

InterActive Leisure Systems, Inc. (IALS)

A Nevada Corporation

Quarterly Report

Prepared in accordance with

OTC Pink Basic Disclosure Guidelines

For Year Quarter ended December 31, 2013

OTC Pink Basic Disclosure Guidelines

1) Name of the issuer and its predecessors (if any)

In answering this item, please also provide any names used by predecessor entities in the past five years and the dates of the name changes.

The name of the Issuer is QEST CORPORATION (the "Issuer" or "Company") effective March 11, 2014. Prior to that the entity was called InterActive Leisure Systems, Inc. effective June 3, 2013 to March 11, 2014. From its inception on August 2, 1999 the Issuer's name was Shopoverseas.com, and the name changed to New Medium Enterprises on July 10, 2000. It later changed its name to Dukeshire Ventures, Inc. in March, 2013.

2) Address of the issuer's principal executive offices

Company Headquarters

8310 South Valley Highway, Suite 300
Englewood, CO 80112
303-524-1110

Email: projectgeneralmanager@gmail.com
Website(s): <http://www.Qestenergy.com/>

IR Contact

The Eversull Group, Inc.
Jack Eversull
972 571 1624
214 469 2361 fax
jack@theeversullgroup.com

3) Security Information

Trading Symbol: IALS

Exact title and class of securities outstanding: COMMON

CUSIP: 64704E104

Par or Stated Value: \$.0001

Total shares authorized: 500,000,000

as of: 12-31-2013

Total shares outstanding: 500,000,000

as of: 2-28-2014

Additional class of securities - NONE AT 6-30-2014

Transfer Agent

Olde Monmouth Stock Transfer & Trust Company

77 Memorial Parkway, Suite 101

Atlantic Highlands, New Jersey 07716

732-872-2727

Is the Transfer Agent registered under the Exchange Act? - YES

*To be included in the OTC Pink Current Information tier, the transfer agent must be registered under the Exchange Act.

List any restrictions on the transfer of security:

NONE

Describe any trading suspension orders issued by the SEC in the past 12 months.

NONE

List any stock split, stock dividend, recapitalization, merger, acquisition, spin-off, or reorganization either currently anticipated or that occurred within the past 12 months:

NONE

4) Issuance History

List below any events, in chronological order, that resulted in changes in total shares outstanding by the issuer in the past two fiscal years and any interim period. The list shall include all offerings of equity securities, including debt convertible into equity securities, whether private or public, and all shares or any other securities or options to acquire such securities issued for services, describing (1) the securities, (2) the persons or entities to whom such securities were issued and (3) the services provided by such persons or entities. The list shall indicate:

On April 25, 2013, there were 33,000,000 shares of common stock issued for the settlement of the debt related to a promissory note in the amount of \$250,000 held by Stoneride Investments. The following entities and individuals received 3,000,000 shares each in the conversion:

Palancar Capital (Beneficial owner: James Neal)

3116 West 28th Avenue

Vancouver, BC V6L 1X4

Christine Lawrence

2508 Silica Place

Coquitlam, BC V3E 3K9

Douglas Roe

803 Wheeler St.

Whitehorse, Yukon Y1A 2P9

Amy Ng
105 Austin Road
Tsmishatsui Kowloon
Hong Kong, China

Donald Lindo
11 Rocky Road
Queensborough
Kingston, Jamaica 19

Emely Magana
2105-1088 Richards St.
Vancouver, BC V6B 3C1
Ola Mesa Investments (Beneficial owner: Douglas Roe)
22 Flavelle Dr.
Port Moody, BC V3H 5C4

Kelly Warawa
Ocean Place
Nassau, Bahamas

James Neal
1288 Alberni St., Suite 806
Vancouver, BC V6E 1A6

Dan Swanson
8737 161 Street
Surrey, BC V4N 5G3

CNM Management
1145 Parkway Blvd.
Coquitlam, BC V3E 3E6

The shares were authorized by prior management and issued by the transfer agent without a restrictive legend pursuant per an opinion letter of counsel citing Rule 144. The Company is conducting an internal investigation to determine the circumstances surrounding the issuance of these shares. It is the Company's position that the debt represented by the promissory note held by Stoneride Investments, at the very least, has been completely satisfied and is no longer a liability of the Company.

In 2013, 35,000,000 shares were paid to the former CEO as compensation.

In 2014, 431,640,352 common shares were issued to the new owner as compensation.

A. The nature of each offering (e.g., Securities Act Rule 504, intrastate, etc.);

NONE

B. Any jurisdictions where the offering was registered or qualified;

NONE

C. The number of shares offered;

NONE

D. The number of shares sold;

NONE

E. The price at which the shares were offered, and the amount actually paid to the issuer;

NONE

F. The trading status of the shares; and

NONE

G. Whether the certificates or other documents that evidence the shares contain a legend (1) stating that the shares have not been registered under the Securities Act and (2) setting forth or referring to the restrictions on transferability and sale of the shares under the Securities Act.

YES

5) Financial Statements

Provide the financial statements described below for the most recent fiscal year end or quarter end to maintain qualification for the OTC Pink Current Information tier. For the initial disclosure statement (qualifying for Current Information for the first time) please provide reports for the two previous fiscal years and any interim periods.

- A. Balance sheet;
- B. Statement of income;
- C. Statement of cash flows;
- D. Financial notes; and
- E. Audit letter, if audited

The Company is also presenting an unaudited statement of shareholders' deficit.

The financial statements are unaudited.

The financial statements requested pursuant to this item shall be prepared in accordance with US GAAP by persons with sufficient financial skills. CFO has sufficient financial skills.

You may either (i) attach/append the financial statements to this disclosure statement or (ii) post such financial statements through the OTC Disclosure & News Service as a separate report using the appropriate report name for the applicable period end. ("Annual Report," "Quarterly Report" or "Interim Report").

If you choose to publish the financial reports separately as described in part (ii) above, you must state in the accompanying disclosure statement that such financial statements are incorporated by reference. You may reference the document(s) containing the required financial statements by indicating the document name, period end date, and the date that it was posted to otcq.com in the field below.

The financial statements follow:

InterActive Leisure Systems, Inc. (IALS)

A Nevada Corporation

Quarterly Report - Financial Statements

Prepared without audit in accordance with

OTC Pink Basic Disclosure Guidelines

For Year Quarter ended December 31, 2013

QEST CORPORATION
(An Exploration Stage Company)
Formerly Known As InterActive Leisure Systems, Inc.
UNAUDITED BALANCE SHEETS
AS OF DECEMBER 31, 2013 and JUNE 30, 2013

	DECEMBER 31,	JUNE 30,
	2013	2013
Assets		
Current assets		
Cash	\$ 19	\$ 100
Total current assets	19	-
Investment in Reservation System	-	217,890
Total assets	\$ 19	\$ 217,990
Liabilities and shareholders' deficit		
Current liabilities		
Accounts payable - trade	\$ -	\$ 2,120
Advances from former Shareholder	19,773	-
Due to Related Parties	-	11,325
Total current liabilities	19,773	13,445
Shareholders' deficit		
Common stock (Authorized 500,000,000 shares, par value \$.0001)		
(Issued 68,359,648 shares)	6,840	6,840
Paid in capital	207,744	194,299
Retained Earnings (deficit)	(234,338)	3,406
Total equity	(19,754)	204,545
Total liabilities and shareholders' deficit	\$ 19	\$ 217,990

The accompanying notes are an integral part of these financial statements

QEST CORPORATION
(An Exploration Stage Company)
Formerly Known As InterActive Leisure Systems, Inc.
UNAUDITED STATEMENT OF OPERATIONS
FOR THE SIX MONTHS ENDED DECEMBER 31, 2013 AND YEAR ENDED JUNE 30, 2013

	SIX-MONTH PERIOD ENDED DECEMBER 31, 2013	YEAR ENDED JUNE 30, 2013
Sales	\$ -	\$ -
Less cost of goods sold	-	-
Gross profit	-	-
General and Administrative Expenses	19,854	13,445
Income from operations	(19,854)	(13,445)
Other income (expense)	(217,890)	217,890
Net income	\$ (237,744)	\$ 204,445
Weighted average common shares outstanding	68,359,648	19,652,923
Loss per share	\$ (0.00)	\$ 0.01

The accompanying notes are an integral part of these financial statements

QEST CORPORATION
(An Exploration Stage Company)
Formerly Known As InterActive Leisure Systems, Inc.
UNAUDITED STATEMENT OF SHAREHOLDERS' ACCUMULATED DEFICIT

	<u>COMMON STOCKS</u>		Additional	Accumulated	Total
	# of Shares	Amount	Paid-In Capital	Deficit	Stockholders' Equity
Balance - June 30, 2009	359,648	\$ 40	\$ (83,901)	\$ (148,853)	\$ (232,714)
Net loss for 2010				(42,448)	(42,448)
Balance - June 30, 2010	359,648	\$ 40	\$ (83,901)	\$ (191,301)	\$ (275,162)
Net loss for 2011	-	-	-	(9,738)	(9,738)
Balance - June 30, 2011	359,648	40	(83,901)	\$ (201,039)	\$ (284,900)
Net loss for 2012	-	-	-	-	-
Balance - June 30, 2012	359,648	40	(83,901)	\$ (201,039)	\$ (284,900)
Issuance of stock for debt	33,000,000	3,300	246,700	-	250,000
Issuance of stock for services	35,000,000	3,500	31,500	-	35,000
Net loss for 2013	-	-	-	204,445	204,445
Balance - June 30, 2013	68,359,648	6,840	194,299	3,406	204,545
Contribution of AP by former owner	-	-	13,445	-	13,445
Issuance of stock for services	-	-	-	-	-
Net loss for 6 months	-	-	-	(237,744)	(237,744)
Balance - December 31, 2013	68,359,648	\$ 6,840	\$ 207,744	\$ (234,338)	\$ (19,754)

The accompanying notes are an integral part of these financial statements

QEST CORPORATION
(An Exploration Stage Company)
Formerly Known As InterActive Leisure Systems, Inc.
UNAUDITED STATEMENT OF CASH FLOWS
FOR THE SIX MONTHS ENDED DECEMBER 31, 2013 AND YEAR ENDED JUNE 30, 2013

	SIX-MONTH PERIOD ENDED DECEMBER 31, 2013	YEAR ENDED JUNE 30, 2013
Net income (loss)	\$ (237,744)	\$ 204,445
Add back special income item	217,890	(217,890)
Add back issuance of stock for services	-	35,000
Add back issuance of stock for debt	-	250,000
Increase (decrease) in Accounts payable	(13,445)	(21,455)
Net cash provided (used) in operations	(33,299)	250,100
Cash flows from financing activities		
Reduction in amount due former shareholder as APIC	13,445	-
Reduction in amount due former shareholder	-	(250,000)
Cash from former shareholder advances	19,773	-
Net cash provided by financing activities	33,218	(250,000)
Total cash flow	(81)	100
Beginning cash	100	-
Ending cash	\$ 19	\$ 100
Supplemental Cash Flow Information		
Cash paid for taxes	\$ -	\$ -
Cash paid for interest	\$ -	\$ -
Additional Supplemental Cash Flow Information		
Shares given as compensation	\$ -	\$ 35,000
Shares given as debt settlement	\$ -	\$ 250,000

The accompanying notes are an integral part of these financial statements

QEST CORPORATION
FORMERLY KNOWN AS INTERACTIVE LEISURE SYSTEMS, INC.
(An Exploration Stage Enterprise)

NOTES TO THE UNAUDITED FINANCIAL STATEMENTS
December 31, 2013

NOTE 1 – NATURE OF OPERATIONS AND BASIS OF PRESENTATION

The Company was incorporated in the State of Nevada on August 2, 1999, under the name Shopoverseas.com. The name was changed on July 10, 2000 to New Medium Enterprises Inc. The name was changed again on February 26, 2013 to Dukeshire Ventures, Inc. The name was changed again on May 23, 2013 to InterActive Leisure Systems. On March 11, 2014, the name was again changed to QEST Corporation.

The company has an established fiscal year end of June 30. The Company has not yet commenced any significant operations. The Company is in the initial development stage and has incurred a loss since inception totaling (\$234,338).

NOTE 2 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Going concern

The Company's financial statements are prepared in accordance with generally accepted accounting principles applicable to a going concern. This contemplates the realization of assets and the liquidation of liabilities in the normal course of business. Currently, the Company does not have material assets and does not have operations or a source of revenue sufficient to cover its operation costs and allow it to continue as a going concern. The Company has an accumulated deficit since inception of (\$234,338). The Company is dependent upon the raising of additional capital through sales of our common stock or other financing methods in order to implement its business plan. There can be no assurance that the Company will be successful in either situation in order to continue as a going concern. These financial statements do not include any adjustments relating to the recoverability and classification of recorded assets or the amounts of and classification of liabilities that might be necessary in the event the company cannot continue in existence. Accordingly, these factors raise substantial doubt as to the Company's ability to continue as a going concern.

Basis of Presentation

The financial statements present the balance sheet, statements of operations, and cash flows of the Company. These financial statements are presented in United States dollars and have been prepared in accordance with accounting principles generally accepted in the United States.

Cash and Cash Equivalents

For the purposes of the statements of cash flows, the Company considers highly liquid financial instruments purchased with a maturity of three months or less to be cash equivalent.

Use of Estimates and Assumptions

Preparation of the financial statements in conformity with accounting principles generally accepted in the United States requires management to make estimates and assumptions that affect certain reported amounts and disclosures. Accordingly, actual results could differ from those estimates.

Income Taxes

The Company follows the liability method of accounting for income taxes. Deferred tax assets and liabilities are recognized for the future tax consequences attributable to differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax balances. Deferred tax assets and liabilities are measured using enacted or substantially enacted tax rates expected to apply to the taxable income in the years in which those differences are expected to be recovered or settled. Deferred tax assets are reduced by a valuation allowance when, in the opinion of management, it is more likely than not that some portion or all of the deferred tax assets will not be realized. The effect on deferred tax assets and liabilities of a change in tax rates is recognized in income in the period that includes the date of enactment or substantive enactment.

Net Income (Loss) per Share

Basic loss per share includes no dilution and is computed by dividing income (loss) available to common stockholders by the weighted average number of common shares outstanding for the period. Dilutive income (loss) per share reflects the potential dilution of securities that could share in the income (losses) of the Company. Because the Company does not have any potentially dilutive securities, the accompanying presentation is only of basic income (loss) per share.

Recent Accounting Pronouncements

The company has evaluated recent accounting pronouncements and believes that none of them will have a material effect on the company's financial statement.

Stock-based Compensation

The Company has not adopted a stock option plan and has not granted any stock options. Stock based compensation is recorded at fair value at the time of issuance.

Fair Value of Financial Instruments

The Company has determined the estimated fair value of financial instruments using available market information and appropriate valuation methodologies. The fair value of financial instruments classified as current assets or liabilities approximate their carrying value due to the short-term maturity of the instruments.

NOTE 3 – CAPITAL STOCK

On April 16, 2013 the company issued 35,000,000 restricted common shares to a former CEO as compensation. On the date the shares were issued each share had a fair value of \$.001 which made the compensation package worth \$35,000.

The Company issued 33,000,000 shares of the Company's common stock on April 23, 2013 in settlement and full payment of the \$250,000 note to Stoneride Investments. The shares were valued at \$.008 per share as a negotiated settlement.

NOTE 4 - SUBSEQUENT EVENTS

The Company has evaluated subsequent events from the balance sheet date through the date the financial statements were available to be issued. In the third quarter of the 2014 fiscal year, the Company changed its name to QEST Corporation, had a change in control, and issued 431,640,352 common shares to the new owner.

NOTE 5 – INVESTMENT IN TECHNOLOGY

The Company previously owned a travel technology system called Leisure Logics which the company has valued at \$217,890. In the six months ended December 31, 2013, the transaction was cancelled and the Company recognized a loss of \$217,890 since that amount had previously been reported as income in the year ended June 30, 2013. Initially the transaction was recorded as an asset and liability in fiscal year 2011 but the debt was forgiven and the Company converted that amount to income in fiscal year 2013.

NOTE 6 – ADVANCES FROM FORMER SHAREHOLDER

During the third quarter of the 2014 fiscal year, a former shareholder of the Company advanced \$19,773 for expenses, this amount is classified as a current liability on the balance sheet. There is no specified due date or interest rate on these advances.

Information contained in a Financial Report is considered current until the due date for the subsequent Financial Report. To remain in the OTC Pink Current Information tier, a company must post its Annual Report within 90 days from its fiscal year-end date and Quarterly Reports within 45 days of its fiscal quarter-end date.

6) Describe the Issuer's Business, Products and Services

Describe the issuer's business so a potential investor can clearly understand the company. In answering this item, please include the following:

A. a description of the issuer's business operations;

Issuer is developing a business plan which is the acquisition, ownership, development, licensing of commercial technologies and facilities for the conversion of waste streams (our feedstocks; scrap tires, roofing shingles, plastic bottles) to energy and other market ready products and commodities such as carbon black, gasoline, kerosene, naphthalene, diesel, propane for the local and global marketplace.

B. Date and State (or Jurisdiction) of Incorporation:

8-2-99 in Nevada

C. the issuer's primary and secondary SIC Codes;

7371, 7372

D. the issuer's fiscal year end date;

6-30

E. principal products or services, and their markets;

Commodities, global markets

Status of Publicly announced acquisitions. On July 30, 2013, the Company announced an agreement to acquire Tech 7 Systems, Inc. and T7 Acquisitions, Ltd. These acquisitions have been cancelled.

7) Describe the Issuer's Facilities

The goal of this section is to provide a potential investor with a clear understanding of all assets, properties or facilities owned, used or leased by the issuer.

In responding to this item, please clearly describe the assets, properties or facilities of the issuer, give the location of the principal plants and other property of the issuer and describe the condition of the properties. If the issuer does not have complete ownership or control of the property (for example, if others also own the property or if there is a mortgage on the property), describe the limitations on the ownership.

If the issuer leases any assets, properties or facilities, clearly describe them as above and the terms of their leases.

The Company currently leases office space in a virtual office in Englewood Colorado for a nominal fee on a month-to-month basis.

8) Officers, Directors, and Control Persons

The goal of this section is to provide an investor with a clear understanding of the identity of all the persons or entities that are involved in managing, controlling or advising the operations, business development and disclosure of the issuer, as well as the identity of any significant shareholders.

- A. Names of Officers, Directors, and Control Persons. In responding to this item, please provide the names of each of the issuer's executive officers, directors, general partners and control persons (control persons are beneficial owners of more than five percent (5%) of any class of the issuer's equity securities), as of the date of this information statement.

Larson Elmore, President,

Thomas M Jaspers, CFO

QEST Acquisition Corporation - owns 93% of common shares

- B. Legal/Disciplinary History. Please identify whether any of the foregoing persons 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);

NO

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;

NO

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

NO

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.

NO

- C. Beneficial Shareholders. Provide a list of the name, address and shareholdings or the percentage of shares owned by all persons beneficially owning more than ten percent (10%) of any class of the issuer's equity securities. If any of the beneficial shareholders are corporate shareholders, provide the name and address of the person(s) owning or controlling such corporate shareholders and the resident agents of the corporate shareholders.

QEST Acquisition Corporation owns 93% of common shares - Same address as above

9) **Third Party Providers**

Please provide the name, address, telephone number, and email address of each of the following outside providers that advise your company on matters relating to operations, business development and disclosure:

Legal Counsel - None retained at this date

Accountant or Auditor - None retained at this date

Investor Relations Consultant
The Eversull Group, Inc.
Jack Eversull
972 571 1624
214 469 2361 fax
jack@theeversullgroup.com

Other Advisor: - None retained at this date

10) Issuer Certification

The issuer shall include certifications by the chief executive officer and chief financial officer of the issuer (or any other persons with different titles, but having the same responsibilities).

The certifications shall follow the format below:

I, LARSON ELMORE certify that:

1. I have reviewed this QUARTERLY REPORT OF INTERACTIVE LEISURE SYSTEMS, INC.;
2. Based on my 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 my 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.

3-11-2014

/s/ LARSON ELMORE, CEO

I, THOMAS M JASPERS certify that:

1. I have reviewed this QUARTERLY REPORT OF INTERACTIVE LEISURE SYSTEMS, INC.;
2. Based on my 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 my 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.

3-11-2014

/s/ THOMAS M JASPERS, CFO