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February 27, 2013

OTC Markets Group Inc.
304 Hudson Street, Third Floor
New York, NY 10013

Re: Solar Thin Films, Inc.
Opinion as to OTC Disclosures

Gentlemen:

We are General Counsel to Solar Thin Films, Inc., a Delaware Corporation (the "Company"). The trading symbol for the Company is STLZ.

The Company has requested that we review the Company's financial statements for the fiscal years ended December 31, 2012 and 2011 (the "Annual Reports") which were posted through the OTC Disclosure and News Service (the "Service") on February 14, 2013 pursuant to OTC Markets Group's Guidelines for Providing Adequate Current Information, and that we submit this letter to OTC Markets Group, Inc. on its behalf.

The undersigned is a United States resident, admitted to practice law in the State of New York and permitted to practice before the Securities and Exchange Commission (the "SEC") and has not been prohibited from practice before the SEC.

With respect to the Annual Reports, we have examined the following corporate records and other documents, including, those which have been made publicly available through the Company's posting of such documents to www.otcmarkets.com through the OTC Disclosure and News Service (the "Service") (collectively the "Information"):

1. The Annual Reports which were posted through the Service on February 14, 2013.
2. The Company's unaudited financial statements for the fiscal years ended December 31, 2012 and 2011 and notes for the financial statements for years ended December 31, 2012 and 2011; all of which were posted through the Service on February 14, 2013. These documents were prepared under the supervision of and approved by Robert M. Rubin, the Company's CEO, who has in excess of thirty years of experience in establishing and managing public corporations.

The Company's transfer agent is Corporate Stock Transfer, Inc., which is registered with the SEC. We have confirmed the number of outstanding shares of the Company via email which we received from the Company's transfer agent which confirmed the number of the Company's outstanding shares as 93,454,823.630 shares of Common Stock, 217,559.75 shares of Series B Preferred Stock, 47,353 shares of Series B-3 Preferred Stock and 1,130,000 shares of Series C Preferred Stock.

We have met with Mr. Rubin who is currently the sole officer and director of the Company and we have had discussions with Mr. Rubin with respect to the Information.

For purposes of preparing this letter, we do not express any opinion with respect to the applicable laws, or the effect or applicability of the laws, of any jurisdiction other than those of the State of New York and the securities laws of the United States. As to matters of fact, we have relied upon information from Mr. Rubin, which we believe to be reliable.

Based upon and subject to all of the foregoing statements, we are of the opinion that the Information (i) constitutes "adequate current public information" with respect to the Company and the securities quoted on OTC Pink "is available" within the meaning of Rule 144(c)(2) promulgated pursuant to the Securities Act of 1933, (ii) includes all of the information which a broker-dealer would be required to obtain from the Company in order to publish a quotation for the securities pursuant to Rule 15c2-11 promulgated under the Securities Exchange Act of 1934, as amended, (iii) complies as to form with the OTC Market Group's Guidelines for Providing Adequate Current Information, which are located on the Internet at www.otcmarkets.com and (iv) has been posted through the OTC Disclosure and News Service.

After inquiry of Mr. Rubin, we have no knowledge that the Company or any of the Company's 5% or greater stockholders are currently under investigation by any federal or state regulatory authority for any violation of federal or state securities laws.

This letter may be relied upon by OTC Markets Group, Inc. in determining whether the Company has made adequate current information publicly available within the meaning of Rule 144(c)(2) under the Securities Act of 1933. This letter may not be relied upon by any other person or entity other than OTC Markets Group, Inc. However, OTC Markets Group, Inc. has full and complete permission and rights to publish this letter through the OTC Disclosure and News Service for viewing by the public and regulators. This opinion speaks only as of the date above written and is limited to laws and regulations now in effect, and in all respects is subject to any, and may be limited by, future legislation, regulatory pronouncements and case law. We hereby expressly disclaim any duty to update any of the statements made herein.

Very truly yours,

Mintz & Fraade, P.C.

By: 
Alan P. Fraade

APF/vic