

Environmental laws and regulations may subject QRT to significant costs and liabilities.

QRT is subject to various U.S. federal, state, local and foreign laws and regulations relating to the protection of the environment, including those governing and imposing liabilities for the discharge of pollutants into the air and water, the management and on-site and off-site disposal of hazardous substances and wastes, the maintenance of a safe workplace and the investigation and cleanup of contamination at currently or formerly owned, operated or leased sites, as well as third-party owned sites that may have been impacted by QRT's operations. In addition, some of its operations require environmental permits and controls to prevent and limit pollution of the environment. QRT could incur substantial costs, including cleanup costs, civil or criminal fines, penalties or sanctions and third-party claims for property damage or personal injury, as a result of violations of or liabilities under environmental laws and regulations or non-compliance with the environmental permits required at its facilities. Some environmental laws impose strict, and under certain circumstances joint and several, liability on the current, as well as former, owners and operators of contaminated sites for costs of investigation and remediation of contamination on and emanating from these sites, and also impose liability for damages to natural resources.

These laws, regulations and permits also could require the installation of costly pollution control equipment or operational changes to limit pollution emissions or decrease the likelihood of accidental releases of hazardous substances. In addition, new laws and regulations, stricter enforcement of existing laws and regulations, the discovery of previously unknown contamination at our or other sites or the imposition of new cleanup requirements could require QRT to incur future costs that would have a negative effect on its results of operations or cash flow.

QRT may fail to protect adequately its proprietary technology, which would allow competitors to take advantage of its research and development efforts.

QRT's long-term success largely depends upon its ability to market technologically competitive products. If QRT fails to obtain or maintain these protections, QRT may not be able to prevent third parties from using its proprietary rights. No patents have been yet obtained. QRT anticipates entering into a license agreement with the James Solano Family Trust (the "Trust") for the necessary proprietary property and rely upon the Trust and James Solano to provide the technology. QRT anticipates that it will be able to acquire the necessary patents and intellectual property on terms favorable to QRT and competitive with similar patent licenses. There can be no assurance that QRT will be able to acquire the rights to all intellectual property necessary for its operations on reasonable terms or at all. The failure to acquire all the necessary patents and intellectual property for its operations will have a material adverse effect upon the Company's business, results of operations and financial condition and may reduce its ability to continue to conduct business operations. The currently pending or future patent applications which QRT licenses may not result in issued patents. In the United States, patent applications are confidential until patents issue, and because third parties may have filed patent applications for technology covered by their pending patent applications without our being aware of those applications, QRT's patent applications may not have priority over any patent applications of others. In addition, the patents which QRT licenses may not contain claims sufficiently broad to protect it against third parties with similar technologies or products or provide it with any competitive advantage. If a third party initiates litigation regarding the patents QRT licenses, and is successful, a court could revoke those patents or limit their scope of coverage. QRT also relies upon trade secrets, proprietary expertise and continuing technological innovation to remain competitive. However QRT's trade secrets, expertise and other technology may otherwise become known or be independently discovered by our competitors.

QRT may incur substantial costs as a result of litigation or other proceedings relating to patent and other intellectual property rights.

A third party may sue QRT, or one of its strategic collaborators for infringing a third-party's patent rights. Likewise, QRT may need to resort to litigation to enforce patent rights or to determine the scope and validity of third-party proprietary rights. The cost to QRT of any litigation or other proceeding relating to intellectual property rights, even if resolved in QRT's favor, could be substantial, and the litigation would divert its management's efforts. Some of QRT's competitors may be able to sustain the costs of complex patent litigation more effectively than QRT can because they have substantially greater resources. If QRT does not prevail in this type of litigation, it or its strategic collaborators may be required to pay monetary damages, stop commercial activities relating to the affected products or services, obtain a license in order to continue manufacturing or marketing the affected products or services, or compete in the market with a substantially similar product. Uncertainties resulting from the initiation and continuation of any litigation could limit QRT's ability to continue some of its operations. In addition, a court may require that QRT pays expenses or damages and litigation could disrupt its commercial activities.

QRT does not the own patents essential for its business, but rather intends to license them from an affiliate of its largest stockholder.

QRT does not own the patents essential to its success, but rather will license them from a trust created by its largest stockholder, James Solano. Mr. Solano is also our president and chief executive officer. QRT anticipates obtaining an exclusive license for certain patents within sixty (60) days after the filing of this Current Disclosure Report. There can be no assurance that QRT will be able to obtain a license for all or any of the patents necessary to its business on reasonable terms or at all. Should this license or any future licensees obtained by QRT expire, terminate, the technology they represent not be available to QRT, or not be acquired at all, its business would be materially adversely affected. QRT anticipates that it will be able to acquire the necessary patents and intellectual property on terms favorable to QRT and competitive with similar patent licenses. There can be no assurance that QRT will be able to acquire the rights to all intellectual property necessary for its operations on reasonable terms or at all. The failure to acquire all the necessary patents and intellectual property for its operations will have a material adverse effect on QRT's business, results of operations and financial condition and may reduce its ability to continue to conduct business operations.

QRT may not be able to obtain licenses for all or any of the patents and proprietary property essential to its success and the failure to obtain such licenses will have a material adverse effect upon QRT's business, results of operations and financial condition.

Although QRT intends to license the patents and proprietary property essential to its success from a trust created by its largest stockholder, James Solano, there can be no assurance that QRT will be able to license such patents and proprietary property from the trust on reasonable terms or at all. The trustee of the trust may decide that it is in the best interests of the trust to offer licenses for such patents and proprietary property only on terms which are unfavorable to QRT. Even if QRT is able to obtain the necessary licenses, the terms of such licenses may impose restrictions that limit QRT's operating flexibility. The failure to license the patents and proprietary property necessary to QRT's business will have a material adverse effect on QRT's business, results of operations and financial condition and may reduce its ability to continue to conduct business operations.

QRT may be liable for product liability claims not covered by insurance.

End users of QRT's products may bring product liability claims against it. While QRT's management will take what it believes are appropriate precautions, QRT may be unable to avoid significant liability exposure. QRT intends to obtain and keep in force product liability insurance; however, such insurance may not be sufficient to protect it from all claims. In addition, QRT may be unable to obtain insurance in the future, or it may be unable to do so on acceptable terms. Any additional insurance QRT obtains may not provide adequate coverage against any asserted claims. In addition, regardless of merit or eventual outcome, product liability claims may result in diversion of QRT's management's time and attention, expenditure of large amounts of cash on legal fees, expenses and payment of damages, decreased demand for its products and services, and injury to its reputation.

QRT's ability to succeed will depend upon research and development.

QRT's future success will depend upon successful research and development and its ability to identify, hire, and retain additional qualified personnel. Currently, there is significant competition for qualified personnel for QRT's business, and it does not know if it will be able to attract and retain the personnel necessary for the development of its business.

QRT may encounter substantial competition in its business and failure to compete effectively, which may adversely affect its ability to generate revenue.

QRT's management believes that existing and new competitors will continue to improve their products and introduce new products with competitive price and performance characteristics. QRT's management expects that it will be required to continue to invest in product development and productivity improvements to compete effectively in its markets. QRT's competitors could develop a more efficient product or undertake more aggressive and costly marketing campaigns than QRT, which may adversely affect its marketing strategies and could have a material adverse effect on its business, results of operations and financial condition. Important factors affecting its ability to compete successfully include:

- Sales and marketing promotions;
- Rapid and effective development of new, unique products;
- Branded name advertising; and
- Pricing.

In periods of reduced demand for QRT's products, it can either choose to maintain market share by reducing its selling prices to meet competition or maintain selling prices, which would likely sacrifice market share. Sales and overall profitability could be reduced in either case. In addition, competitors may enter QRT's intended markets, or QRT may be unable to compete successfully against existing or new competition.

QRT relies upon the services of certain key personnel.

QRT's business relies on the efforts and talents of its chief executive officer, James Solano. The loss of his services could adversely affect the operations of QRT's business, and could have a very negative impact on its ability to fulfill on our business plan.

QRT may not be able to hire and retain qualified personnel to support its growth and if it is unable to retain or hire such personnel in the future, its ability to improve its products and implement its business objectives could be adversely affected.

If one or more of QRT's senior executives or other key personnel are unable or unwilling to continue in their present positions, QRT may not be able to replace them easily or at all, and its business may be disrupted and its financial condition and results of operations may be materially and adversely affected. Competition for senior management and senior technology personnel is intense, the pool of qualified candidates is very limited, and QRT may not be able to retain the services of its senior executives or senior technology personnel, or attract and retain high-quality senior executives or senior technology personnel in the future. Such failure could materially and adversely affect QRT's future growth and financial condition.

QRT may have difficulty in attracting and retaining management and outside independent members to its board of directors as a result of their concerns relating to their increased personal exposure to lawsuits and stockholder claims by virtue of holding these positions in a publicly held company.

The directors and management of publicly traded corporations are increasingly concerned with the extent of their personal exposure to lawsuits and stockholder claims, as well as governmental and creditor claims which may be made against them, particularly in view of recent changes in securities laws imposing additional duties, obligations and liabilities on management and directors. Due to these perceived risks, directors and management are also becoming increasingly concerned with the availability of directors and officers' liability insurance to pay on a timely basis the costs incurred in defending such claims. QRT currently does carry limited directors and officers' liability insurance. Directors and officers' liability insurance has recently become much more expensive and difficult to obtain. If QRT is unable to continue or provide directors and officers' liability insurance at affordable rates or at all, it may become increasingly more difficult to attract and retain qualified outside directors to serve on QRT's board of directors.

QRT may lose potential independent board members and management candidates to other companies that have greater directors and officers' liability insurance to insure them from liability or to companies that have revenues or have received greater funding to date which can offer more lucrative compensation packages. The fees of directors are also rising in response to their increased duties, obligations and liabilities as well as increased exposure to such risks. As a company with a limited operating history and resources, QRT will have a more difficult time attracting and retaining management and outside independent directors than a more established company due to these enhanced duties, obligations and liabilities.

QRT's future revenues are unpredictable and its quarterly operating results may fluctuate significantly.

QRT cannot forecast with any degree of certainty whether any of its proposed products will ever generate revenue or the amount of revenue to be generated by any of our proposed products. In addition, QRT cannot predict the consistency of its quarterly operating results. Factors which may cause its operating results to fluctuate significantly from quarter to quarter include:

- QRT's ability to attract new and repeat customers;
- QRT's ability to keep current with the evolving requirements of its target market;
- The ability of QRT's competitors to offer new or enhanced products; and
- Unanticipated delays or cost increases with respect to research and development.

QRT may fail to establish and maintain strategic relationships.

QRT's management believes that the establishment of strategic partnerships will greatly benefit the growth of its business, and it intends to seek out and enter into strategic alliances. QRT may not be able to enter into these strategic partnerships on commercially reasonable terms, or at all. Even if QRT enters into strategic alliances, its partners may not attract significant numbers of customers or otherwise prove advantageous to our business. QRT's inability to enter into new distribution relationships or strategic alliances could have a material and adverse effect on its business.

Legislative actions and potential new accounting pronouncements are likely to impact QRT's future financial position and results of operations.

QRT intends to have audited financial statements prepared and to become an SEC reporting company in the future. If QRT becomes an SEC reporting company, regulatory changes, including the Sarbanes-Oxley Act of 2002, and new accounting pronouncements or additional regulatory rulings which may potentially occur, will have an impact on QRT's future financial position and results of operations. If QRT becomes an SEC reporting company, the Sarbanes-Oxley Act of 2002 and other rule changes as well as proposed legislative initiatives will increase QRT's general and administrative costs as it will have to incur increased legal and accounting fees to comply with such rule changes. Further, proposed initiatives are expected to result in changes in certain accounting rules, including legislative and other proposals to account for employee stock options as a compensation expense. If QRT becomes an SEC reporting company, these and other potential changes could materially increase the expenses QRT reports under accounting principles generally accepted in the United States, and adversely affect its operating results.

Acts of terrorism, responses to acts of terrorism and acts of war may impact our business and our ability to raise capital.

Future acts of war or terrorism, national or international responses to such acts, and measures taken to prevent such acts may harm QRT's ability to raise capital or its ability to operate, especially to the extent it depends upon activities imports from foreign countries. In addition, the threat of future terrorist acts or acts of war may have effects on the general economy or on QRT's business that are difficult to predict. QRT is not insured against damage or interruption of its business caused by terrorist acts or acts of war.

Risks Related to Our Common Stock

Our current stockholders are expected to incur significant immediate substantial dilution.

Prior to the closing of the Acquisition Agreement, we had approximately 186,000 shares of common stock issued and outstanding. Pursuant to the Acquisition Agreement, up to thirty million (30,000,000) shares are being issued to the QRT shareholders. We anticipate issuing additional shares including, but not limited to, in connection with debt conversions of thirty million (30,000,000) shares. Accordingly, we anticipate having an aggregate of sixty million (60,000,000) shares issued and outstanding in the immediate future. In addition, any additional common stock, convertible securities or warrants we may issue to raise much needed capital will further significantly dilute the equity ownership of our current stockholders.

Our historic stock price has been volatile and the future market price for our common stock may continue to be volatile. Further, the limited market for our shares will make our price more volatile. This may make it difficult for you to sell our common stock for a positive return on your investment.

Our common stock is currently quoted on the OTC Markets under the symbol "SLTZ". There is a limited trading market for our common stock. Accordingly, there can be no assurance as to the liquidity of any markets that may develop for our common stock, the ability of holders of our common stock to sell our common stock, or the prices at which holders may be able to sell our common stock.

The public market for our common stock has historically been very volatile. Any future market price for our shares may continue to be very volatile. This price volatility may make it more difficult for you to sell shares when you want at prices you find attractive. We do not know of any one particular factor that has caused volatility in our stock price. However, the stock market in general has experienced extreme price and volume fluctuations that often are unrelated or disproportionate to the operating performance of companies. Broad market factors and the investing public's negative perception of our business may reduce our stock price, regardless of our operating performance. Market fluctuations and volatility, as well as general economic, market and political conditions, could reduce our market price. As a result, this may make it difficult or impossible for you to sell our common stock for a positive return on your investment.

Although STF's shares are publicly traded, the market price for its common stock is particularly volatile given its status as a relatively unknown company with a small and thinly traded public float, limited operating history and lack of net revenues which could lead to wide fluctuations in its share price. The price at which you purchase STF's common stock may not be indicative of the price that will prevail in the trading market.

Although STF's shares are publicly traded, the market for its common stock is characterized by significant price volatility when compared to seasoned issuers, and STF expects that its share price will continue to be more volatile than a seasoned issuer for the indefinite future. As a consequence of this lack of liquidity, the trading of relatively small quantities of shares by STF's stockholders may disproportionately influence the price of those shares in either direction. The price for its shares could, for example, decline precipitously in the event that a large number of shares of its common stock are sold in the market without commensurate demand, as compared to a seasoned issuer which could better absorb those sales without adverse impact on its share price.

Secondly, STF will most likely be a speculative or "risky" investment due to the nature of its innovative products. As a consequence of this enhanced risk, more risk-adverse investors may, under the fear of losing all or most of their investment in the event of negative news or lack of progress, be more inclined to sell their shares on the market more quickly and at greater discounts than would be the case with the stock of a seasoned issuer.

A sale of a substantial number of shares of our common stock may cause the price of its common stock to decline.

If our stockholders sell substantial amounts of the Company's common stock in the public market, the market price of its common stock could fall. These sales also may make it more difficult for the Company to sell equity or equity-related securities in the future at a time and price that the Company deems reasonable or appropriate. Stockholders who have been issued shares may be able to sell their shares pursuant to Rule 144 under the Securities Act of 1933, beginning twelve months after the stockholders acquired their shares.

We have not paid dividends in the past, although we may pay dividends in the future. Any returns on investment may be limited to the value of our common stock.

We have never paid cash dividends on our common stock although we may pay dividends in the future. The payment of dividends on our common stock will depend upon earnings, financial condition and other business and economic factors affecting it at such time as the board of directors may consider relevant. If we do not pay dividends, our common stock may be less valuable because a return on your investment will only occur if its stock price appreciates.

Anti-takeover provisions may impede the acquisition of STF.

Certain provisions of the Delaware General Corporation Law have anti-takeover effects and may inhibit a non-negotiated merger or other business combination. These provisions are intended to encourage any person interested in acquiring STF to negotiate with, and to obtain the approval of, its board of directors in connection with such a transaction. As a result, certain of these provisions may discourage a future acquisition of STF, including an acquisition in which the stockholders might otherwise receive a premium for their shares.

STF's common stock is thinly traded, so you may be unable to sell at or near ask prices or at all if you need to sell your shares to raise money or otherwise desire to liquidate your shares.

Although STF's shares are publicly traded, its common stock is sporadically or "thinly-traded" on the OTC Markets, meaning that the number of persons interested in purchasing its common stock at or near ask prices at any given time may be relatively small or nonexistent. This situation is attributable to a number of factors, including the fact that STF is a small company which is relatively unknown to stock analysts, stock brokers, institutional investors and others in the investment community that generate or influence sales volume, and that even if STF came to the attention of such persons, they tend to be risk-averse and would be reluctant to follow an unproven company such as STF or purchase or recommend the purchase of its shares until such time as it became more seasoned and viable.

As a consequence, there may be periods of several days or more when trading activity in STF shares is minimal or non-existent, as compared to a mature issuer which has a large and steady volume of trading activity that will generally support continuous sales without an adverse effect on share price. It is possible that a broader or more active public trading market for STF's common stock will not develop or be sustained, or that trading levels will not continue.

Although STF's shares are publicly traded, your shares may not be "free-trading."

Investors should understand that their shares of STF's common stock are not "free-trading" even though STF is a publicly-traded company. In order for the shares to become "free-trading," the shares must be registered, or entitled to an exemption from registration under applicable law.

You may be unable to sell your common stock at or above your purchase price, which may result in substantial losses to you.

The following factors may add to the volatility in the price of STF's common stock: actual or anticipated variations in its quarterly or annual operating results; government regulations, announcements of significant acquisitions, strategic partnerships or joint ventures; its capital commitments; and additions or departures of its key personnel. Many of these factors are beyond STF's control and may decrease the market price of our common stock, regardless of STF's operating performance. STF cannot make any predictions or projections as to what the prevailing market price for its common stock will be at any time, including as to whether its common stock will sustain the current market price, or as to what effect the sale of shares or the availability of common stock for sale at any time will have on the prevailing market price.

Volatility in its common stock price may subject STF to securities inquiries.

The market for STF's common stock will most likely be characterized by significant price volatility when compared to seasoned issuers, and it expects that its share price would be more volatile than a seasoned issuer for the indefinite future. In the past, plaintiffs have often initiated securities class action litigation against a company following periods of volatility in the market price of its securities. STF may in the future be the target of similar litigation. Securities litigation could result in substantial costs and liabilities and could divert management's attention and resources.

STF may need to raise additional capital. If it is unable to raise necessary additional capital, its business may fail or its operating results and our stock price may be materially adversely affected.

Because STF intends to resume operations through its operating subsidiary, QRT, after a period of discontinued operations, it needs to secure adequate funding through equity or debt offerings, which may reduce the value of its outstanding securities. STF may be unable to secure additional financing on favorable terms or at all.

Selling additional stock, either privately or publicly, would dilute the equity interests of STF's stockholders. If STF borrows more money, it will have to pay interest and may also have to agree to restrictions that limit its operating flexibility. If STF is unable to obtain adequate financing, it may have to curtail its operations and its business would fail.

STF's issuance of additional common stock in exchange for services or to repay debt would dilute your proportionate ownership and voting rights and could have a negative impact on the market price of STF's common stock.

STF's board of directors may generally issue shares of common stock to pay for debt or services without further approval by our stockholders based upon such factors as STF's board of directors may deem relevant at that time. It is likely that STF will issue additional securities to pay for services and reduce debt in the future. It is possible that STF will issue additional shares of common stock under circumstances it may deem appropriate at the time.

The elimination of monetary liability against STF's directors, officers and employees under its certificate of incorporation and the existence of indemnification rights for its directors, officers and employees may result in substantial expenditures by STF and may discourage lawsuits against its directors, officers and employees.

STF's certificate of incorporation contains provisions which eliminate the liability of its directors for monetary damages to STF and its stockholders. STF's bylaws also require it to indemnify its officers and directors. STF may also have contractual indemnification obligations under its agreements with its directors, officers and employees. The foregoing indemnification obligations could result in STF incurring substantial expenditures to cover the cost of settlement or damage awards against directors, officers and employees, which it may be unable to recoup. These provisions and resultant costs may also discourage STF from bringing a lawsuit against directors, officers and employees for breaches of their fiduciary duties, and may similarly discourage the filing of derivative litigation by STF stockholders against STF directors, officers and employees even though such actions, if successful, might otherwise benefit STF and its stockholders.

STF's directors have the right to authorize the issuance of additional shares of its common stock.

STF's directors, within the limitations and restrictions contained in its certificate of incorporation and without further action by its stockholders, have the authority to issue shares of common stock from time to time. Should STF issue additional shares of its common stock at a later time, each investor's ownership interest in its stock would be proportionally reduced. No investor will have any preemptive right to acquire additional shares of STF's common stock, or any of its other securities.

If STF fails to remain current in its reporting requirements with respect to OTC Markets, it could have its OTC Markets tier downgraded, which would limit the ability of broker-dealers to sell its securities and the ability of stockholders to sell their securities in the secondary market.

Companies trading on the OTC Markets must be current in their reports in order to maintain their qualification for their OTC tier on the OTC Markets. If STF fails to remain current in its reporting requirements, STF could have its OTC tier downgraded. As a result, the market liquidity for its securities could be adversely affected by limiting the ability of broker-dealers to sell its securities and the ability of stockholders to sell their securities in the secondary market.

STF stock is subject to the "penny stock" rules of the Securities and Exchange Commission, and the trading market in its common stock is limited, which makes transactions in STF stock cumbersome and may reduce the investment value of its stock.

STF's shares of common stock are "penny stocks" because they are not be registered on a national securities exchange or listed on an automated quotation system sponsored by a registered national securities association, pursuant to Rule 3a51-1(a) under the Exchange Act. For any transaction involving a penny stock, unless exempt, the rules require:

- That a broker or dealer approve a person's account for transactions in penny stocks; and
- That the broker or dealer receives from the investor a written agreement to the transaction, setting forth the identity and quantity of the penny stock to be purchased.

The broker or dealer must also deliver, prior to any transaction in a penny stock, a disclosure schedule prescribed by the Securities and Exchange Commission relating to the penny stock market, which, in highlight form:

- Sets forth the basis on which the broker or dealer made the suitability determination; and
- That the broker or dealer received a signed, written agreement from the investor prior to the transaction.

Generally, brokers may be less willing to execute transactions in securities subject to the "penny stock" rules. This may make it more difficult for investors to dispose of STF's common stock and cause a decline in the market value of its stock.

Disclosure also has to be made about the risks of investing in penny stocks in both public offerings and in secondary trading and about the commissions payable to both the broker-dealer and the registered representative, current quotations for the securities and the rights and remedies available to an investor in cases of fraud in penny stock transactions. Finally, monthly statements have to be sent disclosing recent price information for the penny stock held in the account and information on the limited market in penny stocks.

The market for penny stocks has suffered in recent years from patterns of fraud and abuse.

Stockholders should be aware that, according to SEC Release No. 34-29093, the market for penny stocks has suffered in recent years from patterns of fraud and abuse. Such patterns include:

- Control of the market for the security by one or a few broker-dealers that are often related to the promoter or issuer;
- Manipulation of prices through prearranged matching of purchases and sales and false and misleading press releases;
- Boiler room practices involving high-pressure sales tactics and unrealistic price projections by inexperienced salespersons;

- Excessive and undisclosed bid-ask differential and markups by selling broker-dealers; and

- The wholesale dumping of the same securities by promoters and broker-dealers after prices have been manipulated to a desired level, along with the resulting inevitable collapse of those prices and with consequential investor losses.

STF's management is aware of the abuses that have occurred historically in the penny stock market. Although it does not expect to be in a position to dictate the behavior of the market or of broker-dealers who participate in the market, management strives within the confines of practical limitations to prevent the described patterns from being established with respect to its securities. The occurrence of these patterns or practices could increase the volatility of STF's share price.

MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS OF SOLAR THIN FILMS, INC.

The following is a discussion of STF's financial condition and results of operations for the periods ended December 31, 2013.You should consider the the following discussion when reviewing STF's financial statements. You should read this section together with STF's financial statements including the notes to those financial statements, which are available on the OTC Markets website. This discussion includes forward-looking statements which, although based on assumptions which the management of STF considers reasonable, are subject to risks and uncertainties. Additionally, refer to the section on page 3 of this Current Disclosure Report with respect to forward-looking statements. The actual results and timing of selected events could differ materially from those anticipated in these forward-looking statements as a result of various factors, including those set forth under "Risk Factors" and elsewhere in this report.

We have discontinued operations with respect to the sale of turnkey factories for the production of thin film solar modules. We have restructured our business and are investigating and negotiating the acquisition of companies in other fields. There can be no assurance that such businesses will be acquired.

We anticipate substantial business operations in the near future. There can be no assurance of what volume or any volume of business operations we will have or that such operations will be successful.

In connection with the Acquisition Agreement, a substantial portion of our outstanding debt will be converted into equity, reducing our indebtedness and improving our balance sheet. Although the effect will be to issue substantial additional shares which will dilute existing stockholders' percentage ownership in the Company, management believes it is in our best interests to do so to improve the overall value of the Company and its shares.

A default judgment was entered against us on June 13, 2011 in the County Court of Dallas County, Texas in favor of Doed Corporation in the sum of $494,533.56. We anticipate that the debt underlying this judgment will be converted as set forth in the preceding paragraph and that upon conversion we will receive a satisfaction of judgment.

On March 16, 2006 Joseph Mermelstein loaned the amount of $125,000 to the Company, which was evidenced by a promissory note. Interest accrued on the promissory note, resulting in a balance of $162,454. Presently, $92,454 of the promissory note has been purchased by third parties and converted into 9,245,400 shares of Common Stock, leaving a remaining balance of $70,000.

On March 16, 2006 Marvin Mermelstein loaned the amount of $125,000 to the Company, which was evidenced by a promissory note. Interest accrued on the promissory note, resulting in a balance of $162,454. $20,000 of the promissory note has been purchased by a third party and has been converted into 2,000,000 shares of Common Stock, leaving a remaining balance of $142,454.

Leo Zisman loaned the amount of $900,000 to the Company, which was evidenced by a promissory note. In addition, interest accrued on the promissory note resulting in a remaining balance of $1,176,466. This promissory note has not been paid by the Company.

On September 4, 2008, DOED Corporation ("DOED") made a loan to the Company in the amount of $500,000, which was evidenced by a promissory note. The Company made a payment of $100,000 on the note in September 2009. On February 1, 2010, DOED and the Company entered into a Forbearance Agreement, pursuant to which DOED agreed to forbear taking legal action with respect to the balance due until the close of business on January 31, 2011. DOED obtained a Default Judgment on June 13, 2011 against the Company in the sum of $494,533.56. Interest accrued on the promissory note resulting in a balance due of $511,598.51. Presently, third parties have purchased $50,000 of the promissory note and converted it into 5,000,000 shares of Common Stock and DOED has agreed to retain $75,000 of the promissory note and converted $30,000 of the promissory note into 3,000,000 shares of Common Stock.

Off-Balance Sheet Arrangements

We have not engaged in any off-balance sheet arrangements as defined in Item 303(c) of SEC Regulations.

QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

As a "smaller reporting company" as defined by Item 10 of Regulation S-K, the Company is not required to provide information required by this Item.

PROPERTIES

QRT's principal office in Knoxville, Tennessee is leased in six-month intervals at a rate of $600.00 per month. QRT anticipates moving into a new facility in Milan, Tennessee, although a lease agreement has not been entered into as of the date of this Current Disclosure Report.

STF presently has no agreements to acquire any properties, and has no policy with respect to investments or interests in real estate, real estate mortgages or securities of, or interests in, entities primarily engaged in real estate activities.

BENEFICIAL OWNERSHIP OF SECURITIES

The following table sets forth information with respect to the beneficial ownership of the Company's common stock as of April 30, 2013 by:

- each person who is the owner of more than 10% of the Company's common stock outstanding after the closing of the Acquisition Agreement;
- each person who became an executive officer or director of STF upon closing of the Acquisition Agreement; and
- all of the Company's directors and executive officers as a group.

Name and Address of Beneficial Owner[1]	Number of Shares of Common Shares Beneficial Owner-Ship[2]	Percentage of Outstanding Common Shares*
James J. Solano, Jr.	19,265,960	32.11 %
The James Solano Family Trust	8,000,000	13.34 %
Matthew Schilowitz	1,000,000	1.67 %
Ingrid Solano	225,000	0.38 %
Louis S. Kraft	225,000	0.38 %
Robert Knauss	100,000	0.17 %
Directors and Officers as a Group (5 people)	20,815,960	34.71 %

(1) Unless otherwise indicated, the address for each of these stockholders is c/o Quality Resource

Technologies, Inc., 448 North Cedar Bluff Road, Knoxville, Tennessee 37923.

(2) Calculated based on a total of sixty million (60,000,000) shares anticipated to be issued and outstanding.

DIRECTORS AND EXECUTIVE OFFICERS

Our present executive officers and directors, their ages and present positions are as follows:

Name	Age	Position	First Year Elected/Appointed
James J. Solano, Jr.	69	Chairman, Director, CEO	2013
Louis S. Kraft	49	Chief Financial Officer	2013
Matthew Schilowitz	50	Vice President – Marketing	2013
Robert Knauss	80	Director	2013
Ingrid Solano	31	Director, Acting Secretary	2013

All of our directors shall hold office until such time as their successors, if any, have been duly elected and qualified. All of our directors have currently been appointed to indefinite initial terms and we do not currently intend to elect additional directors or replace any of our current officers and directors.

All of our executive officers shall hold office until the next annual meeting of the the Board of Directors and until their successors, if any, have been duly appointed and qualified.

James Solano

James Solano has 30 years experience managing a wide range of professional sales and marketing operations in the government procurement and waste management/logistics industries. For 15 years, he was president of Aerodyne Systems Engineering Ltd. specializing in advanced design helicopters and logistical solutions in foreign countries. From 1990 to 1993, he managed Allied/Star Recycling in New York where he secured municipal contracts, state agency agreements and significant private recycling programs for the company. In 1993 he founded Quality Resource Recovery Corporation ("QRRC") a waste management/logistics company which designed integrated systems for government, corporations, transporters, processors, recyclers and/or end users. Mr. Solano also acted as the mergers and acquisition and Green Field developer to a public company that is today the second largest waste company in the world, Allied Waste Industries. During the last five years, Mr. Solano has been devoted to the success of Quality Resource Technologies. His education includes Business Management (State University of New York), Financial Administration-Cost Analysis (Wharton School of Finance) and additional courses in Management, Law and Environmental Engineering. He was a board member of The American Foreign Policy Institute, The Hazardous Materials Control Institute, and The New York Disaster Preparedness Commission. Mr. Solano has worked with over 80 governments around the world.

Matthew Schilowitz

Mr. Schilowitz built a large real estate construction and development company, on the eastern end of Long Island. Until June 1999, he held the position of President and Chief Executive Officer of the Harmat Organization. Mr. Schilowitz holds a Bachelor of Arts degree in Business Administration with a concentration in Finance from the A.B. Freeman school of Business at Tulane University. He is a Founder, Builder and Trustee of the Hampton Synagogue, the Westhampton Beach Performing Arts Center, the North American Board of Rabbis and other not-for-profit causes.

Robert L. Knauss

Robert L. Knauss has served as Chairman of the Board of Baltic International USA, Inc. since its inception in March 1991, and as Chief Executive Officer from January 1994 to February 2010. Baltic is one of our stockholders and was responsible for the Spin-Off to our stockholders. Mr. Knauss currently serves as an Independent Director on the Boards of the Equus Total Return Inc., The Mexico Fund, XO Holdings, and Westpoint

International. He previously served as Chairman of Philip Services Corporation from 1998 to 2000 and from 2002 to 2003, and as a Director of Seitel Inc. from June 2002 to June 2004. Mr. Knauss also previously served as the Dean of the University of Houston Law Center, and of the Vanderbilt University Law School. Mr. Knauss holds a JD from the University of Michigan, and BA from Harvard College.

Louis S. Kraft.

Mr. Kraft brings 20+ years of experience in financial accounting and operations control experience. He received his B.S. Degree in Accounting in 1984 from Rider University. He began his career in the waste metal business with Naporano Iron and Metal Co. and installed accounting system control procedures and policies. In the plastic container blow molding business with Continental Can Co., he maximized manufacturing efficiency resetting company standards plus achieving exemplary cost control. He joined QRT in late 2008 to develop the concept of a "Green Company" to build earth-friendly products while helping cope with the enormous need for housing in third world countries.

Ingrid Solano

Ingrid Solano graduated from Bryn Mawr College in 2002. While in college, she participated in several internships in the waste management industry. For several years she worked on medical research and network management at the Hospital of the University of Pennsylvania. Ms. Solano managed and maintained the Philadelphia Corporate Office where she oversaw all Marketing campaigns for corporate and government. Ms. Solano is the daughter of James Solano. For the last five years, she has been pursuing a PhD degree in forensic psychiatry at the Stony Brook University, while assisting her father, Mr Solano, in the development of the business plan for the Company.

No executives or managers, other than those detailed above, fulfill a role that provides "significant contributions to the business."

EXECUTIVE COMPENSATION

The Company has not yet determined compensation for management.

LEGAL PROCEEDINGS

None of the Company's executive officers, directors, or beneficial owners of more than five percent (5%) of any class of the issuer's equity securities, as of the date of this Current Disclosure Report have, in the last five years, been the 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);

2. The entry of an order, judgment, or decree, not subsequently reversed, suspended or vacated, by a court of competent jurisdiction that permanently or temporarily enjoined, barred, suspended or otherwise limited such person's involvement in any type of business, securities, commodities, or banking activities;

3. A finding or judgment by a court of competent jurisdiction (in a civil action), the Securities and Exchange Commission, the Commodity Futures Trading Commission, or a state securities regulator of a violation of federal or state securities or commodities law, which finding or judgment has not been reversed, suspended, or vacated; or

4. The entry of an order by a self-regulatory organization that permanently or temporarily barred suspended or otherwise limited such person's involvement in any type of business or securities activities.

MARKET PRICE OF AND DIVIDENDS ON THE COMPANY'S COMMON EQUITY AND RELATED STOCKHOLDER MATTERS

The Company's common stock is is currently listed and traded on the OTC Markets or Pink Sheets, symbol "SLTZ". There can be no assurance that STF's common stock will remain listed and traded on the OTC Markets, Pink Sheets or become listed and traded on any other public market.

The Company has not declared any dividends since inception, although it may declare dividends in connection with the Acquisition Agreement. There are no restrictions which limit the ability of the Company to declare cash dividends on its common stock and management does not believe that there will be any such restrictions in the future.

There are currently approximately 215 stockholders of record of the Common Stock of the Company, 138 Preferred B stockholders of the Company and 459 Preferred Series B3 stockholders of the Company.

As the Closing, the Company had 5,400 Preferred Stock authorized.

As of the Closing, the Series A Preferred Stock had 2,400 shares authorized, and zero shares issued and outstanding.

As of the Closing, the Series B Preferred Stock had 3,000 shares authorized.

As of the Closing the Series B-1 Preferred Stock had 2,000 shares authorized, and 457 shares issued and outstanding.

As of the Closing the Series B-3 had 465 shares authorized, and 95 shares issued and outstanding.

As of the Closing, the Series B-4 had 2,000 shares designated, and zero shares issued and outstanding.

As of the Closing, the Series C-3 had 3000 shares designated, and 2,260 shares issued and outstanding

We anticipate issuing shares pursuant to debt conversions so that there shall be an aggregate of 60,000,000 shares issued and outstanding. Upon such debt conversions, the public float for the Common Stock shall be approximately 30,000,000 shares. The Preferred Stock currently does not trade.

DESCRIPTION OF SECURITIES

Common Shares

Common Stock par value $0.01 per share. Each outstanding share of Common Stock is entitled to one vote.

Preferred Shares

The issued and outstanding shares of Preferred Stock of STF are convertible into a maximum of two thousand eight hundred twelve (2,812) shares of Common Stock in aggregate, representing approximately 0.0047% of the issued and outstanding shares of STF.

Series B-1 Preferred Stock par value $0.01 per share.
Each share of Series B-1 Preferred Stock is entitled to preference upon liquidation of $1,095 per share for any unconverted shares. Each share of the Series B-1 Preferred shall be entitled to one (1) vote on all matters submitted to the stockholders for a vote together with the holders of the Common Stock as a single class. Eighty five (85) Series B-1 Preferred shares may be converted to one (1) share of the Company's common stock.

Series B-3 Preferred Stock par value $0.01 per share.

Each share of the Series B-3 Preferred shall be entitled to six and four tenths (6.4) votes on all matters submitted to the stockholders for a vote together with the holders of the Common Stock as a single class. Each Series B-3 Preferred share may be converted to six and four tenths (6.4) shares of the Company's common stock.

Series C Preferred Stock par value $0.001 per share.
Each share of Series C Preferred Stock is entitled to preference upon liquidation of one million ($1,000,000) dollars to be distributed ratably to all holders of C-Preferred prior to any payment to holders of Common Stock.. Each share of the Series C-3 Preferred shall be entitled to three (3) votes on all matters submitted to the stockholders for a vote together with the holders of the Common Stock as a single class. Series C-3 Preferred shares may be converted to three (3) shares of the Company's common stock.

The Common Stockholders do not have any dividend or preemption rights. Dividends are not authorized for Preferred Stockholders.

Stockholders have no extraordinary material rights other than those authorized by law, and no provision in the issuer's bylaws or charter would delay, defer or prevent a change in control of the Company.

CHANGES IN CONTROL OF REGISTRANT

Pursuant to the Acquisition Agreement, the stockholders of QRT shall own fifty (50%) percent of the issued and outstanding shares of the Company upon the conversion of certain outstanding debt into Common Stock, based upon the issuance of further shares of STF pursuant to intended conversions of debt or other settlement of debt. As of April 30, 2013, STF has received the approval of ninety-five (95%) of the issued and outstanding shares of QRT and STF contemplates receiving the approval of the balance of the QRT Shares within 30 days after the execution of the Acquisition Agreement. If STF shall not receive the approval of the remaining 5% of the QRT Shares, the stockholders of QRT shall own an amount of STF as shall be proportionate to the number of shares which has approved the Acquisition.

DEPARTURE OF DIRECTORS AND CERTAIN OFFICERS

As of the Closing, Robert M. Rubin resigned as President and CEO of the Company.

ITEM 9: THIRD PARTY PROVIDERS

Legal Counsel

Mintz & Fraade, P.C.
488 Madison Ave., Suite 1100
New York, NY 10022
Phone: (212) 486-2500
Email: APF@mintzfraade.com

Accountant/Auditor

N/A

Investor Relations Consultant

N/A

Other Advisor

N/A

FINANCIAL STATEMENTS AND EXHIBITS

Financial Statements of QRT

See Exhibit “4”.

Exhibits

Exhibit 1	Acquisition Agreement, dated April 26, 2013, between the Stockholders of Quality Resource Technologies, Inc. and Solar Thin Films, Inc.
Exhibit 2	Articles of Incorporation of Solar Thin Films, Inc.
Exhibit 3	Bylaws of Solar Thin Films, Inc.
Exhibit 4	Financial Statements for twelve months ending December 31, 2011 and 2012 and three months ending March 31, 2013 of Quality Resource Technologies, Inc.

CERTIFICATION

The undersigned certifies that:

1. The undersigned has reviewed this Current Disclosure Report of Solar Thin Films, Inc.;

2. Based on the undersigned’s 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 the undersigned’s 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: June 4, 2013

/s/ James Solano
James Solano
Title: President, Chief Executive Officer

/s/ Louis S. Kraft
Louis S. Kraft
Title: Chief Financial Officer

SIGNATURES

Solar Thin Films, Inc. has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Solar Thin Films , Inc.

Dated: June 4, 2013

By: *_/s/ James Solano_*
James Solano
Title: President