

INFORMATION STATEMENT

**SPIN-OFF OF QUALITY RESOURCE TECHNOLOGIES, INC.
THROUGH THE DISTRIBUTION
BY BALTIC INTERNATIONAL USA, INC.
OF 1,180,788 SHARES OF
QUALITY RESOURCE TECHNOLOGIES, INC. COMMON STOCK TO
BALTIC INTERNATIONAL USA, INC. COMMON SHAREHOLDERS**

October 4, 2010

To Our Shareholders:

This Information Statement is being sent to you because we are spinning off our subsidiary, Quality Resource Technologies, Inc., a Delaware corporation (“Quality Resource Technologies”) to the holders of our common stock. We are effecting this Spin-Off (the “Spin-Off”) by distributing 1,180,788 shares of Quality Resource Technologies common stock as a non-taxable distribution for each outstanding share of common stock of Baltic International USA, Inc., a Texas corporation (sometimes “Baltic”). The Quality Resource Technologies shares will be distributed as of 5:00 p.m., Houston, Texas time, on October 18, 2010 (the “Distribution Date”) to holders of record of the Baltic common stock at 5:00 p.m., Houston, Texas time, on October 4, 2010 (the “Record Date”).

Quality Resource Technologies does not presently engage in any business activity. However, pursuant to the merger with TRQ, Inc. described below (the “Merger”) we will be engaged in the business of manufacturing and marketing shipping containers, as well as temporary and permanent homes, made of composite materials. The Baltic Board of Directors has determined that it would be in the best interests of the Baltic shareholders to separate Quality Resource Technologies from Baltic. Following the Spin-Off and the Merger, Baltic will own only 319,212 shares of Quality Resource Technologies (approximately 2.13 percent of the outstanding shares), which means that Quality Resource Technologies will be a fully independent, publicly traded company. See “Business – The Merger” in the Information Statement.

No vote of the Baltic shareholders is required in connection with the Spin-Off or the Merger, and you are not required to take any action. This Information Statement contains details about the terms of the Spin-Off, the Merger, and certain tax consequences of the Spin-Off and the Quality Resource Technologies common stock. It is for your information only. If you have questions after reviewing the Information Statement, please call us at (713) 961-9299.

Neither the Securities and Exchange Commission nor any state securities regulators have approved the Quality Resource Technologies common stock to be issued to you pursuant to this Spin-Off or determined if this Information Statement is accurate or adequate. Any representation to the contrary is a criminal offense.

WE ARE NOT ASKING FOR A PROXY AND YOU ARE REQUESTED NOT TO SEND US A PROXY.

We appreciate your continued interest in Baltic International USA, Inc.

Very truly yours,



David A. Grossman
*Chief Executive Officer and
Chief Financial Officer*

INFORMATION ABOUT THE SPIN-OFF

On September 27, 2010, the Baltic International USA, Inc. Board of Directors approved the Spin-Off of Quality Resource Technologies to Baltic’s common shareholders. To effect this Spin-Off, the Baltic Board approved the distribution of the 1,180,788 shares of Quality Resource Technologies common stock owned by Baltic to holders of record of the Baltic common stock and preferred stock. These shares represent approximately 79 percent of the outstanding shares of Quality Resource Technologies common stock. The Quality Resource Technologies shares will be distributed as of 5:00 p.m., Houston, Texas time, on October 18, 2010.

You will **not** be required to pay any cash or other consideration for the shares of Quality Resource Technologies common stock distributed to you or to surrender or exchange your shares of the Baltic common stock and preferred stock to receive the distribution of the Quality Resource Technologies common stock.

The Number of Shares You Will Receive

The actual number of shares of Quality Resource Technologies common stock that will be distributed to you will be calculated as of the Record Date. The ratio that will be used to determine the number of Quality Resource Technologies common shares you will receive for each share of the Baltic common stock you own on the Record Date is calculated as follows:

	Baltic Common Stock	Baltic Series A Preferred Stock	Baltic Series B Preferred Stock	Total
Total number of shares of Quality Resource Technologies common stock to be distributed in the Spin-Off	548,788	492,000	140,000	1,180,788
Divided by:				
Total number of shares of Baltic stock outstanding at 5:00 p.m., Houston, Texas time, on October 18, 2010	10,975,760	123,000	14	N/A
Ratio of Quality Resource Technologies common shares to Baltic shares to be distributed	1 for 20	4 for 1	10,000 for 1	N/A

We cannot now determine the actual number of shares of Quality Resource Technologies common stock to be distributed to you since that number cannot be calculated until 5:00 p.m., Houston, Texas time, on the Record Date. Based on the number of shares of the Baltic common stock outstanding as of October 4, 2010, you would receive approximately one share of Quality Resource Technologies common stock for each 20 shares of the Baltic common stock that you own on the Record Date, four shares of Quality Resource Technologies common stock for each share of the Baltic Series A preferred stock that you own on the Record Date, and 10,000 shares of Quality Resource Technologies common stock for each share of the Baltic Series B preferred stock that you own on the Record Date.

Promptly following the Record Date, we will announce the actual ratio representing the number of shares of Quality Resource Technologies common stock to be distributed in the Spin-Off in respect of each share of the Baltic common stock and preferred stock. These ratios will also be included in the distribution statement that will be mailed to each registered owner of the Baltic common stock and preferred stock and will be posted on our website at www.baltic-intl.com.

When and How You Will Receive the Quality Resource Technologies Shares

The Quality Resource Technologies shares will be distributed on October 18, 2010 (the “Distribution Date”) by Baltic by causing the shares of Quality Resource Technologies common stock to be registered in accounts established in the ownership records of Quality Resource Technologies.

Registered Holders. If you own shares in registered form, the Quality Resource Technologies shares distributed to you will be registered in your name and you will become the record holder of that number of shares of Quality Resource Technologies common stock.

Street Name Holders. If your shares are held in a brokerage account or with a nominee, the distribution will be credited to the account of your brokerage firm or nominee. Your broker/nominee will in turn credit your account for the Quality Resource Technologies shares that you are entitled to receive. This could take up to two weeks from the Distribution Date.

Fractional Shares. We will not deliver any fractional shares of Quality Resource Technologies common stock in connection with the Spin-Off. Instead, we will round up to nearest whole share and deliver rounded up shares to you.

Book-Entry Registration. The Quality Resource Technologies common stock will be issued in book-entry form through the Direct Registration System. Quality Resource Technologies' transfer agent and registrar, Pacific Stock Transfer, will hold your book-entry shares. If you wish to receive a physical certificate after the Distribution Date, you should contact Quality Resource Technologies' transfer agent at Pacific Stock Transfer, 4045 S. Spencer Street, Suite 403, Las Vegas, Nevada 89119, telephone (702) 361-3033, and telecopier (702) 433-1979.

Distribution Statement. Following the Distribution Date, a distribution statement will be sent to you showing your ownership interest in the Quality Resource Technologies common stock. We currently estimate that it will take up to 10 days from the Distribution Date to complete the mailings of distribution statements.

Trading in Baltic Stock and Quality Resource Technologies Stock

Beginning about October 5, 2010, and continuing through market close on October 18, 2010, the "Pink Sheets" on which the shares of the Baltic common stock are currently traded may establish two markets in the Baltic common stock, a "regular way" market and a "when-issued" market. Shares that trade in the "regular way" market will trade with the entitlement to shares of Quality Resource Technologies common stock to be distributed pursuant to the Spin-Off. Shares that trade on the "when-issued" market will trade without the entitlement to shares of Quality Resource Technologies common stock to be distributed pursuant to the Spin-Off. Therefore, if you own shares of the Baltic common stock at 5:00 p.m., Houston, Texas time, on the Record Date and sell those shares on the "regular way" market prior to market close on October 18, 2010, the Distribution Date, you will also be trading the shares of Quality Resource Technologies common stock that otherwise would have been distributed to you pursuant to the Spin-Off.

Contracts made in the "when-issued" markets are contingent on the distribution of Quality Resource Technologies common shares pursuant to the Spin-Off. Settlement for these contracts would occur on October 18, 2010.

Since the shares of Quality Resource Technologies common stock are not yet trading, there will be no trading market established until the Form 10 described below has been declared effective by the SEC and the shares have been released for trading.

Following the distribution, the Baltic common stock will continue to be traded on the "Pink Sheets" under the symbol "BISA.PK." As a result of the distribution, the trading price of the Baltic common stock immediately following the distribution will likely be lower than the trading price of the Baltic common stock immediately prior to the distribution.

Dissenters' Right of Appraisal

Texas and Delaware law do not provide for a right of a shareholder to dissent to the Spin-Off or the Merger.

U.S. FEDERAL INCOME TAX CONSEQUENCES

The following is a discussion of certain federal income tax considerations that may be relevant to holders of our stock who receive shares of Quality Resource Technologies as a result of the Spin-Off. No state, local, or foreign tax consequences are addressed herein.

The following description of the material federal income tax consequences of the Spin-Off to our common shareholders is based on the Internal Revenue Code, applicable Treasury Regulations promulgated thereunder, judicial authority and current administrative rulings and practices as in effect on the date of this Information Statement. Changes to the laws could alter the tax consequences described below, possibly with retroactive effect. We have not sought and will not seek an opinion of counsel or a ruling from the Internal Revenue Service regarding the federal income tax consequences of the Spin-Off. This discussion is for general information only and does not discuss the tax consequences that may apply to special classes of taxpayers (*e.g.*, non-residents of the United States, broker/dealers or insurance companies). The state and local tax consequences of the Spin-Off may vary significantly as to each common shareholder, depending upon the jurisdiction in which such shareholder resides. You are urged to consult your own tax advisors to determine the particular consequences to you.

Tax-Free Status of the Spin-off. We are of the opinion that our distribution of whole shares of Quality Resource Technologies common stock to our common shareholders in connection with the Spin-Off will be tax-free to Baltic and to our common shareholders for U.S. federal income tax purposes.

This means that for U.S. federal income tax purposes:

- Baltic common shareholders will not recognize a gain or loss by reason of the receipt of whole shares of Quality Resource Technologies common stock as a result of the Spin-Off; and
- Baltic will not recognize a gain or loss by reason of the Spin-Off.

We are not aware of any facts or circumstances that would cause any of our opinions to be incorrect in any material respect. Nevertheless, if the IRS subsequently held the Spin-Off to be taxable, the above consequences would not apply; and our common shareholders and we could be subject to tax.

Subsequent Sale of Stock. If you sell your shares of Quality Resource Technologies common stock or Baltic common stock after the distribution, you will recognize gain or loss on such sale based on the difference between the proceeds you receive from the sale and the tax basis allocated to the shares you sold as described below under "Allocation of Tax Basis." In most cases, this gain or loss will be a capital gain or loss, assuming that you held such shares as a capital asset, and will be a long-term or short-term gain or loss based on your holding period for such shares as described below under "Holding Period."

Allocation of Tax Basis. Your tax basis for the Quality Resource Technologies common stock received in the Spin-Off will be determined based on your tax basis in the Baltic common stock with respect to which your distribution of the Quality Resource Technologies common stock was made. Following the Spin-Off, your aggregate tax basis in your shares of the Baltic common stock and the Quality Resource Technologies common stock, will be the same as your tax basis in your shares of the Baltic common stock immediately prior to the Spin-Off. The aggregate tax basis in your shares of the Baltic common stock immediately prior to the Spin-Off will be allocated between your Baltic common stock and Quality Resource Technologies common stock in proportion to the fair market value of the Baltic common stock and the Quality Resource Technologies common stock at market close on October 15, 2010, the last trading day before the distribution.

Additional Information to Help You Calculate Your New Tax Basis. Additional information will be sent to you with the distribution statement concerning the allocation of your tax basis in the Baltic common stock between your shares of the Baltic common stock and the Quality Resource Technologies common stock, including fractional shares. This information will also be posted on our web site at www.baltic-intl.com.

Holding Period. The holding period for capital gains purposes of shares of Quality Resource Technologies common stock received in the distribution will include the holding period of the Baltic common stock in respect of which the distribution was made, provided the shareholder holds the Baltic common stock as a capital asset on the Distribution Date.

State, Local and Foreign Tax Consequences. You should consult your own tax advisor regarding the state, local and foreign tax consequences of your receipt of shares of Quality Resource Technologies common stock and any payment for fractional shares.

Tax Return Statement. U.S. Treasury regulations require you to attach to your U.S. federal income tax return - for the year in which the Spin-Off occurs - a detailed statement setting forth certain information regarding the nature of the Spin-Off. The information necessary to comply with that requirement will be enclosed with the distribution statement. **The Information Statement to the Internal Revenue Service should be completed and attached to your 2010 tax return.** This form will also be posted on our web site at www.baltic-intl.com.

The summary of U.S. federal income tax consequences set forth above is for general information purposes only. Shareholders are advised to consult their own tax advisors as to the particular tax consequences to them of the Spin-Off, including the state, local, and (if applicable) foreign tax consequences.

INFORMATION ABOUT QUALITY RESOURCE TECHNOLOGIES, INC.

Inasmuch as Quality Resource Technologies, Inc. does not have and has never had any business operations, the following discussion assumes that the Merger between Quality Resource Technologies, Inc., QRT Acquisition Company, and TRQ, Inc. has occurred as discussed in this Information Statement. Any references to Quality Resource Technologies, Inc. include TRQ, Inc., unless the context requires otherwise.

RISK FACTORS

This investment has a high degree of risk. Before you invest you should carefully consider the risks and uncertainties described below and the other information in this Information Statement. If any of the following risks actually occur, our business, operating results and financial condition could be harmed and the value of our stock could go down. This means you could lose all or a part of your investment.

Risks Relating to Our Business

We are a development stage company with limited operating history which may not serve as an adequate basis to judge our 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, was re-domiciled in Delaware on September 20, 2010 as Quality Resource Technologies, Inc. We have had minimal operations since inception. TRQ, Inc. was incorporated as Quality Resource Technologies, Inc. in Delaware on July 22, 2009. In connection with the Merger, on September 20, 2010, Quality Resource Technologies, Inc. changed its name to TRQ, Inc. The changes in the names of B-L Merger Sub and Quality Resource Technologies were the result of our desire to continue with the use of the name "Quality Resource Technologies" following the Merger.

We have a brief operating history. We have had minimal operations. We 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. We could incur net losses in the foreseeable future if we are unable to anticipate market trends and match our product offerings to consumer buying patterns. We will not offer a set line of products for sale, but constantly evaluate market trends and try to adjust our product offerings to meet consumer wants. Our business strategy is unproven, and we may not be successful in addressing early stage challenges, such as establishing our position in the market and developing effective marketing of our products. To implement our business plan, we will be required to obtain additional financing. We have not yet located additional financing.

Our 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. We expect to continue to incur significant operating and capital expenditures and, as a result, we expect significant net losses in the future. It is possible that we 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.

We are a development stage company and have limited operating history upon which you can evaluate our business and prospects. We have yet to develop sufficient experience regarding actual revenues to be received from our proposed products. You must consider the risks and uncertainties frequently encountered by early stage companies in new and rapidly evolving markets. If we are unsuccessful in addressing these risks and uncertainties, our business, results of operations and financial condition will be materially and adversely affected.

An investor in our securities must consider the risks, uncertainties, and difficulties frequently encountered by companies in new and rapidly evolving markets. The risks and difficulties we face include challenges in accurate financial planning as a result of limited historical data and the uncertainties resulting from having had a relatively limited time period in which to implement and evaluate our business strategies as compared to older companies with longer operating histories.

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

Our 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. Our ability to implement this business strategy is dependent on our 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 our business efforts.

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

Our product offerings may not be accepted.

We constantly seek to modify our 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 our product offerings primarily depends on the interest of consumers in purchasing our particular assortment of products. In general, achieving market acceptance for our products will require substantial marketing efforts and the expenditure of significant funds, which we may not have available, to create awareness and demand among consumers.

We have limited financial, personnel and other resources to undertake extensive marketing activities. Accordingly, we are uncertain as to the acceptance of any of our products or our ability to generate the revenues necessary to remain in business.

We depend on third parties for supplying our products and shipping them directly to consumers.

Though we have agreements in place to lease appropriate fabrication facilities, finalization of such agreements is dependent on obtaining adequate financing. Consequently, we do not currently own or operate any manufacturing or storage facilities and we are currently dependent on third-party suppliers in other locations. Therefore, we are, and in the future will continue to be, dependent upon our suppliers to ship on a timely basis the products ordered by consumers. We also rely on our suppliers to comply with any applicable safety standards and state and local regulatory requirements, if any, at competitive prices.

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

Our inability to obtain sufficient financing will harm our development and growth strategy.

We will require substantial amounts of working capital to fund our business. Our currently available funds will not be sufficient to meet our anticipated needs for working capital and capital expenditures through the next 12 months. Our anticipation of the time through which our financial resources will be adequate to support our 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 in this Information Statement. We are uncertain that additional financing will be available to us on favorable terms when required, or at all. If we are unable to obtain sufficient additional capital when needed, we could be forced to alter our business strategy, delay or abandon some of our development plans. Any of these events would harm our business, financial condition and results of operation. In addition, if we raise 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 our common stock and our stockholders may experience additional dilution.

Risks associated with our ability to manage expansion as a result of acquisitions.

The growth of our business depends in large part on our ability to manage expansion, control costs in our 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 our growth and adversely affect our financial condition, results of operations or cash flow.

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

Our long-term success largely depends on our ability to market technologically competitive products. If we fail to obtain or maintain these protections, we may not be able to prevent third parties from using our proprietary rights. The currently pending or future patent applications that we license 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, our patent applications may not have priority over any patent applications of others. In addition, the patents that we license may not contain claims sufficiently broad to protect us against third parties with similar technologies or products or provide us with any competitive advantage. If a third party initiates litigation regarding the patents we license, and is successful, a court could revoke those patents or limit their scope of coverage. We also rely upon trade secrets, proprietary expertise and continuing technological innovation to remain competitive. However our trade secrets, expertise and other technology may otherwise become known or be independently discovered by our competitors.

We 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 us, or one of our strategic collaborators for infringing a third-party's patent rights. Likewise, we 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 us of any litigation or other proceeding relating to intellectual property rights, even if resolved in our favor, could be substantial, and the litigation would divert our management's efforts. Some of our competitors may be able to sustain the costs of complex patent litigation more effectively than we can because they have substantially greater resources. If we do not prevail in this type of litigation, we or our 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 our ability to continue some of our operations. In addition, a court may require that we pay expenses or damages and litigation could disrupt our commercial activities.

We do not own patents essential for our business, but rather license them from an affiliate of our largest stockholder.

We do not own the patents essential to our success, but rather license them from an affiliate of our largest stockholders, James Solano and the Solano Family Trust. Mr. Solano is also our chairman of the board, president and chief executive officer. Should the licenses expire, terminate or the technology they represent not be available to us, our business would be materially adversely affected.

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

End users of our products may bring product liability claims against us. While we will take what we believe are appropriate precautions, we may be unable to avoid significant liability exposure. We intend to obtain and keep in force product liability insurance; however, such insurance may not be sufficient to protect us from all claims. In addition, we may be unable to obtain insurance in the future, or we may be unable to do so on acceptable terms. Any additional insurance we obtain 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 our management's time and attention, expenditure of large amounts of cash on legal fees, expenses and payment of damages, decreased demand for our products and services, and injury to our reputation.

Our ability to succeed will depend on research and development.

Our future success will depend on successful research and development and our ability to identify, hire, and retain additional qualified personnel. Currently, there is significant competition for qualified personnel for our business, and we do not know if we will be able to attract and retain the personnel necessary for the development of our business.

Our proposed Selma, Alabama facility is to be leased by a related party for two years with an option to purchase at the end of the lease. We do not know if the related party will have the funds or be able to exercise the option to purchase the Selma, Alabama facility.

The composite manufacturing facility in Selma, Alabama which we expect to acquire will be leased by Alliance Composites of Alabama for two years from Louisiana Pacific Corporation for monthly rental payments of \$50,000 and semi-annual payments of \$500,000, subject to obtaining the necessary financing. Alliance Composites of Alabama is a related party, owned by James Solano, one of our major stockholders, chairman of the board, president, and chief executive officer. At the end of the lease term, Alliance Composites of Alabama has the option to purchase the Selma facility for \$10,750,000 less the semi-annual payments made and 40 percent of monthly rental payments, resulting in a final total purchase option price of \$8,270,000. We do not know if Alliance Composites of Alabama will have the funds or access to financing to be able to exercise the option to purchase that facility. Without the Selma facility, we would be unable to manufacture our products.

Our future financial results are uncertain and our operating results may fluctuate, due to, among other things, consumer trends, seasonal fluctuations and market demand.

As a result of our lack of operating history, it is difficult to accurately forecast our revenue and we have little historical financial data upon which to base planned operating expenses. We base our current and future expense levels on our operating plans and estimates of future expenses. Our expenses are dependent in large part upon expenses associated with our 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 on the growth of our customer base, changes in customer demands based on consumer trends, the degree of utilization of our advertising services as well as the mix of products and services sold. As a result, we may be unable to make accurate financial forecasts and adjust our spending in a timely manner to compensate for any unexpected revenue shortfall. This inability could cause our net losses in a given quarter to be greater than expected.

We may encounter substantial competition in our business and failure to compete effectively may adversely affect our ability to generate revenue.

We believe that existing and new competitors will continue to improve their products and introduce new products with competitive price and performance characteristics. We expect that we will be required to continue to invest in product development and productivity improvements to compete effectively in our markets. Our competitors could develop a more efficient product or undertake more aggressive and costly marketing campaigns than ours, which may adversely affect our marketing strategies and could have a material adverse effect on our business, results of operations and financial condition. Important factors affecting our 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 our products, we can either choose to maintain market share by reducing our 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 our existing markets, or we will be unable to compete successfully against existing or new competition.

We rely on the services of certain key personnel.

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

We may not be able to hire and retain qualified personnel to support our growth and if we are unable to retain or hire such personnel in the future, our ability to improve our products and implement our business objectives could be adversely affected.

If one or more of our senior executives or other key personnel are unable or unwilling to continue in their present positions, we may not be able to replace them easily or at all, and our business may be disrupted and our 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 we may not be able to retain the services of our 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 our future growth and financial condition.

We may have difficulty in attracting and retaining management and outside independent members to our 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. We currently do carry limited directors and officers' liability insurance. Directors and officers' liability insurance has recently become much more expensive and difficult to obtain. If we are 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 our board of directors.

We 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, we 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.

Our future revenues are unpredictable and our quarterly operating results may fluctuate significantly.

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

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

We may fail to establish and maintain strategic relationships.

We believe that the establishment of strategic partnerships will greatly benefit the growth of our business, and we intend to seek out and enter into strategic alliances. We may not be able to enter into these strategic partnerships on commercially reasonable terms, or at all. Even if we enter into strategic alliances, our partners may not attract significant numbers of customers or otherwise prove advantageous to our business. Our inability to enter into new distribution relationships or strategic alliances could have a material and adverse effect on our business.

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

There have been regulatory changes, including the Sarbanes-Oxley Act of 2002, and there may potentially be new accounting pronouncements or additional regulatory rulings, which will have an impact on our future financial position and results of operations. The Sarbanes-Oxley Act of 2002 and other rule changes as well as proposed legislative initiatives will increase our general and administrative costs as we 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. These and other potential changes could materially increase the expenses we report under accounting principles generally accepted in the United States, and adversely affect our 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 our ability to raise capital or our ability to operate, especially to the extent we depend 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 our business that are difficult to predict. We are not insured against damage or interruption of our business caused by terrorist acts or acts of war.

Anti-takeover provisions may impede the acquisition of Quality Resource Technologies.

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 Quality Resource Technologies to negotiate with, and to obtain the approval of, our board of directors in connection with such a transaction. As a result, certain of these provisions may discourage a future acquisition of Quality Resource Technologies, including an acquisition in which the stockholders might otherwise receive a premium for their shares.

Risks Relating to Our Stock

James Solano, our other executive officers and the Solano Family Trust own 90 percent of our common stock. This concentration of ownership could discourage or prevent a potential takeover of Quality Resource Technologies that might otherwise result in your receiving a premium over the market price for your common stock.

James Solano, our other executive officers and the Solano Family Trust own in the aggregate 13,500,000 shares of our common stock, which represent 90 percent of our issued and outstanding common stock as of the date of this Information Statement. The result of the ownership of our common stock by the Solano family is that it has voting control on all matters submitted to our stockholders for approval and is able to control our management and affairs, including extraordinary transactions such as mergers and other changes of corporate control, and going private transactions. Additionally, this concentration of voting power could discourage or prevent a potential takeover of Quality Resource Technologies that might otherwise result in your receiving a premium over the market price for your common stock.

If we become a publicly traded company, in the event that your shares become free-trading, our common stock will most likely be 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.

If our shares become publicly traded, our common stock will be sporadically or “thinly-traded” on the Pink Sheets, and possibly on the OTCBB, meaning that the number of persons interested in purchasing our common stock at or near ask prices at any given time may be relatively small or nonexistent. This situation will be attributable to a number of factors, including the fact that we are a small company which will be 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 we came to the attention of such persons, they tend to be risk-averse and would be reluctant to follow an unproven company such as ours or purchase or recommend the purchase of our shares until such time as we became more seasoned and viable.

As a consequence, there may be periods of several days or more when trading activity in our 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 our common stock will not develop or be sustained, or that trading levels will not continue.

Even if our shares become publicly traded, your shares may not be “free-trading.”

Investors should understand that their shares of our common stock will not become “free-trading” merely because Quality Resource Technologies 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. See “Shares Eligible for Future Sale.”

If our shares become publicly traded, the market price for our common stock will most likely be particularly volatile given our 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 our share price. The price at which you purchase our common stock may not be indicative of the price that will prevail in the trading market.

If our shares become publicly traded, the market for our common stock will most likely be characterized by significant price volatility when compared to seasoned issuers, and we expect that our 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 our stockholders may disproportionately influence the price of those shares in either direction. The price for our shares could, for example, decline precipitously in the event that a large number of shares of our common stock are sold on 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, we will most likely be a speculative or “risky” investment due to the nature of our 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.

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

If our shares become publicly traded, the following factors may add to the volatility in the price of our common stock: actual or anticipated variations in our quarterly or annual operating results; government regulations, announcements of significant acquisitions, strategic partnerships or joint ventures; our capital commitments; and additions or departures of our key personnel. Many of these factors are beyond our control and may decrease the market price of our common stock, regardless of our operating performance. We cannot make any predictions or projections as to what the prevailing market price for our common stock will be at any time, including as to whether our 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.

If our shares become publicly traded, volatility in our common stock price may subject Quality Resource Technologies to securities inquiries.

If our shares become publicly traded, the market for our common stock will most likely be characterized by significant price volatility when compared to seasoned issuers, and we expect that our 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. We 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.

We may need to raise additional capital. If we are unable to raise necessary additional capital, our business may fail or our operating results and our stock price may be materially adversely affected.

Because we are a newly operational company, we need to secure adequate funding through equity or debt offerings, which may reduce the value of our outstanding securities. We 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 our stockholders. If we borrow more money, we will have to pay interest and may also have to agree to restrictions that limit our operating flexibility. If we are unable to obtain adequate financing, we may have to curtail our operations and our business would fail.

Our 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 our common stock.

Our 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 our board of directors may deem relevant at that time. It is likely that we will issue additional securities to pay for services and reduce debt in the future. It is possible that we will issue additional shares of common stock under circumstances we may deem appropriate at the time.

The elimination of monetary liability against our directors, officers and employees under our certificate of incorporation and the existence of indemnification rights for our directors, officers and employees may result in substantial expenditures by Quality Resource Technologies and may discourage lawsuits against our directors, officers and employees.

Our certificate of incorporation contains provisions which eliminate the liability of our directors for monetary damages to Quality Resource Technologies and our stockholders. Our bylaws also require us to indemnify our officers and directors. We may also have contractual indemnification obligations under our agreements with our directors, officers and employees. The foregoing indemnification obligations could result in Quality Resource Technologies incurring substantial expenditures to cover the cost of settlement or damage awards against directors, officers and employees, which we may be unable to recoup. These provisions and resultant costs may also discourage Quality Resource Technologies 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 our stockholders against our directors, officers and employees even though such actions, if successful, might otherwise benefit Quality Resource Technologies and our stockholders.

Absence of dividends.

We have never paid or declared any dividends on our common stock. Likewise, we do not anticipate paying, in the near future, dividends or distributions on our common stock or our common stock to be issued in this offering. Any future dividends will be declared at the discretion of our board of directors and will depend, among other things, on our earnings, our financial requirements for future operations and growth, and other facts as we may then deem appropriate.

Our directors have the right to authorize the issuance of additional shares of our common stock.

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

If our shares become publicly traded and our shares are traded on OTCBB, and we fail to remain current in our reporting requirements, we could be removed from the OTCBB, which would limit the ability of broker-dealers to sell our securities and the ability of stockholders to sell their securities in the secondary market.

Companies trading on the OTC Bulletin Board must be reporting issuers under Section 12 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), and must be current in their reports under Section 13 of the Exchange Act, in order to maintain price quotation privileges on the OTC Bulletin Board. If our shares become publicly traded and our shares are traded on the OTC Bulletin Board, and we fail to remain current in our reporting

requirements, we could be removed from the OTC Bulletin Board. As a result, the market liquidity for our securities could be adversely affected by limiting the ability of broker-dealers to sell our securities and the ability of stockholders to sell their securities in the secondary market.

If our shares become publicly traded, our common stock will most likely be subject to the “penny stock” rules of the Securities and Exchange Commission, and the trading market in our common stock will be limited, which would make transactions in our stock cumbersome and may reduce the investment value of our stock.

If our shares become publicly traded, our shares of common stock will most likely be “penny stocks” because they most likely will 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 our common stock and cause a decline in the market value of our 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.

Our management is aware of the abuses that have occurred historically in the penny stock market. Although we do not expect to be in a position to dictate the behavior of the market or of broker-dealers who participate in the market, if our shares become publicly traded, management will strive within the confines of practical limitations to prevent the described patterns from being established with respect to our securities. The occurrence of these patterns or practices could increase the volatility of our share price.

Quality Resource Technologies is classified as a “shell company” under the Exchange Act.

Quality Resource Technologies is a “shell company” as defined by Rule 12b-2 promulgated under the Exchange Act. Accordingly, the securities which we may issue can only be resold through registration under the Securities Act, Section 4(1) of the Securities Act, if available, for non-affiliates, or by meeting the conditions of Rule 144(i) promulgated under the Securities Act.

A “shell company” means a registrant, other than an asset-backed issuer, that has:

- No or nominal operations; and
- Either, (i) no or nominal assets; (ii) assets consisting solely of cash and cash equivalents; or (iii) assets consisting of any amount of cash and cash equivalents and nominal other assets.

The provisions of Rule 144(i) providing for the six month holding period are not available for the resale of securities initially issued by a “shell company.”

Notwithstanding paragraph (i)(1) of Rule 144, if the issuer of the securities previously had been an issuer described in paragraph (i)(1)(i) but has ceased to be an issuer described in paragraph (i)(1)(i); is subject to the reporting requirements of Section 13 or 15(d) of the Exchange Act; has filed all reports and other materials required to be filed by Section 13 or 15(d) of the Exchange Act, as applicable, during the preceding 12 months (or for such shorter period that the issuer was required to file such reports and materials), other than Form 8-K reports, and has filed current “Form 10 information” with the SEC reflecting its status as an entity that is no longer an issuer described in paragraph (i)(1)(i), then those securities may be sold subject to the requirements of Rule 144 after one year has elapsed from the date that the issuer filed “Form 10 information” with the SEC.

The term “Form 10 information” means the information that is required by SEC Form 10, to register under the Exchange Act each class of securities being sold under Rule 144. The Form 10 information is deemed filed when the initial filing is made with the SEC.

In order for Rule 144 to be available, Quality Resource Technologies must have certain information publicly available. We plan to publish information necessary to permit transfer of shares of our common stock in accordance with Rule 144 of the Securities Act.

SPECIAL NOTE REGARDING FORWARD-LOOKING STATEMENTS

In this Information Statement, we make a number of statements, referred to as “forward-looking statements” which are intended to convey our expectations or predictions regarding the occurrence of possible future events or the existence of trends and factors that may impact our future plans and operating results. We note, however, that these forward-looking statements are derived, in part, from various assumptions and analyses we have made in the context of our current business plan and information currently available to Quality Resource Technologies and in light of our experience and perceptions of historical trends, current conditions and expected future developments and other factors we believe to be appropriate under the circumstances.

You can generally identify forward-looking statements through words and phrases such as “seek,” “anticipate,” “believe,” “estimate,” “expect,” “intend,” “plan,” “budget,” “project,” “may be,” “may continue,” “may likely result,” and similar expressions. When reading any forward-looking statement you should remain mindful that all forward-looking statements are inherently uncertain as they are based on current expectations and assumptions concerning future events or future performance of Quality Resource Technologies, and that actual

results or developments may vary substantially from those expected as expressed in or implied by that statement for a number of reasons or factors, including those relating to:

- Whether or not markets for our proposed products develop and, if they do develop, the pace at which they develop;
- Our ability to attract and retain qualified personnel to implement our growth strategies;
- Our ability to fund our financing needs;
- Competitive factors;
- General economic conditions;
- Changes in our business plan and corporate strategies; and
- Other risks and uncertainties discussed in greater detail in the sections of this Information Statement, including those captioned “Risk Factors” and “Business.”

Each forward-looking statement should be read in context with, and with an understanding of, the various other disclosures concerning Quality Resource Technologies and our business made elsewhere in this Information Statement. You should not place undue reliance on any forward-looking statement as a prediction of actual results or developments. We are not obligated to update or revise any forward-looking statement contained in this Information Statement to reflect new events or circumstances unless and to the extent required by applicable law.

BUSINESS

The Merger

On October 18, 2010, immediately following the Spin-Off of Quality Resource Technologies to the Baltic shareholders, Quality Resource Technologies, QRT Acquisition Company, a Delaware corporation (the “Subsidiary”), and TRQ, Inc., a Delaware corporation (“TRQ”) will close a Plan and Agreement of Triangular Merger (the “Plan of Merger”) whereby the Subsidiary, a wholly-owned subsidiary of Quality Resource Technologies, will be merged into TRQ (the “Merger”). As a result of the Merger, the TRQ Stockholders will receive shares of the common stock of Quality Resource Technologies, par value \$0.01 per share (the “Quality Resource Technologies Common Stock”) in exchange for all of their shares of the common stock of TRQ, \$0.01 par value per share (the “TRQ Common Stock”). The basic terms of the Plan of Merger are as follows:

1. Plan Adopted. A plan of merger whereby the Subsidiary merges with and into TRQ (this “Plan of Merger”), pursuant to the provisions of Section 252, *et seq.*, of the Delaware General Corporation Law, and Section 368(a)(2)(D) of the Internal Revenue Code of 1986, as amended, is adopted as follows:

(a) The Subsidiary shall be merged with and into TRQ, to exist and be governed by the laws of the State of Delaware.

(b) TRQ shall be the surviving corporation (the “Surviving Corporation”) and its name shall continue as TRQ, Inc. The Surviving Corporation will continue to be a wholly-owned subsidiary of Quality Resource Technologies.

(c) When the Plan of Merger shall become effective, the separate existence of the Subsidiary shall cease and the Surviving Corporation shall succeed, without other transfer, to all the rights and properties of the Subsidiary and shall be subject to all the debts and liabilities of such corporation in the same manner as if the Surviving Corporation had itself incurred them. All rights of creditors and all liens upon the property of each constituent entity shall be preserved unimpaired, limited in lien to the property affected by such liens immediately prior to the Merger.

(d) The Surviving Corporation will be responsible for the payment of all fees and franchise taxes of the constituent entities payable to the State of Delaware, if any.

(e) The Surviving Corporation will carry on business with the assets of TRQ, as well as the assets of the Subsidiary.

(f) The Surviving Corporation will be responsible for the payment of the fair value of shares, if any, required under the laws of Delaware.

(g) The TRQ Stockholders will surrender all of their shares of the TRQ Common Stock in the manner hereinafter set forth.

(h) In exchange for the shares of the TRQ Common Stock surrendered by the TRQ Stockholders, Quality Resource Technologies will issue and transfer to them on the basis hereinafter set forth, shares of Quality Resource Technologies Common Stock.

(i) A copy of the Plan of Merger will be furnished by the Surviving Corporation, on request and without cost, to any stockholder of any constituent corporation.

(j) The authorized capital stock of the Subsidiary is 200,000,000 shares of common stock, \$0.01 par value per share (the "Subsidiary Common Stock"), of which one share is issued and outstanding, and 10,000,000 shares of preferred stock, \$0.01 par value per share, none of which are issued or outstanding.

(k) The authorized capital stock of TRQ is 200,000,000 shares of common stock, \$0.01 par value per share, of which 100 shares are issued and outstanding held by two TRQ Stockholders, who are "accredited investors" as defined in the Securities Act of 1933, as amended (the "Securities Act"), and 10,000,000 shares of preferred stock, \$0.01 par value per share, none of which are issued or outstanding.

2. Effective Date. The effective date of the Merger (the "Effective Date") shall be the date of the filing of Articles of Merger for the Subsidiary and TRQ in the State of Delaware.

3. Submission to Stockholders. This Plan of Merger shall be submitted for approval separately to the TRQ Stockholders and to Quality Resource Technologies, the sole stockholder of the Subsidiary, in the manner provided by the laws of the State of Delaware.

4. Manner of Exchange. On the Effective Date, the TRQ Stockholders shall surrender their stock certificates representing all of the issued and outstanding shares of the TRQ Common Stock to Quality Resource Technologies in exchange for certificates representing the shares of Quality Resource Technologies Common Stock to which they are entitled. In exchange, TRQ shall receive all of the issued and outstanding shares of the Subsidiary's common Stock held by Quality Resource Technologies. Following the receipt of the shares of the TRQ Common Stock by TRQ by Quality Resource Technologies, the shares of the TRQ Common Stock shall be cancelled. The one share of the Subsidiary Common Stock shall remain issued and outstanding.

5. Basis of Exchange. The TRQ Stockholders currently own 100 shares of the TRQ Common Stock, which shares constitute all of the issued and outstanding shares of the capital stock of TRQ. As a result of the Merger, the TRQ Stockholders shall be entitled to receive, in exchange for all of their TRQ Common Stock, 13,500,000 shares of Quality Resource Technologies Common Stock on the basis of 135,000 shares of Quality Resource Technologies Common Stock for each share of the TRQ Common Stock held by each of the TRQ Stockholders. Any fractional number of shares to be received shall be rounded up to the nearest whole number. Following the Effective Date, Quality Resource Technologies shall have 15,000,000 shares of Quality Resource Technologies Common Stock issued and outstanding, owned as follows: (a) 1,500,000 shares owned by the Quality Resource Technologies Stockholders before the Effective Date, and (b) 13,500,000 shares owned by the TRQ Stockholders.

6. Restricted Shares. All shares of Quality Resource Technologies Common Stock to be received by the TRQ Stockholders under the Plan of Merger shall be restricted in their resale as provided in the Securities Act, and shall contain a legend as required by the Securities Act which shall read as follows:

THE SHARES OF COMMON STOCK REPRESENTED BY THIS CERTIFICATE HAVE NOT BEEN REGISTERED UNDER THE SECURITIES ACT OF 1933, AS AMENDED (THE "SECURITIES ACT"), OR ANY STATE SECURITIES LAWS AND NEITHER SUCH SHARES NOR ANY INTEREST THEREIN MAY BE OFFERED, SOLD, PLEDGED, ASSIGNED OR OTHERWISE TRANSFERRED UNLESS A REGISTRATION STATEMENT WITH RESPECT THERETO IS EFFECTIVE UNDER THE SECURITIES ACT AND ANY APPLICABLE STATE SECURITIES LAWS, OR PURSUANT TO AN EXEMPTION FROM REGISTRATION UNDER THE SECURITIES ACT.

The restricted nature of such shares shall not be taken into account or any quoted price of the shares on the Effective Date. Upon receipt of the Quality Resource Technologies Common Stock, each TRQ Stockholders shall execute a Subscription Agreement in the form attached to the Plan of Merger as Attachment A. In that regard, the TRQ Stockholders shall acknowledge that Quality Resource Technologies does not have any obligation to register for resale pursuant to the Securities Act, the shares of Quality Resource Technologies Common Stock to be received by them hereunder.

7. Directors and Officers of the Surviving Corporation.

(a) Following the Merger, the present Board of Directors of TRQ shall serve as the Board of Directors of the Surviving Corporation until the next annual meeting or until such time as their successors have been elected and qualified.

(b) If a vacancy shall exist on the Board of Directors of the Surviving Corporation on the Effective Date, such vacancy may be filled by the Board of Directors of the Surviving Corporation as provided in the Bylaws of the Surviving Corporation.

(c) All persons who, on the Effective Date, are executive or administrative officers of TRQ shall be the officers of the Surviving Corporation until the Board of Directors of the Surviving Corporation shall otherwise determine. The Board of Directors of the Surviving Corporation may elect or appoint such additional officers as it may deem necessary or appropriate.

8. Certificate of Incorporation. The Certificate of Incorporation of TRQ existing on the Effective Date, a copy of which is attached to the Plan of Merger as Attachment B shall continue in full force as the Certificate of Incorporation of the Surviving Corporation until altered, amended, or repealed as provided therein or as provided by law.

9. Bylaws. The Bylaws of TRQ existing on the Effective Date, a copy of which is attached to the Plan of Merger as Attachment C shall continue in full force as the Bylaws of the Surviving Corporation until altered, amended, or repealed as provided therein or as provided by law.

10. Directors and Officers of Quality Resource Technologies. On the Effective Date, persons selected by TRQ will be elected to the Board of Directors of Quality Resource Technologies, and immediately thereafter, all of the members of Quality Resource Technologies' Board of Directors serving before the Effective Date shall resign. Further, on the Effective Date, the Board of Directors will elect a person selected by TRQ as President of Quality Resource Technologies, and all of the other officers of Quality Resource Technologies other than such person selected by TRQ shall resign on the Effective Date.

11. Copies of the Plan of Merger. A copy of the Plan of Merger is on file at 448 North Cedar Bluff Road, Knoxville, Tennessee 37923, the principal offices of TRQ, and at 6002 Rogerdale Road, Suite 500, Houston, Texas 77072, the principal offices of Quality Resource Technologies and the Subsidiary. A copy of the Plan of

Merger will be furnished to any stockholder of TRQ, Quality Resource Technologies, or the Subsidiary, on written request and without cost.

Accounting Treatment; No Change of Control

The Merger will be accounted for as a “reverse merger,” as the TRQ Stockholders will own a majority of the outstanding shares of Quality Resource Technologies Common Stock immediately following the Merger. TRQ will be deemed to be the acquirer in the reverse merger. Consequently, the assets and liabilities and the historical operations of TRQ prior to the Merger will be reflected in the financial statements and will be recorded at the historical cost basis of TRQ and Quality Resource Technologies’ consolidated financial statements after completion of the Merger will include the assets and liabilities of both Quality Resource Technologies and TRQ, historical operations of TRQ and Quality Resource Technologies operations from the Effective Date of the Merger.

Following the Effective Date, the TRQ Stockholders will own 13,500,000 shares of Quality Resource Technologies Common Stock, which will represent 90 percent of the issued and outstanding shares of Quality Resource Technologies Common Stock.

Except as described herein, no arrangements or understandings exist among present or former controlling stockholders with respect to the election of members of our board of directors and, to our knowledge, no other arrangement exists that might result in a future change of control of Quality Resource Technologies. Quality Resource Technologies, for the foreseeable future, will continue to be a “smaller reporting company,” as defined under the Exchange Act, as discussed below, following the Merger.

On the Effective Date of the Merger, there will be 1,319,590 shares of Quality Resource Technologies Common Stock outstanding owned by Quality Resource Technologies’ Stockholders who were not “affiliates” as defined in the Securities Act. Following the filing of a Form 10 registration statement discussed below, the 1,319,590 shares will constitute the “public float” of Quality Resource Technologies immediately after the Merger and will continue to represent the only shares of Quality Resource Technologies Common Stock that will be currently eligible for resale under Rule 144.

Other than as discussed in this Information Statement, prior to the Merger, there will have been no material relationships between Quality Resource Technologies and TRQ, or any of their respective affiliates, directors or officers, or any associates of their respective officers or directors.

Quality Resource Technologies intends to carry on the business of TRQ, as discussed below.

Exchange Act Registration

Once the Spin-Off is completed and immediately following the closing of the Merger, Quality Resource Technologies intends to file a Form 10 registration statement covering the Quality Resource Technologies Common Stock with the SEC pursuant to the Exchange Act. Once the Exchange Act registration becomes effective, Quality Resource Technologies will be subject to the informational requirements of the Exchange Act, and must file reports, proxy statements and other information with the SEC, such as current, quarterly and annual reports on Forms 8-K, 10-Q and 10-K. Quality Resource Technologies’ executive officers, directors and beneficial owners of 10 percent or more of our common stock will also file reports relative to the acquisition or disposition of shares of Quality Resource Technologies Common Stock or acquisition, disposition or exercise of any of Quality Resource Technologies Common Stock purchase options or warrants.

Following the effective date of the registration of the Quality Resource Technologies Common Stock under the Exchange Act and as soon as the SEC releases the stock for trading and the other regulatory requirements are met with Financial Industry Regulatory Authority (“FINRA”), the shares of Quality Resource Technologies Common Stock will be available for quotation on the Over-the-Counter Bulletin Board.

Overview

Following the Effective Date of the Merger, the business of Quality Resource Technologies will that business formerly conducted by TRQ, Inc. Consequently all of the discussion of the business of Quality Resource Technologies will be a discussion of TRQ.

As discussed elsewhere in this Information Statement, prior to the Spin-Off and the Merger, Quality Resource Technologies was previously known as B-L Merger Sub, Inc., a Texas corporation. B-L Merger Sub was a wholly-owned subsidiary of Baltic International USA, Inc. In connection with the Plan of Merger, B-L Merger Sub changed its corporate domicile from Texas to Delaware and at the same time changed its corporate name to Quality Resource Technologies, Inc. TRQ, Inc., a Delaware corporation, was formerly named Quality Resource Technologies, Inc. In order to permit the removal of B-L Merger Sub to Delaware and the change of its corporate name to Quality Resource Technologies, TRQ (formerly known as Quality Resource Technologies) had to change its corporate name to TRQ, Inc. The reason for these transactions was to enable TRQ to continue business going forward as Quality Resource Technologies, following the Merger.

Proposed Operations

Containers

The vision of Quality Resource Technologies is to develop, manufacture and sell innovative light-weight fiber reinforced shipping container and storage units. Quality Resource Technologies is formed around the concept that the container industry has not changed with the times in its use of heavy steel containers. With rising energy costs putting major strains on margins, not to mention the instability of the steel and commodities markets, new answers are needed inside this often overlooked industry. We feel we project a different view on an old industry and see the need to streamline and lighten the weight of shipping containers with a proprietary container system that will hold more goods per ton as well as improve the function and protection characteristics of steel containers.

We seek to provide a better and lighter way of manufacturing shipping and storage containers using Fiber Reinforced Plastics (“FRP” or “Composites”). Quality Resource Technologies has an engineering approach that differs from all of its competitors, and our goal is to provide a maximized margin by reducing the weight of the container itself and provide an opportunity for a bigger payload. Use of FRP also extends the life of the containers themselves by using more weather resistant materials. The structural strength and life of FRP has been well established and is being used in very complex (and higher performance demand) products such as aircraft, spacecraft and industrial products.

Shipping revenue is earned on weight and/or volume. The quickest incremental increase in margins is by using lighter weight/higher strength materials in shipping containers that allow more pay-load generating more revenue per similar trip. Use of our FRP-based container systems will minimize weight while maximizing volume. In addition, our prototype “knock-down or foldable” containers will increase four fold the amount of “empties” that can be returned in comparison to conventional rigid steel containers.

The primary advantages of containers made from Composites over traditional steel containers include longer useful life, less weight, ease of repair and fuel savings when transported.

- **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 on steel containers.

- Fuel Savings When Transported. The fold-down version that allows 10 units to be returned on one flatbed trailer greatly excels at fuel savings when a comparable container would require five flatbeds to do the similar backhaul.

Quality Resource Technologies feels it will produce a superior product and sees an opportunity to create a niche position in four different markets that rely heavily on containers. These four markets are:

- Product shipping - the standard use of shipping containers utilizing standardized sizing and forms;
- Waste shipping – the use of containers to ship waste material of every conceivable material using standardized sizes with short container life spans due to the harsh environment and frequency of handling;
- Storage business - the use of containers as storage units as is part of a growing business segment; and
- Housing - an innovative use of the basic container design that can be converted into safe, sanitary and efficient living quarters for both temporary and permanent use.

All of the products we have designed have been from the ground up: from concept, to design, to integration and into reality. Quality Resource Technologies’ research and development group has met every design challenge with new and creative solutions. Our founder, chairman, chief executive officer and major stockholder, James Solano, holds one patent pending with eight more expected to be filed within the next 12 months (all of which are being licensed to Quality Resource Technologies) involving innovative technology with respect to container design and construction.

Our containers have met and exceeded the current existing standards for steel containers. Every shipping container in the world must have a “CSC” plate attached to it. “CSC” refers to “Container Safety Convention.” We have a product line that has passed the most rigorous testing by accredited testing laboratories to be certified as being able to have a CSC plate attached.

Housing Units

Recent world-wide events such as the earthquake in Haiti have resulted in a huge demand for both temporary and permanent housing units. Quality Resource Technologies has been approached to help in producing prototypes of housing units and to begin production as soon as possible. The overriding criterion for these temporary and permanent housing units is a strong material, lightweight enough to ship, easy to assemble and a strong resistance to weather and the elements. Our FRP container technology fits the bill and meets all four of the prerequisites.

Turning a basic container made of composites into a housing unit is a simple conversion. The basic “box” is enhanced with molded partitions, windows, efficient toilet and sanitary facilities, bump slide outs for use as a porch or living quarter extension and similar upgrades. Each such modification is relatively simple to implement. However, the result is an aesthetically pleasing, safe, sanitary and efficient housing unit that can be put into place quickly, efficiently and in a cost effective manner.

Decking and Composite Material

In addition to using composite materials in the construction of shipping containers and housing units, Quality Resource Technologies intends to manufacture and market other goods using these compounds, such as decking, railing and other construction materials, as stand alone retail income generating products.

Future Vision

Quality Resource Technologies is not only a company ready with a product, but also a company of ideas and technology ready to meet the future of its industry head on. Technology will be a major asset in our business. A Quality Resource Technologies-maintained database will follow market trends, establish a customer base and

track sales. Quality Resource Technologies will continue to evaluate new technologies to streamline its own operations, whether in manufacturing or back-office operations. In addition, as we continue to grow, we will consider greater participation in other strategic growth areas. Our goal is to be ISO 9001 and QS1 certified. These certifications are given to facilities that achieve a certain level of excellence in their industry and that abide by stringent environmental laws and procedures when manufacturing and handling products. In addition, being an avid recycler will prompt us to seek LEED (Leadership thru Energy and Environmental Design) certification. This is awarded to facilities that meet strict internal controls on wastewater, energy use, *etc.* LEED certification is a coveted title in today's marketplace, and we feel the advantages Quality Resource Technologies can gain with this certification will be invaluable. Government contracts could be awarded to certified companies. We plan on being first in this industry with these credentials.

Strategy and Implementation Summary

Quality Resource Technologies has an initial strategy to emphasize service and support. Both are essential in growing our business. By understanding our customers' needs we can adapt and develop the account as needed. In addition, as we continue to develop our people, we will become more aware of our customers' needs, thus allowing us to overcome obstacles as they may arise. Our second strategy is to place additional focus on relationships. Relationships are priceless in the container manufacturing and storage industry and are essential in growing a business. Service and support are the foundations of the business, and relationships are the framework that gives us the ability to grow together and form mutually beneficial long-term bonds. Our competitive edge is three fold, our people, our experience and our innovative technologies. Our team has many years experience in this industry and sound skills to run an efficient operation, thus giving us a competitive edge. We feel we are uniquely poised and well respected in the industry, such that unlimited advantages are open to our team and our relationships.

Market Analysis

Quality Resource Technologies intends to market a brand new concept into an existing marketplace that has not thought outside the box or looked to add efficiency into an existing design. In addition to the superior properties of our products, we are looking to get some mobility out of the "newness effect" and similarly the use of recycled materials and using them in an avenue of renewed life. With the advancements in recycling, Quality Resource Technologies can use 25-45 percent recycled material in the majority of its product. With the introduction of recycled material, Quality Resource Technologies can reduce its overall cost for material, adding an advantage to controlling our cost and pricing. The recent rise in the Baltic Dry Shipping index is the first indicator that freight is once again on the move. This index also front runs changes in the economic environment and offers insight in the global macro-environment.

Many shipping containers simply wear out from handling, corrosion and just meeting their useful life. We feel our superior design using composites is perfectly timed for release into the global market.

We expect demand for our housing units utilizing our container technology will be strong worldwide. The attention and level of interest by municipal as well as government entities has been a surprising plus to Quality Resource Technologies and our marketing plan. The future of these products with the inclusion of the solar and photovoltaic panels as high margin options seems to have excited all of the prospective purchasers in the emergency management agencies.

Recent events such as the earthquake in Haiti underscore the need for structurally sound housing units that are not harmful to the occupants. We offer solutions to those needs with our composite housing units.

Manufacturing and Fabrication Facilities

Selma Facility.

Our proposed Selma Facility is a 90,000 square foot, state of the art building on 13 acres located in Selma, Alabama that will be leased by Alliance Composites of Alabama for two years from Louisiana Pacific Corporation for monthly rental payments of \$50,000 and semi-annual payments of \$500,000, subject to obtaining the necessary

financing. Alliance Composites of Alabama is a related party, owned by James Solano, one of our major stockholders, chairman of the board, president, and chief executive officer. At the end of the lease term, Alliance Composites of Alabama has the option to purchase the Selma facility for \$10,750,000 less the semi-annual payments made and 40 percent of monthly rental payments, resulting in a final total purchase option price of \$8,270,000. We do not know if Alliance Composites of Alabama will have the funds or access to financing to be able to exercise the option to purchase that facility. Without the Selma facility, we would be unable to manufacture our products.

The lease of the Selma Facility is expected to bring with it the equipment to produce the various shapes and structural members, as well as plastic lumber (composite decking) and quality railing, under the Crystal White Label (CW), the composites that will be used in the manufacture of containers and housing, as well as extrusions used by the different end products sold by Quality Resource Technologies. There are 11 lines set up for extruding this material and the handling equipment to palletize it. We have also entered into a consignment inventory agreement with respect to \$5.2 million worth of CW finished goods consisting of railing and related accessories inventory. This product was known as Crystal White Railing and was retailed as a “high-end” composite railing with a 20 year no touch warranty. From the quality construction to the various strict building codes it meets, this product is superior in comparison to what is currently on the market. Quality Resource Technologies has the inventories ready to produce the composite plastics needed for its products.

The location of the Selma Facility and its railroad siding affords us access to a large available workforce, well trained in production line and plant supervision and management, as well as Green Transportation. Many of the original workforce who were highly trained in running these manufacturing lines are still available for re-hire. It is our plan to sort through and bring back the best trained and right goal minded individuals for an essential turn-key at this plant.

Our goal is to bring the Selma Facility live as quickly as possible. It is our starting point as it offers us a state-of-the-art facility that began operations less than 10 years ago. The entire property and equipment were under the responsibility of a Fortune 500 company with very exacting standards of up-keep and redundant systems engineered with over capacity wherever possible. The composite production can be saleable good (see “Decking and Composite Material” above) and a component in the fabrication of our shipping containers and housing units.

Humboldt Facility

Quality Resource Technologies intends to conclude the purchase of a facility and operate it in the fabrication facility located in Humboldt, Tennessee, approximately 60 miles east of Memphis, Tennessee. This centralized location has been selected as it offers major advantages. Among them is 196,000 sq. ft. of floor space on 23 acres, with full railroad siding, which will allow the fabrication and engineering department to fabricate and assemble containers and/or housing units. It is ideal in numerous ways: easy access to a well trained workforce, rail service, an excellent distribution point location, and the capacity to set up lines to fabricate the housing units and containers.

The Humboldt Facility is ready to start production. Quality Resource Technologies has made an offer for this facility and has negotiated with the applicable government agencies for tax credits, subsidies, as well as a potential grant for the development of the railroad line on site for shipment of its products.

Competition

Our competition is primarily metal container manufacturers. Quality Resource Technologies’ entry into this field will largely depend on our success in raising funds to meet the demand.

Government Regulation

Quality Resource Technologies’ business is subject to federal, state and local laws, ordinances and regulations which establish various health and environmental quality standards, and liability related thereto, and provide penalties for violations of those standards.

Employees

As of the date of this Information Statement, Quality Resource Technologies has seven employees, all of whom are employed at its engineering office. All of our employees are employed on a full-time basis. We are not a party to a collective bargaining agreement with our employees and we believe that our relationships with our employees are satisfactory.

Quality Resource Technologies currently anticipates that it will hire additional employees in the last quarter of 2010. We do not feel that we would have any difficulty in locating needed help.

From time-to-time, Quality Resource Technologies anticipates that it will use the services of independent contractors and consultants to support its business development. We believe our future success depends in large part upon the continued service of our senior management personnel and our ability to attract and retain highly qualified managerial personnel.

Properties

Quality Resource Technologies' principal office in Knoxville, Tennessee is leased in six month intervals at a rate of \$600.00 per month, in anticipation of moving into the new Humbolt, Tennessee facility. See also our discussion of the Selma Facility above.

Legal Proceedings

Quality Resource Technologies is not engaged in any litigation, and we are unaware of any claims or complaints that could result in future litigation. We will seek to minimize disputes with our customers but recognize the inevitability of legal action in today's business environment as an unfortunate price of conducting business.

MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

This section of the Information Statement includes a number of forward-looking statements that reflect our current views with respect to future events and financial performance. Forward-looking statements are often identified by words like: believe, expect, estimate, anticipate, intend, project and similar expressions, or words which, by their nature, refer to future events. You should not place undue certainty on these forward-looking statements, which apply only as of the date of this Information Statement. These forward-looking statements are subject to certain risks and uncertainties that could cause actual results to differ materially from historical results or our predictions.

Limited operating history; need for additional capital

There is no historical financial information about us upon which to base an evaluation of our performance. We are a start-up (development stage) company and have not generated significant revenues. We have no assurance that we will be successful in our business operations. Our business is subject to risks inherent in the establishment of a new business enterprise, including limited capital resources and possible cost overruns due to price and cost increases in services and products. If we cannot generate sufficient revenues to continue operations, we will suspend or cease operations. If we cease operations, we do not know what we will do and we do not have any plans to do anything else.

We have no assurance that future financing will be available to us on acceptable terms. If financing is not available on satisfactory terms, we may be unable to continue, develop or expand our operations. Equity financing could result in additional dilution to our existing stockholders.

Results of operations for Quality Resources Technology, Inc. (formerly B-L Merger Sub, Inc.)

Quality Resource Technologies, Inc. has had very little activity since inception. There have been no revenues and expenses for the years ended December 31, 2009 and 2008 and the six months ended June 30, 2010 and 2009.

Results of operations for TRQ (formerly Quality Resource Technology, Inc.)

From Inception on July 22, 2009 to June 30, 2010.

We earned \$22,330 in commission revenue from inception to June 30, 2010. This revenue resulted from commissions earned on the sale of consigned products.

Since inception, we have incurred \$11,285 of operating expenses, consisting primarily of professional services of \$4,051, travel and auto expenses of \$2,904, office expenses of \$1,876 and insurance of \$1,133.

Our net income since inception is \$9,388.

Liquidity and capital resources

At inception, TRQ sold 100 shares of common stock to our sole officer and director for \$1,000.

As of May 31, 2010, our total assets were \$12,795 and our total liabilities were \$2,407. As of June 30, 2010 we had cash of \$4,195.

During the period from inception to June 30, 2010, we generated \$3,195 of cash from operating activities. We also generated \$1,000 from financing activities through the sale 100 common shares.

MANAGEMENT

Executive Officers and Directors of Quality Resource Technologies

The following table sets forth information concerning the directors and executive officers of Quality Resource Technologies as of the date of this Information Statement:

<u>Name</u>	<u>Age</u>	<u>Position(s)</u>	<u>Position(s) Held Since</u>
James Solano	67	Chairman of the Board, President and Chief Executive Officer	2010
Louis S. Kraft	48	Chief Financial Officer and Secretary	2010
Ernest Zavoral	51	Chief Operating Officer	2010
Norman Ponder	71	Vice President, Marketing	2010
Robert L. Knauss	79	Director	2010
James Jalil	62	Director	2010
Ingrid Solano	30	Director	2010

The members of Quality Resource Technologies' board of directors are subject to change from time to time by the vote of the stockholders at special or annual meetings to elect directors. The number of the directors may be fixed from time to time by resolution duly passed by our board, which has fixed the number of our directors at four.

Each director will hold office for the term for which elected and until his successor is elected and qualified or until his earlier death, resignation or removal. Vacancies and newly created directorships resulting from any increase in the number of authorized directors may generally be filled by a majority of the directors then remaining in office. The directors elect officers annually. Ingrid Solano is the daughter of James Solano. Otherwise, there are no family relationships among Quality Resource Technologies' directors and officers.

We may employ additional management personnel, as our board of directors deems necessary. We have not identified or reached an agreement or understanding with any other individuals to serve in management positions, but do not anticipate any problem in employing qualified staff.

A description of the business experience during the past several years for Quality Resource Technologies' directors and executive officer is set forth below.

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 tripled the business with municipal contracts, state agency agreements and significant private recycling programs. In 1993 he founded Quality Resource Recovery Corporation ("QRRC") a waste management/logistics company that 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 founding and positioning 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 traveled and worked internationally with over 80 governments.

Louis S. Kraft brings over 20 years experience in financial accounting and operations control experience. He began his career in the waste metal business with Naporano Iron and Metal Co. in Newark, New Jersey, 1986-1989. After installing major control changes he was recruited into plastic container blow molding business with Continental Can Co. From 1989-1993, he was responsible for several plant locations in New Jersey. He later moved into the transportation industry working closely with Petro Stopping Centers/Pilot Travel Centers (1994-2008). He was recruited and relocated by Pilot Travel Centers as a director to form and operate a new 125 unit division of Truck Care Centers on existing Pilot Travel Centers' properties.

Ernest Zavoral worked for 10 years in the surface coal mining industry for Adobe Oil and Gas as Special Projects Manager in 1979-1988. He was responsible for setup of complete projects from permitting to hiring of staff and ordering equipment. From 1988 to 1991, Mr. Zavoral worked with Browning Ferris Industries as Regional Operations Manager, overseeing landfill operations in five states. From 1991 through 1995, Mr. Zavoral worked with a group developing landfills and transfer stations east of the Mississippi and then selling the developed projects to the major waste management companies. From 1996 to present, Mr. Zavoral worked with a consumer product marketing company with over \$130 million in sales and with international distribution and marketing responsibilities in six countries.

Norman Ponder has over 30 years experience in all aspects of construction, waste industry, equipment sales and real estate development. He is a professional engineer and manages our research and development facility. He has personally worked with Mr. Solano since 1999.

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.

James Jalil is a partner in Thompson Hine LLP's corporate transactions & securities practice group. He focuses his practice on securities and corporate transactions including contract drafting and negotiations, mergers and acquisitions, public offerings registered with the Securities and Exchange Commission, private placements of securities exempt from registration, venture capital financings, and hedge fund and mutual fund formation and

compliance. Mr. Jalil holds a JD from Columbia University and an AB from Holy Cross College. Mr. Jalil and his law firm were the legal counsel for Quality Resource Technologies, Inc. before the Merger and will be the legal counsel for Quality Resource Technology following the Merger.

Ingrid Solano graduated from Bryn Mawr College in 2002. During her college education 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 manages and maintains the Philadelphia Corporate Office where she oversees all Marketing campaigns for corporate and government. Ms. Solano is the daughter of James Solano.

Committees of the Board

We do not currently have an Audit, Executive, Finance, Compensation, or Nominating Committee, or any other committee of the board of directors. However, Quality Resource Technologies has adopted charters for these committees, in the event that we elect to implement them. Copies of the charters for each proposed committee will be filed with the Form 10 registration statement as exhibits.

The responsibilities of these committees are fulfilled by Quality Resource Technologies' board of directors and all of our directors participate in such responsibilities, none of whom is "independent" as defined under Rule 4200(a)(15) of the NASD's listing standards described below, as Quality Resource Technologies' financial constraints have made it extremely difficult to attract and retain qualified independent board members. In addition, Quality Resource Technologies does not currently have an "audit committee financial expert" as such term is defined in the Securities Act. Since Quality Resource Technologies does not have any of the subject committees, Quality Resource Technologies' entire board of directors participates in all of the considerations with respect to Quality Resource Technologies' audit, compensation and nomination deliberations.

Rule 4200(a)(15) of the NASD's listing standards defines an "independent director" as a person other than an executive officer or employee of the company or any other individual having a relationship which, in the opinion of the issuer's board of directors, would interfere with the exercise of independent judgment in carrying out the responsibilities of a director. The following persons shall not be considered independent:

- A director who is, or at any time during the past three years was, employed by the company;
- A director who accepted or who has a Family Member who accepted any compensation from the company in excess of \$120,000 during any period of twelve consecutive months within the three years preceding the determination of independence, other than the following: (i) compensation for board or board committee service; (ii) compensation paid to a Family Member who is an employee (other than as an executive officer) of the company; or (iii) benefits under a tax-qualified retirement plan, or non-discretionary compensation. Provided, however, that in addition to the requirements contained in this paragraph, audit committee members are also subject to additional, more stringent requirements under Rule 4350(d).
- A director who is a Family Member of an individual who is, or at any time during the past three years was, employed by the company as an executive officer;
- A director who is, or has a Family Member who is, a partner in, or a controlling stockholder or an executive officer of, any organization to which the company made, or from which the company received, payments for property or services in the current or any of the past three fiscal years that exceed five percent of the recipient's consolidated gross revenues for that year, or \$200,000, whichever is more, other than the following: (i) payments arising solely from investments in the company's securities; or (ii) payments under non-discretionary charitable contribution matching programs.
- A director of the issuer who is, or has a Family Member who is, employed as an executive officer of another entity where at any time during the past three years any of the executive officers of the issuer serve on the compensation committee of such other entity; or

- A director who is, or has a Family Member who is, a current partner of the company's outside auditor, or was a partner or employee of the company's outside auditor who worked on the company's audit at any time during any of the past three years.

We hope to add qualified independent members of Quality Resource Technologies' board of directors at a later date, depending upon our ability to reach and maintain financial stability.

Audit Committee

The entire board of directors performs the functions of an audit committee, but no written charter governs the actions of the board when performing the functions of what would generally be performed by an audit committee. The board approves the selection of Quality Resource Technologies' independent accountants and meets and interacts with the independent accountants to discuss issues related to financial reporting. In addition, the board reviews the scope and results of the audit with the independent accountants, reviews with management and the independent accountants our annual operating results, considers the adequacy of our internal accounting procedures and considers other auditing and accounting matters including fees to be paid to the independent auditor and the performance of the independent auditor.

Nomination Committee

The size of our board, at this time, does not require a separate nominating committee. When evaluating director nominees, Quality Resource Technologies' directors consider the following factors:

- The appropriate size of Quality Resource Technologies' board of directors;
- Quality Resource Technologies' needs with respect to the particular talents and experience of Quality Resource Technologies' directors;
- The knowledge, skills and experience of nominees, including experience in finance, administration or public service, in light of prevailing business conditions and the knowledge, skills and experience already possessed by other members of the board;
- Experience in political affairs;
- Experience with accounting rules and practices; and
- The desire to balance the benefit of continuity with the periodic injection of the fresh perspective provided by new board members.

Our goal is to assemble a board that brings together a variety of perspectives and skills derived from high quality business and professional experience. In doing so, the board will also consider candidates with appropriate non-business backgrounds.

Other than the foregoing, there are no stated minimum criteria for director nominees, although the board may also consider such other factors as it may deem are in Quality Resource Technologies' best interests as well as our stockholders. In addition, the board identifies nominees by first evaluating the current members of the board willing to continue in service. Current members of the board with skills and experience that are relevant to Quality Resource Technologies' business and who are willing to continue in service are considered for re-nomination. If any member of the board does not wish to continue in service or if the board decides not to re-nominate a member for re-election, the board then identifies the desired skills and experience of a new nominee in light of the criteria above. Current members of the board are polled for suggestions as to individuals meeting the criteria described above. The board may also engage in research to identify qualified individuals. To date, Quality Resource Technologies has not engaged third parties to identify or evaluate or assist in identifying potential nominees, although Quality Resource Technologies reserve the right in the future to retain a third party search firm, if

necessary. The board does not typically consider stockholder nominees because it believes that its current nomination process is sufficient to identify directors who serve Quality Resource Technologies' best interests.

Section 16(a) Beneficial Ownership Reporting Compliance

Following the effective date of the Form 10 registration statement described in this Information Statement, under Section 16(a) of the Exchange Act, the directors and certain of the officers, and persons holding more than 10 percent of Quality Resource Technologies' common stock will be required to file forms reporting their beneficial ownership of Quality Resource Technologies' common stock and subsequent changes in that ownership with the Securities and Exchange Commission. Such persons will also be required to furnish management with copies of all forms so filed.

Communication with Directors

Stockholders and other interested parties may contact any of our directors by writing to them at Quality Resource Technologies, Inc., 448 North Cedar Bluff Road, Knoxville, Tennessee 37923, Attention: Corporate Secretary.

Quality Resource Technologies' board has approved a process for handling letters received by Quality Resource Technologies and addressed to any of our directors. Under that process, the Secretary reviews all such correspondence and regularly forwards to the directors a summary of all such correspondence, together with copies of all such correspondence that, in the opinion of the Secretary, deal with functions of the board or committees thereof or that he otherwise determines requires their attention. Directors may at any time review a log of all correspondence received by Quality Resource Technologies that is addressed to members of the board and request copies of such correspondence.

Conflicts of Interest

From time to time, one or more of Quality Resource Technologies' affiliates may form or hold an ownership interest in and/or manage other businesses both related and unrelated to the type of business that Quality Resource Technologies own and operate. These persons expect to continue to form, hold an ownership interest in and/or manage additional other businesses which may compete with Quality Resource Technologies with respect to operations, including financing and marketing, management time and services and potential customers. These activities may give rise to conflicts between or among the interests of Quality Resource Technologies and other businesses with which Quality Resource Technologies' affiliates are associated. Quality Resource Technologies' affiliates are in no way prohibited from undertaking such activities, and neither Quality Resource Technologies nor its stockholders will have any right to require participation in such other activities.

Further, because Quality Resource Technologies intends to transact business with some of its officers, directors and affiliates, as well as with firms in which some of its officers, directors or affiliates have a material interest, potential conflicts may arise between the respective interests of Quality Resource Technologies and these related persons or entities. Quality Resource Technologies believes that such transactions will be effected on terms at least as favorable to Quality Resource Technologies as those available from unrelated third parties.

With respect to transactions involving real or apparent conflicts of interest, Quality Resource Technologies has adopted policies and procedures which require that: (i) the fact of the relationship or interest giving rise to the potential conflict be disclosed or known to the directors who authorize or approve the transaction prior to such authorization or approval, (ii) the transaction be approved by a majority of our disinterested outside directors, and (iii) the transaction be fair and reasonable to Quality Resource Technologies at the time it is authorized or approved by our directors.

Code of Ethics for Senior Executive Officers and Senior Financial Officers

Quality Resource Technologies has adopted a Code of Ethics for Senior Executive Officers and Senior Financial Officers that applies to its president, chief executive officer, chief operating officer, chief financial officer, and all financial officers, including the principal accounting officer. The code provides as follows:

- Each officer is responsible for full, fair, accurate, timely and understandable disclosure in all periodic reports and financial disclosures required to be filed by Quality Resource Technologies with the Securities and Exchange Commission or disclosed to Quality Resource Technologies' stockholders and/or the public.
- Each officer shall immediately bring to the attention of the audit committee, or disclosure compliance officer, any material information of which the officer becomes aware that affects the disclosures made by Quality Resource Technologies in its public filings and assist the audit committee or disclosure compliance officer in fulfilling its responsibilities for full, fair, accurate, timely and understandable disclosure in all periodic reports required to be filed with the Securities and Exchange Commission.
- Each officer shall promptly notify Quality Resource Technologies' general counsel, if any, or the president or chief executive officer as well as the audit committee of any information he may have concerning any violation of our Code of Business Conduct or Code of Ethics, including any actual or apparent conflicts of interest between personal and professional relationships, involving any management or other employees who have a significant role in Quality Resource Technologies' financial reporting, disclosures or internal controls.
- Each officer shall immediately bring to the attention of our general counsel, if any, the president or the chief executive officer and the audit committee any information he may have concerning evidence of a material violation of the securities or other laws, rules or regulations applicable to Quality Resource Technologies and the operation of our business, by Quality Resource Technologies or any of its agents.
- Any waiver of this Code of Ethics for any officer must be approved, if at all, in advance by a majority of the independent directors serving on Quality Resource Technologies' board of directors. Any such waivers granted will be publicly disclosed in accordance with applicable rules, regulations and listing standards.

Quality Resource Technologies has posted a copy of its Code of Ethics on its website at www.qualrestech.com. Quality Resource Technologies will provide to any person without charge, upon request, a copy of its Code of Ethics. Any such request should be directed to our corporate secretary at 448 North Cedar Bluff Road, Knoxville, Tennessee 37923, telephone (888) 308-1765, or by email info@qualrestech.com. The information contained in Quality Resource Technologies' website shall not constitute part of this Information Statement.

Quality Resource Technologies' principal executive offices are located at 448 North Cedar Bluff Road, Knoxville, Tennessee 37923. Our email address is qualityresourcetek@gmail.com.

Summary of Cash and Certain Other Compensation

At present Quality Resource Technologies has only two executive officers. The compensation program for future executives will consist of three key elements which will be considered by a compensation committee to be appointed:

- A base salary;
- A performance bonus; and
- Periodic grants and/or options of our common stock.

Base Salary. Quality Resource Technologies chief executive officer and all other senior executive officers receive compensation based on such factors as competitive industry salaries, a subjective assessment of the

contribution and experience of the officer, and the specific recommendation by our chief executive officer.

Performance Bonus. A portion of each officer's total annual compensation is in the form of a bonus. All bonus payments to officers must be approved by our compensation committee based on the individual officer's performance and company performance.

Stock Incentive. Stock options are granted to executive officers based on their positions and individual performance. Stock options provide incentive for the creation of stockholder value over the long term and aid significantly in the recruitment and retention of executive officers. The compensation committee considers the recommendations of the chief executive officer for stock option grants to executive officers (other than the chief executive officer) and approves, disapproves or modifies such recommendation. See "Market Price of and Dividends on our Common Equity and Related Stockholder Matters - Securities Authorized for Issuance under Equity Compensation Plans."

Compensation to our officers and employees will be paid only when we have sufficient funds for that purpose. At present, we do not possess such funds.

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Summary Compensation Table

The following table sets forth, for the last two fiscal years, the compensation earned for services rendered in all capacities by Quality Resource Technologies' chief executive officer, chief financial officer and the other highest-paid executive officers serving as such at June 30, 2010 whose compensation for that fiscal year was in excess of \$100,000. The individuals named in the table will be hereinafter referred to as the "Named Officers." No other executive officers received compensation in excess of \$100,000 during fiscal year 2010.

<u>Name and Principal Position</u>	<u>Year</u>	<u>Salary (\$)</u>	<u>Bonus (\$)</u>	<u>Stock Awards (\$)</u>	<u>Option Awards (\$)</u>	<u>Non-Equity Incentive Plan Compensation (\$)</u>	<u>Nonqualified Deferred Compensation (\$)</u>	<u>All Other Compensation (\$)</u>	<u>Total (\$)</u>
James Solano (1)	2010	-0-	-0-	-0-	-0-	-0-	-0-	-0-	-0-
Louis Kraft (2)	2010	-0-	-0-	-0-	-0-	-0-	-0-	-0-	-0-

- (1) As a result of the Merger, Mr. Solano will become the chief executive officer of Quality Resource Technologies. See "Business – The Merger."
(2) As a result of the Merger, Mr. Kraft will become the chief financial officer of Quality Resource Technologies. See "Business – The Merger."

Outstanding Equity Awards at Fiscal Year-End

The following table provides information for each of Quality Resource Technologies' named executive officers as of the end of the last completed fiscal year, June 30, 2010:

<u>Name</u>	<u>Option Awards</u>					<u>Stock Awards</u>				<u>Equity Incentive Plan Awards: Market or Payout Value of Unearned Shares, Units or Other Rights That Have Not Vested (\$)</u>
	<u>Number of Securities Underlying Unexercised Options (#) Exercisable</u>	<u>Number of Securities Underlying Unexercised Options (#) Unexercisable</u>	<u>Equity Incentive Plan Awards: Number of Securities Underlying Unearned Options (#)</u>	<u>Option Exercise Price (\$)</u>	<u>Option Expiration Date</u>	<u>Number of Shares or Units of Stock That Have Not Vested</u>	<u>Market Value of Shares or Units of Stock That Have Not Vested</u>	<u>Equity Incentive Plan Awards: Number of Shares, Units or Other Rights That Have Not Vested</u>		
James Solano (1)	-0-	-0-	-0-	-0-	-0-	-0-	-0-	-0-	-0-	
Louis Kraft (3)	-0-	-0-	-0-	-0-	-0-	-0-	-0-	-0-	-0-	

- (1) Quality Resource Technologies' chief executive officer. As a result of the Merger, Mr. Solano will become the chief executive officer of Quality Resource Technologies. See "Business – The Merger."
(2) Quality Resource Technologies' current chief financial officer. As a result of the Merger, Mr. Kraft will become the chief financial officer of Quality Resource Technologies. See "Business – The Merger."

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Director Compensation

The following table provides concerning the compensation of Quality Resource Technologies' directors as of the end of the last completed fiscal year, June 30, 2010:

<u>Name</u>	<u>Fees Earned or Paid in Cash (\$)</u>	<u>Stock Awards (\$)</u>	<u>Option Awards (\$)</u>	<u>Non-Equity Incentive Plan Compensatio n (\$)</u>	<u>Nonqualifie d Deferred Compensati on Earnings (\$)</u>	<u>All Other Compensa tion (\$)</u>	<u>Total (\$)</u>
James Solano	-0-	-0-	-0-	-0-	-0-	-0-	-0-
Robert L. Knauss	-0-	-0-	-0-	-0-	-0-	-0-	-0-
James Jalil	-0-	-0-	-0-	-0-	-0-	-0-	-0-
Ingrid Solano	-0-	-0-	-0-	-0-	-0-	-0-	-0-

Employment Agreements

As of the date of this Information Statement, Quality Resource Technologies does not have any employment agreements with its employees.

Changes in and Disagreements with Accountants on Accounting and Financial Disclosure

Quality Resource Technologies has had no disagreements with its accountants on accounting and financial disclosure.

CERTAIN TRANSACTIONS

Other than as described herein, none of our directors or executive officers, nor any person who beneficially owns, directly or indirectly, shares carrying more than five percent of the voting rights attached to all of our outstanding shares, nor any members of the immediate family (including spouse, parents, children, siblings, and in-laws) of any of the foregoing persons has any material interest, direct or indirect, in any transaction over the last two years or in any presently proposed transaction which, in either case, has or will materially affect us. Due to the Merger, several of our officers and directors received shares of our common stock. See "Business – The Merger."

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PRINCIPAL STOCKHOLDERS

The following table sets forth, following the Effective Date of the Merger, information concerning ownership of Quality Resource Technologies securities by:

- Each person who will beneficially own more than five percent of the outstanding shares of Quality Resource Technologies common stock;
- Each of Quality Resource Technologies’ directors;
- Each of Quality Resource Technologies’ named executive officers; and
- All of Quality Resource Technologies’ directors and officers as a group.

<u>Name and Address of Beneficial Owner (1)</u>	<u>Common Stock Beneficially Owned (2)</u>	
	<u>Number</u>	<u>Percent</u>
James Solano (3)	2,300,000	15.3
Louis S. Kraft	125,000	0.8
Ernest Zavoral	125,000	0.8
Norman Ponder	200,000	1.3
Robert L. Knauss (4)	180,410	1.2
James Jalil	125,000	0.8
Ingrid Solano	25,000	0.2
All directors and officers as a group (seven persons).....	<u>3,080,410</u>	<u>20.4</u>
Solano Family Trust (3)	<u>10,500,000</u>	<u>70.0</u>
Baltic International USA, Inc. and shareholders (4)	1,319,590	8.8

- (1) Unless otherwise indicated, the address for each of these shareholders is c/o Quality Resource Technologies, Inc., 448 North Cedar Bluff Road, Knoxville, Tennessee 37923. Also, unless otherwise indicated, each person named in the table above has the sole voting and investment power with respect to his shares of Quality Resource Technologies common stock beneficially owned.
- (2) Beneficial ownership is determined in accordance with the rules of the SEC. As of the Effective Date of the Merger, there will be 15,000,000 shares of Quality Resource Technologies common stock issued and outstanding.
- (3) Bruce Caputo is the Trustee of the Solano Family Trust. As a result, Mr. Solano is able to influence all matters requiring stockholder approval including the election of directors, merger or consolidation and the sale of all or substantially all of our assets. This concentration of ownership may delay, deter or prevent acts that would result in a change of control, which in turn could reduce the market price of our common stock.
- (4) Baltic International USA, Inc. has retained approximately 21% of the 1,500,000 shares of Quality Resource Technologies common stock following the Spin-Off as described in this Information Statement. The remaining approximately 79% of the 1,500,000 shares of Quality Resource Technologies common stock are held by approximately 1,000 Baltic shareholders, including 180,410 shares distributed to Robert L. Knauss, one of our directors. The address for Baltic is 6002 Rogerdale Road, Suite 500, Houston, Texas 77072.

Other than as stated herein, there are no arrangements or understandings, known to us, including any pledge by any person of our securities:

- The operation of which may at a subsequent date result in a change in control of the registrant; or
- With respect to the election of directors or other matters.

DESCRIPTION OF SECURITIES

The authorized capital stock of Quality Resource Technologies consists of 200,000,000 shares of common stock, \$0.01 par value per share (the “common stock”) and 10,000,000 shares of preferred stock, \$0.01 par value per share (the “preferred stock”). As of the date of this Information Statement, one share of Quality Resource Technologies common stock was issued and outstanding. No shares of our preferred stock are issued and outstanding.

The following description of certain matters relating to Quality Resource Technologies securities is a summary and is qualified in its entirety by the provisions of Quality Resource Technologies' certificate of incorporation and bylaws.

Preferred Stock

Quality Resource Technologies board of directors has the authority, without further action by our stockholders, to provide for the issuance of shares of our preferred stock in one or more series and to fix the number of shares, designations, preferences, powers and relative, participating, optional or other special rights and the qualifications or restrictions on the rights. The holders of our preferred stock do not have any cumulative voting rights or preemptive or subscription rights by virtue of their ownership of our preferred stock. The preferences, powers, rights and restrictions of different series of our preferred stock may vary with respect to dividend rates, amounts payable on liquidation, voting rights, conversion rights, redemption provisions, sinking fund provisions, purchase funds, and other matters. The issuance of a series of our preferred stock could decrease the amount of earnings and assets available for distribution to holders of our common stock or affect adversely the rights and powers, including voting rights, of the holders of our common stock. Likewise, any issuance may have the effect of delaying, deferring or preventing a change in control of Quality Resource Technologies. As of the date of this Information Statement, our board has issued no shares of our preferred stock.

Common Stock

The holders of our common stock are entitled to one vote per share on all matters submitted to a vote of our stockholders. The holders of the common stock have the sole right to vote, except as otherwise provided by law, by our articles of incorporation, or in a statement by our board of directors in a Preferred Stock Designation.

In addition, such holders are entitled to receive ratably such dividends, if any, as may be declared from time to time by our board of directors out of legally available funds, subject to the payment of preferential dividends or other restrictions on dividends contained in any Preferred Stock Designation, including, without limitation, the Preferred Stock Designation establishing a series of preferred stock described above. In the event of the dissolution, liquidation or winding up of Quality Resource Technologies, the holders of our common stock are entitled to share ratably in all assets remaining after payment of all our liabilities, subject to the preferential distribution rights granted to the holders of any series of our preferred stock in any Preferred Stock Designation, including, without limitation, the Preferred Stock Designation establishing a series of our preferred stock described above.

The holders of the common stock do not have cumulative voting rights or preemptive rights to acquire or subscribe for additional, unissued or treasury shares in accordance with the laws of Delaware. Accordingly, excluding any voting rights granted to any series of our preferred stock, the holders of more than 50 percent of the issued and outstanding shares of the common stock voting for the election of directors can elect all of the directors if they choose to do so, and in such event, the holders of the remaining shares of the common stock voting for the election of the directors will be unable to elect any person or persons to the board of directors. All outstanding shares of the common stock are fully paid and nonassessable.

The laws of the State of Delaware provide that the affirmative vote of a majority of the holders of the outstanding shares of our common stock and any series of our preferred stock entitled to vote thereon is required to authorize any amendment to our articles of incorporation, any merger or consolidation of Quality Resource Technologies with any corporation, or any liquidation or disposition of any substantial assets of Quality Resource Technologies.

Options

As of the date of this Information Statement, Quality Resource Technologies has not issued any options or equity awards to purchase shares of its common stock, although Quality Resource Technologies may do so in the future.

CERTAIN PROVISIONS OF QUALITY RESOURCE TECHNOLOGIES' ARTICLES OF INCORPORATION AND BYLAWS

General

Provisions of Quality Resource Technologies' certificate of incorporation and bylaws concern matters of corporate governance and the rights of our stockholders, such as the ability of our board of directors to issue shares of our common and preferred stock and to set the voting rights, preferences, and other terms of Quality Resource Technologies' preferred stock without further stockholder action. These provisions could also delay or frustrate the removal of incumbent directors or the assumption of control of Quality Resource Technologies' board of directors by Quality Resource Technologies' stockholders, and may be deemed to discourage takeover attempts, mergers, tender offers, or proxy contests not first approved by Quality Resource Technologies' board of directors, which some stockholders may deem to be in their best interests.

Board of Directors

The business and affairs of Quality Resource Technologies is managed under the direction of our board of directors, which currently consists of four members. The number of members on Quality Resource Technologies' board of directors is fixed by, and may be increased or decreased from time to time by, the affirmative vote of a majority of the members at any time constituting Quality Resource Technologies' board of directors.

Newly created directorships resulting from any increase in the number of directors and any vacancies on Quality Resource Technologies' board of directors resulting from death, resignation, disqualification, removal or other causes shall be filled by the affirmative vote of a majority of the remaining directors then in office, even though less than a quorum of the board of directors. Any director elected in accordance with the preceding sentence shall hold office for the remainder of the full term for which the new directorship was created or the vacancy occurred and until the director's successor shall have been elected and qualified or until his earlier death, resignation, or removal. No decrease in the number of directors constituting the board of directors shall shorten the term of any incumbent director. Quality Resource Technologies' board of directors may not have less than one member. There is no limit on the maximum size of Quality Resource Technologies' board.

Whenever the holders of any class or series of Quality Resource Technologies' capital stock are entitled to elect one or more directors under any resolution or resolutions of Quality Resource Technologies' board of directors designating a series of Quality Resource Technologies' preferred stock, vacancies and newly created directorships of a class or series may be filled by a majority of the directors then in office elected by the applicable class or series, by a sole remaining director so elected, or by the unanimous written consent, or the affirmative vote of a majority of the outstanding shares of the class or series entitled to elect the directors.

Any director may be removed from office only by the affirmative vote of the holders of a majority of the combined voting power of Quality Resource Technologies' then outstanding shares of capital stock entitled to vote at a meeting of stockholders called for that purpose, voting together as a single class.

Meetings of Stockholders

Quality Resource Technologies' bylaws provide that a special meeting of Quality Resource Technologies' stockholders may only be called by:

- The holders of at least 10 percent of the outstanding shares of Quality Resource Technologies' capital stock entitled to vote at the proposed special meeting; or
- Quality Resource Technologies' board of directors by means of a duly adopted resolution.

Special stockholder meetings may not be called by any other person or in any other manner. Our bylaws provide that only those matters set forth in the notice of the special meeting may be considered or acted upon at the special meeting.

The next annual meeting of Quality Resource Technologies' stockholders will be held in 2011, on a date and at a place and time designated by Quality Resource Technologies' board of directors.

Limitation of Liability

Quality Resource Technologies' certificate of incorporation provide that any director or officer of Quality Resource Technologies shall not be personally liable to Quality Resource Technologies or Quality Resource Technologies' stockholders for damages as a result of any act or failure to act in his capacity as a director or officer; provided, however, the provision shall not eliminate or limit the liability of a director or officer:

- If it is proven that his act or failure to act constituted a breach of his fiduciary duties and such breach involved intentional misconduct, fraud or a knowing violation of law, or
- Under the Delaware General Corporation Law.

Indemnification. Quality Resource Technologies' certificate of incorporation provide that Quality Resource Technologies shall indemnify anyone who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, except an action by Quality Resource Technologies or in its right, by reason of the fact that he is or was a director, officer, employee, or agent of Quality Resource Technologies, or is or was serving at Quality Resource Technologies' request as a director, officer employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses, including attorneys' fees, judgments fines and amounts paid in settlement actually and reasonably incurred by him in connection with the action, suit or proceeding if:

- The liability did not result from any act or failure to act which constituted a breach of that person's fiduciary duties in his capacity as a director or officer, and involved intentional misconduct, fraud, or a knowing violation of law; or
- The person acted in good faith and in a manner which he reasonably believed to be in, or not opposed to, Quality Resource Technologies' best interests, and with respect to any criminal action or proceeding, he had no reasonable cause to believe his conduct was unlawful.

Further, Quality Resource Technologies' certificate of incorporation permits Quality Resource Technologies to indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action or suit by Quality Resource Technologies or in its right, to procure a judgment in its favor by reason of the fact that he is or was a director, officer, employee, or agent of Quality Resource Technologies, or is or was serving at Quality Resource Technologies' request as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise, against expenses, including amounts paid in settlement and attorneys' fees actually and reasonably incurred by him in connection with defense or settlement of the action or suit, if:

- The liability did not result from any act or failure to act which constituted a breach of that person's fiduciary duties in his capacity as a director or officer, and involved intentional misconduct, fraud or a knowing violation of law; or
- The person acted in good faith and in a manner which he reasonably believed to be in, or not opposed to, Quality Resource Technologies' best interests.

However, Quality Resource Technologies is prohibited from indemnifying any person with respect to any action, suit, or proceeding by a court of competent jurisdiction, if he has been finally adjudged to be liable to Quality Resource Technologies, unless, and only to the extent that, the court of competent jurisdiction determines upon application that the person is fairly and reasonably entitled to indemnification in view of all the circumstances of the case.

Quality Resource Technologies' bylaws contain similar indemnification and limitation of liability provisions. Insofar as indemnification for liabilities arising under the Securities Act may be permitted to directors, officers, or persons controlling Quality Resource Technologies under the indemnification provisions, or otherwise, Quality Resource Technologies is aware that, in the opinion of the SEC, the indemnification is against public policy as expressed in the Securities Act and is, therefore, unenforceable.

Amendment of Bylaws

Our certificate of incorporation and bylaws may be amended by our board of directors or by the affirmative vote of the holders of at least a majority of the combined voting power of the outstanding shares of our capital stock then outstanding and entitled to vote, voting together as a single class.

Disclosure of Commission Position on Indemnification for Securities Act Liabilities

Our certificate of incorporation permits Quality Resource Technologies to limit the liability of Quality Resource Technologies' directors to the fullest extent permitted under the Delaware General Corporation Law. As permitted by the Delaware General Corporation Law, Quality Resource Technologies' bylaws and certificate of incorporation also include provisions that eliminate the personal liability of each of its officers and directors for any obligations arising out of any acts or conduct of such officer or director performed for or on behalf of Quality Resource Technologies. To the fullest extent allowed by the Delaware General Corporation Law, Quality Resource Technologies will defend, indemnify and hold harmless its directors or officers from and against any and all claims, judgments and liabilities to which each director or officer becomes subject to in connection with the performance of his or her duties and will reimburse each such director or officer for all legal and other expenses reasonably incurred in connection with any such claim of liability. However, Quality Resource Technologies will not indemnify any officer or director against, or reimburse for, any expense incurred in connection with any claim or liability arising out of the officer's or director's own negligence or misconduct in the performance of duty.

The provisions of Quality Resource Technologies' bylaws and certificate of incorporation regarding indemnification are not exclusive of any other right Quality Resource Technologies has to indemnify or reimburse Quality Resource Technologies' officers or directors in any proper case, even if not specifically provided for in Quality Resource Technologies' certificate of incorporation or bylaws.

Quality Resource Technologies believes that the indemnity provisions contained in Quality Resource Technologies' bylaws and the limitation of liability provisions contained in Quality Resource Technologies' certificate of incorporation are necessary to attract and retain qualified persons for these positions. No pending material litigation or proceeding involving Quality Resource Technologies' directors, executive officers, employees or other agents as to which indemnification is being sought exists, and Quality Resource Technologies is not aware of any pending or threatened material litigation that may result in claims for indemnification by any of Quality Resource Technologies' directors or executive officers.

Insofar as indemnification for liabilities arising under the Securities Act may be permitted to directors, officers or persons controlling Quality Resource Technologies pursuant to the foregoing provisions, Quality Resource Technologies has been informed that, in the opinion of the SEC, such indemnification is against public policy as expressed in the Securities Act and is therefore unenforceable.

SHARES ELIGIBLE FOR FUTURE SALE

Future sales of a substantial number of shares of our common stock in the public market could adversely affect market prices prevailing from time to time. Under the terms of a future offering, the shares of our common stock offered may be resold without restriction or further registration under the Securities Act, except that any shares purchased by our "affiliates," as that term is defined under the Securities Act, may generally only be sold in compliance with Rule 144 under the Securities Act.

Sale of Restricted Shares

Certain shares of our outstanding common stock which may be issued in private transactions in reliance upon exemptions from registration under the Securities Act and not registered for resale may be sold only pursuant to an effective registration statement filed by Quality Resource Technologies or an applicable exemption, including the exemption contained in Rule 144 promulgated under the Securities Act.

Rule 144

In general, Rule 144 promulgated by the Securities and Exchange Commission pursuant to the Securities Act, provides:

- If the issuer of the securities is, and has been for a period of at least 90 days immediately before the sale, subject to the reporting requirements of Section 13 or 15(d) of the Exchange Act, a minimum of six months must elapse between the later of the date of the acquisition of the securities from the issuer, or from an affiliate of the issuer, and any resale of such securities in reliance on this section for the account of either the acquirer or any subsequent holder of those securities.
- If the issuer of the securities is not, or has not been for a period of at least 90 days immediately before the sale, subject to the reporting requirements of Section 13 or 15(d) of the Exchange Act, a minimum of one year must elapse between the later of the date of the acquisition of the securities from the issuer, or from an affiliate of the issuer, and any resale of such securities in reliance on this section for the account of either the acquirer or any subsequent holder of those securities.
- Except as provided in Rule 144, the amount of securities sold for the account of an affiliate of the issuer in reliance upon this section shall be determined as follows: If any securities are sold for the account of an affiliate of the issuer, regardless of whether those securities are restricted, the amount of securities sold, together with all sales of securities of the same class sold for the account of such person within the preceding three months, shall not exceed the greatest of: (A) one percent of the shares or other units of the class outstanding as shown by the most recent report or statement published by the issuer, or (B) the average weekly reported volume of trading in such securities on all national securities exchanges and/or reported through the automated quotation system of a registered securities association during the four calendar weeks preceding the filing of notice required by paragraph (h) of Rule 144, or if no such notice is required the date of receipt of the order to execute the transaction by the broker or the date of execution of the transaction directly with a market maker, or (C) the average weekly volume of trading in such securities reported pursuant to an effective transaction reporting plan or an effective national market system plan during the four-week period specified in paragraph (e)(1)(ii) of Rule 144.

Special provisions for "Shell Companies." The provisions of Rule 144 providing for the six month holding period are not available for the resale of securities initially issued by a "shell company" which is defined as an issuer, other than a business combination related shell company, as defined in Rule 405, or an asset-backed issuer, as defined in Item 1101(b) of Regulation AB, that has no or nominal operations; and either no or nominal assets; assets consisting solely of cash and cash equivalents; or assets consisting of any amount of cash and cash equivalents and nominal other assets; or an issuer that has been at any time previously an issuer described in paragraph (i)(1)(i) of Rule 144.

Notwithstanding paragraph (i)(1) of Rule 144, if the issuer of the securities previously had been an issuer described in paragraph (i)(1)(i) but has ceased to be an issuer described in paragraph (i)(1)(i); is subject to the reporting requirements of Section 13 or 15(d) of the Exchange Act; has filed all reports and other materials required to be filed by Section 13 or 15(d) of the Exchange Act, as applicable, during the preceding 12 months (or for such shorter period that the issuer was required to file such reports and materials), other than Form 8-K reports, and has filed current "Form 10 information" with the SEC reflecting its status as an entity that is no longer an issuer described in paragraph (i)(1)(i), then those securities may be sold subject to the requirements of Rule 144 after one year has elapsed from the date that the issuer filed "Form 10 information" with the SEC.

The term “Form 10 information” means the information that is required by SEC Form 10, to register under the Exchange Act each class of securities being sold under Rule 144. The Form 10 information is deemed filed when the initial filing is made with the SEC.

In order for Rule 144 to be available, Quality Resource Technologies must have certain information publicly available. We plan to publish information necessary to permit transfer of shares of our common stock in accordance with Rule 144 of the Securities Act.

REPORTS TO STOCKHOLDERS

We will furnish our stockholders with an annual report which describes the nature and scope of our business and operations for the prior year and which will contain a copy of our audited financial statements for our most recent fiscal year.

WHERE YOU CAN FIND MORE INFORMATION

Once the Form 10 registration statement that we intend to file with the SEC becomes effective, we will be subject to the informational requirements of the Exchange Act, and must file reports, proxy statements and other information with the SEC, such as current, quarterly and annual reports on Forms 8-K, 10-Q and 10-K. Our executive officers, directors and beneficial owners of 10 percent or more of our common stock will also file reports relative to the acquisition or disposition of shares of our common stock or acquisition, disposition or exercise of any of our common stock purchase options or warrants.

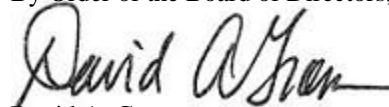
Baltic International USA, Inc. is subject to the informational reporting requirements of the Exchange Act. Accordingly, Baltic files registration statements, reports, proxy statements and other information with the Securities and Exchange Commission (“SEC”) including financial statements. Once the Spin-Off is complete, Quality Resource Technologies will file a Form 10 pursuant to the Exchange Act and will likewise be subject to the informational requirements of the Exchange Act, and must file reports, proxy statements and other information with the SEC, such as current, quarterly and annual reports on Forms 8-K, 10-Q and 10-K, including financial statements. These filings will be a matter of public record and any person may read and copy any materials Baltic or Quality Resource Technologies files with the SEC at the SEC’s Public Reference Room at 100 F Street N.E., Washington, D.C. 20549. You may obtain information on the operation of the Public Reference Room by calling the SEC at 1-800-SEC-0330. Further, the SEC maintains an Internet web site at <http://www.sec.gov> that contains reports, proxy and information statements, and other information regarding issuers, including Baltic and Quality Resource Technologies, that file electronically with the SEC.

Baltic and Quality Resource Technologies each maintain a website.

- Visit Quality Resource Technologies’ website at www.qualrestech.com.

You can also obtain more information about the Spin-Off from Baltic International USA, Inc. by calling us at (713) 961-9299.

By Order of the Board of Directors,



David A. Grossman
*Chief Executive Officer and
Chief Financial Officer*

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FINANCIAL STATEMENTS OF AN INACTIVE REGISTRANT

Pursuant to Sec. 210.3-11 of Regulation S-X, Quality Resource Technologies, Inc. qualifies as an inactive entity, meeting all of the following conditions:

- (a) Gross receipts from all sources for the fiscal year are not in excess of \$100,000;
- (b) We have not purchased or sold any of our own stock, granted options, or levied assessments upon outstanding stock;
- (c) Expenditures for all purposes for the fiscal year are not in excess of \$100,000;
- (d) No material change in the business has occurred during the fiscal year, including any bankruptcy, reorganization, readjustment or succession or any material acquisition or disposition of plants, mines, mining equipment, mine rights or leases; and
- (e) No exchange upon which the shares are listed, or governmental authority having jurisdiction, requires the furnishing to it or the publication of audited financial statements.

Accordingly, the financial statements of Quality Resource Technologies, Inc. are unaudited.

QUALITY RESOURCE TECHNOLOGIES, INC.
(formerly B-L Merger Sub, Inc.)
(A Development Stage Company)
BALANCE SHEETS
DECEMBER 31, 2009 AND 2008
(unaudited)

	<u>2009</u>	<u>2008</u>
ASSETS		
Total Assets	\$ —	\$ —
<hr style="border-top: 3px double #000;"/>		
LIABILITIES AND STOCKHOLDER'S EQUITY		
Total Liabilities	\$ —	\$ —
<hr style="border-top: 1px solid #000;"/>		
STOCKHOLDER'S EQUITY		
Common stock, \$0.01, 200,000,000 shares authorized, 1,500,000 shares issued and outstanding	15,000	15,000
Paid-in capital deficit	(14,000)	(14,000)
Accumulated deficit	(1,000)	(1,000)
Total Stockholder's Equity	<hr style="border-top: 1px solid #000;"/> —	<hr style="border-top: 1px solid #000;"/> —
Total Liabilities and Stockholder's Equity	<hr style="border-top: 3px double #000;"/> \$ —	<hr style="border-top: 3px double #000;"/> \$ —

See notes to financial statements.

QUALITY RESOURCE TECHNOLOGIES, INC.
(formerly B-L Merger Sub, Inc.)
(A Development Stage Company)
STATEMENTS OF OPERATIONS
FOR THE YEARS ENDED DECEMBER 31, 2009 AND 2008 AND
THE PERIOD FROM OCTOBER 23, 2001 (INCEPTION) TO DECEMBER 31, 2009
(unaudited)

	<u>2009</u>		<u>2008</u>		Inception to December 31, <u>2009</u>	
REVENUE	\$	-	\$	-	\$	-
EXPENSES		-		-		1,000
Net loss	\$	-	\$	-	\$	(1,000)
Net loss per share – basic and diluted	\$	0.00	\$	0.00		
Outstanding number of common shares – basic and diluted		1,500,000		1,500,000		

See notes to financial statements.

QUALITY RESOURCE TECHNOLOGIES, INC.
(formerly B-L Merger Sub, Inc.)
(A Development Stage Company)
STATEMENTS OF STOCKHOLDER'S EQUITY
FOR THE PERIOD FROM OCTOBER 23, 2001 (INCEPTION) TO DECEMBER 31, 2009
(unaudited)

	Common Stock		Paid-in Capital Deficit	Accumulated Deficit	Total
	Shares	Amount			
Issuance of common stock for services	1,500,000	\$ 15,000	(14,000)		\$ 1,000
Net loss				\$ (1,000)	(1,000)
Balance at December 31, 2001	1,500,000	15,000	(14,000)	(1,000)	—
Net loss				—	—
Balance at December 31, 2002	1,500,000	15,000	(14,000)	(1,000)	—
Net loss				—	—
Balance at December 31, 2003	1,500,000	15,000	(14,000)	(1,000)	—
Net loss				—	—
Balance at December 31, 2004	1,500,000	15,000	(14,000)	(1,000)	—
Net loss				—	—
Balance at December 31, 2005	1,500,000	15,000	(14,000)	(1,000)	—
Net loss				—	—
Balance at December 31, 2006	1,500,000	15,000	(14,000)	(1,000)	—
Net loss				—	—
Balance at December 31, 2007	1,500,000	15,000	(14,000)	(1,000)	—
Net loss				—	—
Balance at December 31, 2008	1,500,000	15,000	(14,000)	(1,000)	—
Net loss				—	—
Balance at December 31, 2009	1,500,000	\$ 15,000	\$ (14,000)	\$ (1,000)	\$ —

See notes to financial statements.

QUALITY RESOURCE TECHNOLOGIES, INC.
(formerly B-L Merger Sub, Inc.)
(A Development Stage Company)
STATEMENTS OF CASH FLOWS
FOR THE YEARS ENDED DECEMBER 31, 2009 AND 2008 AND
THE PERIOD FROM OCTOBER 23, 2001 (INCEPTION) TO DECEMBER 31, 2009
(unaudited)

	<u>2009</u>		<u>2008</u>		Inception to December 31, <u>2009</u>
CASH FLOWS FROM OPERATING ACTIVITIES					
Net loss	\$	-	\$	-	\$ (1,000)
Adjustments to reconcile net income to net cash from operating activities:					
Share-based compensation		-		-	1,000
Net Cash Provided By Operating Activities		-		-	-
Net change in cash		-		-	-
Cash, beginning of period		-		-	-
Cash, end of period	\$	-	\$	-	\$

See notes to financial statements.

QUALITY RESOURCE TECHNOLOGIES, INC.
(formerly B-L Merger Sub, Inc.)
(A Development Stage Company)
NOTES TO FINANCIAL STATEMENTS
(unaudited)

NOTE 1 - ORGANIZATION AND PURPOSE

Quality Resource Technologies, Inc. was incorporated in the State of Texas as B-L Merger Sub, Inc. on October 23, 2001. The Company was re-domiciled in the State of Delaware on September 20, 2010 as Quality Resource Technologies, Inc.

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

A summary of the Company's significant accounting policies consistently applied in the preparation of the accompanying financial statements follows:

Use of Estimates

Preparation of financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements, and the reported amounts of revenues and expenses during the reporting period. The Company bases its estimates on historical experience and various other assumptions that are believed to be reasonable under the circumstances, the results of which form the basis for making judgments about carrying values of assets and liabilities that are not readily apparent from other sources. The Company evaluates its estimates and assumptions on a regular basis. Actual results may differ from these estimates and assumptions used in preparation of its financial statements and changes in these estimates are recorded when known.

Cash and Cash Equivalents

The Company considers all highly liquid investments purchased with original maturities of three months or less to be cash equivalents.

Income Taxes

Income taxes are accounted for under the asset and liability method. Under this method, 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 bases. Deferred tax assets and liabilities are measured using enacted tax rates expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. Under the method, the effect on deferred tax assets and liabilities of a change in tax rates is recognized in income in the period that includes the enactment date. A valuation allowance is provided for deferred tax assets if it is more likely than not these items will either expire before the Company is able to realize their benefits, or that future realization is uncertain.

Earnings Per Share

The basic net income per common share is computed by dividing the net earnings applicable to common stockholders by the weighted average number of common shares outstanding. Diluted net income per common share is computed by dividing the net income applicable to common stockholders, adjusted on an "as if converted" basis, by the weighted average number of common shares outstanding plus potential dilutive securities. For all periods presented, there were no dilutive securities.

Recent Accounting Pronouncements

In May 2009, the FASB issued SFAS No. 165 Subsequent Events ("SFAS 165" or ASC 855). SFAS 165 (ASC 855) establishes general standards of accounting for and disclosure of events that occur after the balance sheet date but before financial statements are issued or are available to be issued. SFAS 165 (ASC 855) sets forth (1) the period after the balance sheet date during which management of a reporting entity should evaluate events or transactions that may occur for potential recognition or disclosure in the financial statements, (2) the circumstances under which an entity should recognize events or transactions occurring after the balance sheet date in its financial statements and (3) the disclosures that an entity should make about events or transactions that occurred after the balance sheet date. SFAS 165 is effective for interim or annual financial periods ending after June 15, 2009. Management evaluated events occurring between our fiscal year end, December 31, 2009, and the date when the consolidated financial statements were issued.

In June 2009, the FASB issued SFAS No. 168, The FASB Accounting Standards Codification and the Hierarchy of Generally Accepted Accounting Principles—a replacement of FASB Statement No. 162 ("SFAS 168" or ASC 105-10). The FASB Accounting Standards Codification ("Codification") will be the single source of authoritative nongovernmental U.S. generally accepted accounting principles. Rules and interpretive releases of the SEC under authority of federal securities laws are also sources of authoritative GAAP for SEC registrants. SFAS 168 (ASC 105-10) is effective for interim and annual periods ending after September 15, 2009. All existing accounting standards are superseded as described in SFAS 168 (ASC 105-10). All other accounting literature not included in the Codification is non-authoritative. The Codification did not have a significant impact on our financial statements.

NOTE 3 – EQUITY

The Company was originally authorized to issue 100,000 shares of common stock at \$1.00 par value. In October 2001, the Company issued 1,000 shares of common stock to its parent company, Baltic International USA, Inc., for services of \$1,000. On September 20, 2010, the Company was re-domiciled in Delaware as Quality Resource Technologies, Inc. and 1,500,000 common shares were exchanged for the 1,000 common shares outstanding. The Company now has 200,000,000 shares of common stock, \$0.01 par value per share, and 10,000,000 shares of preferred stock, \$0.01 par value per share, authorized. All share amounts have been restated to reflect the new capital structure.

QUALITY RESOURCE TECHNOLOGIES, INC.
(formerly B-L Merger Sub, Inc.)
(A Development Stage Company)
BALANCE SHEETS
JUNE 30, 2010 AND 2009
(unaudited)

	<u>2010</u>	<u>2009</u>
ASSETS		
Total Assets	\$ —	\$ —
<hr style="border-top: 3px double #000;"/>		
LIABILITIES AND STOCKHOLDER'S EQUITY		
Total Liabilities	\$ —	\$ —
<hr style="border-top: 1px solid #000;"/>		
STOCKHOLDER'S EQUITY		
Common stock, \$0.01, 200,000,000 shares authorized, 1,500,000 shares issued and outstanding	15,000	15,000
Paid-in capital deficit	(14,000)	(14,000)
Accumulated deficit	(1,000)	(1,000)
Total Stockholder's Equity	<hr style="border-top: 1px solid #000;"/> —	<hr style="border-top: 1px solid #000;"/> —
Total Liabilities and Stockholder's Equity	<hr style="border-top: 3px double #000;"/> \$ —	<hr style="border-top: 3px double #000;"/> \$ —

See notes to financial statements.

QUALITY RESOURCE TECHNOLOGIES, INC.
(formerly B-L Merger Sub, Inc.)
(A Development Stage Company)
STATEMENTS OF OPERATIONS
FOR THE SIX MONTHS ENDED JUNE 30, 2010 AND 2009 AND
THE PERIOD FROM OCTOBER 23, 2001 (INCEPTION) TO JUNE 30, 2010
(unaudited)

	<u>2010</u>		<u>2009</u>		<u>Inception to June 30, 2010</u>	
REVENUE	\$	-	\$	-	\$	-
EXPENSES		-		-		1,000
Net loss	\$	-	\$	-	\$	(1,000)
Net loss per share – basic and diluted	\$	0.00	\$	0.00		
Outstanding number of common shares – basic and diluted		1,500,000		1,500,000		

See notes to financial statements.

QUALITY RESOURCE TECHNOLOGIES, INC.
(formerly B-L Merger Sub, Inc.)
(A Development Stage Company)
STATEMENTS OF CASH FLOWS
FOR THE SIX MONTHS ENDED JUNE 30 31, 2010 AND 2009 AND
THE PERIOD FROM OCTOBER 23, 2001 (INCEPTION) TO JUNE 30 31, 2010
(unaudited)

	<u>2010</u>	<u>2009</u>	<u>Inception to June 30, 2009</u>
CASH FLOWS FROM OPERATING ACTIVITIES			
Net loss	\$ -	\$ -	\$ (1,000)
Adjustments to reconcile net loss to net cash from operating activities:			
Share-based compensation	-	-	1,000
Net Cash Provided By Operating Activities	<u>-</u>	<u>-</u>	<u>-</u>
Net change in cash	-	-	-
Cash, beginning of period	<u>-</u>	<u>-</u>	<u>-</u>
Cash, end of period	<u>\$ -</u>	<u>\$ -</u>	<u>\$ -</u>

See notes to financial statements.

QUALITY RESOURCE TECHNOLOGIES, INC.
(formerly B-L Merger Sub, Inc.)
(A Development Stage Company)
NOTES TO FINANCIAL STATEMENTS
(unaudited)

NOTE 1 - ORGANIZATION AND PURPOSE

Quality Resource Technologies, Inc. was incorporated in the State of Texas as B-L Merger Sub, Inc. on October 23, 2001. The Company was re-domiciled in the State of Delaware on September 20, 2010 as Quality Resource Technologies, Inc.

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

A summary of the Company's significant accounting policies consistently applied in the preparation of the accompanying financial statements follows:

Use of Estimates

Preparation of financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements, and the reported amounts of revenues and expenses during the reporting period. The Company bases its estimates on historical experience and various other assumptions that are believed to be reasonable under the circumstances, the results of which form the basis for making judgments about carrying values of assets and liabilities that are not readily apparent from other sources. The Company evaluates its estimates and assumptions on a regular basis. Actual results may differ from these estimates and assumptions used in preparation of its financial statements and changes in these estimates are recorded when known.

Cash and Cash Equivalents

The Company considers all highly liquid investments purchased with original maturities of three months or less to be cash equivalents.

Income Taxes

Income taxes are accounted for under the asset and liability method. Under this method, 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 bases. Deferred tax assets and liabilities are measured using enacted tax rates expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. Under the method, the effect on deferred tax assets and liabilities of a change in tax rates is recognized in income in the period that includes the enactment date. A valuation allowance is provided for deferred tax assets if it is more likely than not these items will either expire before the Company is able to realize their benefits, or that future realization is uncertain.

Earnings Per Share

The basic net income per common share is computed by dividing the net earnings applicable to common stockholders by the weighted average number of common shares outstanding. Diluted net income per common share is computed by dividing the net income applicable to common stockholders, adjusted on an "as if converted" basis, by the weighted average number of common shares outstanding plus potential dilutive securities. For all periods presented, there were no dilutive securities.

Recent Accounting Pronouncements

In May 2009, the FASB issued SFAS No. 165 Subsequent Events ("SFAS 165" or ASC 855). SFAS 165 (ASC 855) establishes general standards of accounting for and disclosure of events that occur after the balance sheet date but before financial statements are issued or are available to be issued. SFAS 165 (ASC 855) sets forth (1) the period after the balance sheet date during which management of a reporting entity should evaluate events or transactions that may occur for potential recognition or disclosure in the financial statements, (2) the circumstances under which an entity should recognize events or transactions occurring after the balance sheet date in its financial statements and (3) the disclosures that an entity should make about events or transactions that occurred after the balance sheet date. SFAS 165 is effective for interim or annual financial periods ending after June 15, 2009. Management evaluated events occurring between our fiscal year end, December 31, 2009, and the date when the consolidated financial statements were issued.

In June 2009, the FASB issued SFAS No. 168, The FASB Accounting Standards Codification and the Hierarchy of Generally Accepted Accounting Principles—a replacement of FASB Statement No. 162 ("SFAS 168" or ASC 105-10). The FASB Accounting Standards Codification ("Codification") will be the single source of authoritative nongovernmental U.S. generally accepted accounting principles. Rules and interpretive releases of the SEC under authority of federal securities laws are also sources of authoritative GAAP for SEC registrants. SFAS 168 (ASC 105-10) is effective for interim and annual periods ending after September 15, 2009. All existing accounting standards are superseded as described in SFAS 168 (ASC 105-10). All other accounting literature not included in the Codification is non-authoritative. The Codification did not have a significant impact on our financial statements.

NOTE 3 – EQUITY

The Company was originally authorized to issue 100,000 shares of common stock at \$1.00 par value. In October 2001, the Company issued 1,000 shares of common stock to its parent company, Baltic International USA, Inc., for services of \$1,000. On September 20, 2010, the Company was re-domiciled in Delaware as Quality Resource Technologies, Inc. and 1,500,000 common shares were exchanged for the 1,000 common shares outstanding. The Company now has 200,000,000 shares of common stock, \$0.01 par value per share, and 10,000,000 shares of preferred stock, \$0.01 par value per share, authorized. All share amounts have been restated to reflect the new capital structure.

221-10 Jamaica Avenue • Queens Village, New York 11428
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Independent Auditor's Report

To: The Board of Directors

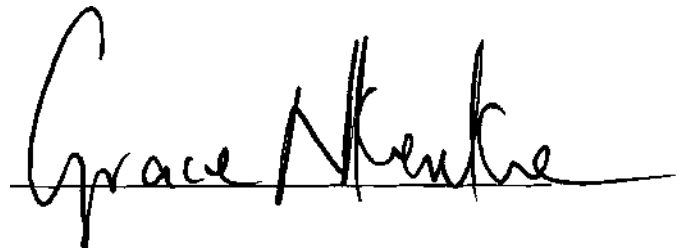
TRQ, Inc.
(formerly Quality Resource Technologies, Inc.)
Knoxville, Tennessee

We have audited the accompanying balance sheet of **TRQ, Inc.** as of June 30, 2010, and related statements of operations, stockholders' equity, and cash flows for the period from July 22, 2009 (inception) to June 30, 2010. These financial statements are the responsibility of **TRQ, Inc.**'s management. Our responsibility is to express an opinion on these financial statements based on our audit.

We conducted our audit in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of **TRQ, Inc.** as of June 30, 2010, and the results of its operations and its cash flows for the period from July 22, 2009 (inception) to June 30, 2010 in conformity with accounting principles generally accepted in the United States of America.

Queens Village, New York
July 20, 2010 (September 27, 2010 as to Note 1)



TRQ, INC.
(formerly Quality Resource Technologies, Inc.)
BALANCE SHEET
JUNE 30, 2010

ASSETS

Cash	\$ 4,195
Accounts receivable	8,600
	<hr/>
Total Assets	\$ 12,795
	<hr/> <hr/>

LIABILITIES AND STOCKHOLDERS' EQUITY

Accrued expenses	\$ 750
Income taxes payable	1,657
Total Liabilities	2,407
	<hr/>

STOCKHOLDERS' EQUITY

Common stock, no par value, 1,000 shares authorized, 100 shares issued and outstanding	1,000
Retained earnings	9,388
Total Stockholders' Equity	10,388
	<hr/>
Total Liabilities and Stockholder's Equity	\$ 12,795
	<hr/> <hr/>

The accompanying notes are an integral part of these financial statements.

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TRQ, INC.
(formerly Quality Resource Technologies, Inc.)
STATEMENT OF OPERATIONS
FOR THE PERIOD FROM JULY 22, 2009 (INCEPTION) TO JUNE 30, 2010

INCOME:	
Commission	\$ 22,330
Total income	<u>22,330</u>
EXPENSES:	
Professional services	4,051
Telephone	237
Office expenses	1,876
Insurance	1,133
Travel/auto expenses	2,904
Miscellaneous	1,084
Total expenses	<u>11,285</u>
Income before taxes	11,045
Income tax expense	<u>1,657</u>
Net income	<u>\$ 9,388</u>
Net income per share – basic and diluted	\$ 93.88
Outstanding number of common shares – basic and diluted	100

The accompanying notes are an integral part of these financial statements.

TRQ, INC.
(formerly Quality Resource Technologies, Inc.)
STATEMENT OF STOCKHOLDERS' EQUITY
FOR THE PERIOD FROM JULY 22, 2009 (INCEPTION) TO JUNE 30, 2010

	<u>Common Stock Shares</u>	<u>Amount</u>	<u>Retained Earnings</u>	<u>Total</u>
Sale of common stock for cash	100	\$ 1,000		\$ 1,000
Net income			\$ 9,388	9,388
	<hr/>			
Balance at June 30, 2010	100	\$ 1,000	\$ 9,388	\$ 10,388
	<hr/>			

The accompanying notes are an integral part of these financial statements.

TRQ, INC.
(formerly Quality Resource Technologies, Inc.)
STATEMENT OF CASH FLOWS
FOR THE PERIOD FROM JULY 22, 2009 (INCEPTION) TO JUNE 30, 2010

CASH FLOWS FROM OPERATING ACTIVITIES	
Net income	\$ 9,388
Adjustments to reconcile net income to net cash provided by operating activities:	
Increase in accounts receivable	(8,600)
Increase in accrued expenses	750
Increase in income taxes payable	1,657
Net Cash Provided By Operating Activities	<u>3,195</u>
CASH FLOWS FROM FINANCING ACTIVITIES	
Proceeds from sale of common stock	<u>1,000</u>
Net Cash Provided By Financing Activities	<u>1,000</u>
Net increase in cash	4,195
Cash, beginning of period	<u>—</u>
Cash, end of period	<u><u>\$ 4,195</u></u>

The accompanying notes are an integral part of these financial statements.

TRQ, INC.
(formerly Quality Resource Technologies, Inc.)
NOTES TO FINANCIAL STATEMENTS
JUNE 30, 2010

NOTE 1 - ORGANIZATION AND PURPOSE

Quality Resource Technologies, Inc. was incorporated in the State of Delaware on July 22, 2009. On September 20, 2010, the Company changed its name to TRQ, Inc. The Company's mission is to utilize the innovative Light Weight FRP (Fiberglass Reinforced Plastic) Container System to Revolutionize the Container System Industry. The Company's fiscal year begins on July 1 and ends on June 30 of the following year.

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

A summary of the Company's significant accounting policies consistently applied in the preparation of the accompanying financial statements follows:

Use of Estimates

Preparation of financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements, and the reported amounts of revenues and expenses during the reporting period. The Company bases its estimates on historical experience and various other assumptions that are believed to be reasonable under the circumstances, the results of which form the basis for making judgments about carrying values of assets and liabilities that are not readily apparent from other sources. The Company evaluates its estimates and assumptions on a regular basis. Actual results may differ from these estimates and assumptions used in preparation of its financial statements and changes in these estimates are recorded when known.

Cash and Cash Equivalents

The Company considers all highly liquid investments purchased with original maturities of three months or less to be cash equivalents.

Revenue Recognition

The Company recognizes revenue from product sales when the goods are shipped or delivered and title and risk pass to the customer. Product discounts granted are based on the terms of the arrangement with participants as well as general market conditions. Sales returns are estimated and recorded based on historical sales and returns information. For the period from July 22, 2009 (inception) to June 30, 2010, the Company earned \$22,330 of commissions from the sale of consigned inventory.

Accounts Receivable

Receivables are recognized and carried at the original invoice amount less allowance for any uncollectible amounts. Management periodically reviews receivables for collectability. An estimate for doubtful accounts is made when collection of the full amount is no longer probable. Bad debts are written off as incurred. The allowance for doubtful accounts was \$0 at June 30, 2010.

Income Taxes

Income taxes are accounted for under the asset and liability method. Under this method, 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 bases. Deferred tax assets and liabilities are measured using enacted tax rates expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. Under the method, the effect on deferred tax assets and liabilities of a change in tax rates is recognized in income in the period that includes the enactment date. A valuation allowance is provided for deferred tax assets if it is more likely than not these items will either expire before the Company is able to realize their benefits, or that future realization is uncertain.

Earnings Per Share

The basic net income per common share is computed by dividing the net earnings applicable to common stockholders by the weighted average number of common shares outstanding. Diluted net income per common share is computed by dividing the net income applicable to common stockholders, adjusted on an "as if converted" basis, by the weighted average number of common shares outstanding plus potential dilutive securities. For the periods from July 22, 2009 (inception) to June 30, 2010, there were no dilutive securities.

Recent Accounting Pronouncements

In May 2009, the FASB issued SFAS No. 165 Subsequent Events ("SFAS 165" or ASC 855). SFAS 165 (ASC 855) establishes general standards of accounting for and disclosure of events that occur after the balance sheet date but before financial statements are issued or are available to be issued. SFAS 165 (ASC 855) sets forth (1) the period after the balance sheet date during which management of a reporting entity should evaluate events or transactions that may occur for potential recognition or disclosure in the financial statements, (2) the circumstances under which an entity should recognize events or transactions occurring after the balance sheet date in its financial statements and (3) the disclosures that an entity should make about events or transactions that occurred after the balance sheet date. SFAS 165 is effective for interim or annual financial periods ending after June 15, 2009. Management evaluated events occurring between our fiscal year end, June 30, 2010, and the date when the consolidated financial statements were issued.

In June 2009, the FASB issued SFAS No. 168, The FASB Accounting Standards Codification and the Hierarchy of Generally Accepted Accounting Principles—a replacement of FASB Statement No. 162 ("SFAS 168" or ASC 105-10). The FASB Accounting Standards Codification ("Codification") will be the single source of authoritative nongovernmental U.S. generally accepted accounting principles. Rules and interpretive releases of the SEC under authority of federal securities laws are also sources of authoritative GAAP for SEC registrants. SFAS 168 (ASC 105-10) is effective for interim and annual periods ending after September 15, 2009. All existing accounting standards are superseded as described in SFAS 168 (ASC 105-10). All other accounting literature not included in the Codification is non-authoritative. The Codification did not have a significant impact on our financial statements.

NOTE 3 - COMMON STOCK

The Company is authorized to issue 1,000 shares of common stock at no par value. In July 2009, the Company issued 100 shares of common stock to its founders for \$1,000 cash.

PRO FORMA FINANCIAL STATEMENTS (UNAUDITED)

The proposed acquisition of TRQ, Inc. by Quality Resource Technologies, Inc. in exchange for 13,500,000 shares of Quality Resource Technologies, Inc. common stock. The agreement provides for the merger of TRQ with and into Quality Resource Technologies, Inc., whereby Quality Resource Technologies, Inc. is the surviving corporation. On the effective date, all of the issued and outstanding shares of common stock of TRQ will be converted into 13,500,000 shares of common stock of Quality Resource Technologies, Inc. Following the closing of the merger, the TRQ shareholders will be holders of 90% of Quality Resource Technologies, Inc.'s outstanding shares of common stock. As a result, TRQ will be treated as the "acquiring" company for financial reporting purposes. The accounting for the merger will be identical to that resulting from a reverse acquisition, except that no goodwill will be recorded.

The following pro forma balance sheet has been derived from the balance sheet of Quality Resource Technologies, Inc. as of June 30, 2010 and adjusts such information to give effect to its reverse acquisition by TRQ, Inc. as if the acquisition had occurred as of June 30, 2010. The pro forma balance sheet is presented for informational purposes only and does not purport to be indicative of the financial condition that would have resulted if the acquisition had been consummated at June 30, 2010. The pro forma balance sheet should be read in conjunction with the notes thereto and each company's financial statements and related notes thereto contained herein.

Pro forma statements of operations for the prior fiscal year and most recent interim period have not been provided as they would not be meaningful because the operations of Quality Resource Technologies, Inc., the legal acquirer, were not significant.

Pro Forma Balance Sheet as of June 30, 2010

	Quality Resource Technologies, Inc.	TRQ, Inc.	Adjustments	Pro Forma
ASSETS				
Cash	\$ -	\$ 4,195	\$ -	\$ 4,195
Accounts receivable	-	8,600	-	8,600
Total Assets	\$ -	\$ 12,795	\$ -	\$ 12,795
LIABILITIES AND STOCKHOLDERS' EQUITY				
EQUITY				
Accrued expenses	\$ -	\$ 750	\$ -	\$ 750
Income taxes payable	-	1,657	-	1,657
Total Liabilities	-	2,407	-	2,407
STOCKHOLDERS' EQUITY				
Common stock	15,000	1,000	134,000 (1)	150,000
Additional paid-in capital (deficit)	(14,000)	-	(135,000) (1)(2)	(149,000)
Retained earnings	(1,000)	9,388	1,000 (2)	9,388
Total Stockholders' Equity	-	10,388	-	10,388
Total Liabilities and Stockholder's Equity	\$ -	\$ 12,795	\$ -	\$ 12,795

NOTES TO PRO FROMA BALANCE SHEET

- (1) Issuance of 13,500,000 shares of Quality Resource Technologies, Inc.'s common stock to TRQ's shareholders for 100% of TRQ.
- (2) Eliminate accumulated deficit for Quality Resource Technologies, Inc.