

**ANNUAL REPORT**

**FOR YEAR ENDED**

**DECEMBER 31, 2012**

**UNITED TREATMENT CENTERS, INC.**

**77 Water Street. 8<sup>th</sup> Floor**

**New York, N.Y. 10005**

**Tel: 212-671-1870**

**Fax 212-573-7284**

**Federal I.D. No**

**32-0149818**

**CUSIP No.**

**913106100**

**ISSUER'S EQUITY SECURITIES**

**COMMON STOCK**

**\$.0001 Par Value**

**Unlimited Common Shares Authorized**

**501,124,681 Shares issued and Outstanding as of December 31, 2012**

**PREFERRED STOCK**

**\$.0001 Par Value**

**20,000,000 Preferred Shares Authorized**

**1,000,000 Shares issued and Outstanding as of December 31, 2012**

## **UNITED TREATMENT CENTERS, INC.**

### **PART A GENERAL COMPANY INFORMATION**

#### **Item I. The exact name of the issuer and its predecessors (if any):**

United Treatment Centers, Inc., a Wyoming corporation f/k/a MyMedicalCD Ltd., a Wyoming corporation

f/k/a MyMedicalCD Ltd., a Colorado corporation

f/k/a Interactive Solutions Corporation., a Nevada corporation

#### **Item II. The address of its principal executive officers:**

77 Water Street, 8<sup>th</sup> Floor, Suite # 804

New York, New York 10005

Telephone: 212-671-1870

Facsimile: 212-573-7284

#### **Item III. The jurisdiction(s) and date of the issuer's incorporation:**

Wyoming

November 22, 2004

### **PART B SHARE STRUCTURE**

#### **Item IV. The exact title of securities outstanding:**

Common Stock, \$ .0001 par value per share

Preferred Stock, \$ .0001 par value per share

Cusip Number . 913106100

Trading Symbol . UTRM.PK

#### **Item V. Par or stated and description of the security:**

A. We have two outstanding securities Common Stock \$.0001 par value and Preferred Stock \$.0001 par value.

B. Each holder of Common Stock is entitled to one vote for each share held of record on each matter submitted to vote to stockholders, including election of directors. Stockholders do not have any right to cumulate votes on the election of directors. Each holder of Common Stock is entitled to share ratably in distributions to stockholders and to receive ratably such dividends as may be declared by the Board of Directors out of funds legally available therefore. In the event of our liquidation, dissolution or winding up, the holders of Common Stock will be entitled to receive, after payment of all of our debts and liabilities and of

all sums to which holders of any outstanding preferred stock, if any, may be entitled, the distribution of any of our remaining assets. Holders of our Common Stock have no conversion, exchange, sinking fund, redemption or appraisal rights (other than such as may be determined by the Board of Directors in its sole discretion) and have no preemptive rights to subscribe for any of our securities. There are no provisions in our Articles of Incorporation or By-Laws that would delay, defer or prevent a change of control of the Company.

C. We are authorized to issue up to 20,000,000 shares of Preferred Stock with designations, rights and preferences determined from time to time by our Board of Directors. Accordingly, our Board of Directors is empowered without stockholder approval, to issue Preferred Stock with dividend, liquidation, conversion, voting, or other rights that could adversely affect the voting power or other rights of the holders of our Common Stock. In the event of issuance, the Preferred Stock could be utilized, under certain circumstances, as a method of discouraging, delaying or preventing a change in control of the Company.

**Item VI. The number of shares or total amount of the securities outstanding for each class of securities authorized:**

(i) As of the end of its two most recent fiscal years December 31, 2012 and 2011 the Company had 501,124,681 and 378,124,681 shares of its Common Stock outstanding. As of December 31, 2011 the company had 501,124,681 shares of common stock issued and outstanding. As March 31, 2013, the Company had 501,124,681 shares of Common Stock issued and outstanding. The Company had 1,000,000 Preferred Stock outstanding as of December 31, 2012 and none at December 31, 2011 respectively.

(ii) The number of Common stock authorized is unlimited. The number of preferred stock authorized is 20,000,000.

(iii) As of December 31, 2011 there are 378,124,681 shares of Common Stock issued and outstanding. as of March 31, 2012 there are 1,000,000 shares of Preferred Stock issued and outstanding as of December 31, 2012 and as of March 31, 2013.

(iv) As of March 31, 2013, the Company had 318,866,605 free trading shares of Common Stock. As of the end of its two most recent fiscal years December 31, 2012 and 2011, the Company had 290,866,605 and 61,464,833 free trading shares of Common Stock respectively.

(v) As of December 31, 2012 and 2011, the Company estimates there were approximately 3,000 beneficial shareholders, respectively. As of March 31, 2013, the Company estimates that there are approximately 3,000 beneficial shareholders.

(vi) As of December 31, 2012, the Company had 2,259 shareholders of record. As of December 31, 2011, the Company had 2,258 shareholders of record. As of March 31, 2013 the Company had 2,259 shareholders of record.

## **PART C BUSINESS INFORMATION**

### **Item VII. The name and address of the transfer agent:**

Our transfer agent is:

Broadridge

1717 Arch Street Suite 1300 Philadelphia, PA 19103

Tel: 877-830-4936 Fax 215-553-5402.

The transfer agent is registered under the Exchange Act and its regulatory authority is the Securities & Exchange Commission.

### **Item VIII. The nature of the issuer's business:**

#### A. Business Development.

United Treatment Centers, Inc. is a corporation formed under the laws of the State of Wyoming. It was formed in 2004 and its fiscal year ends December 31. During the past three years the Company has not been in bankruptcy, receivership or involved in any similar proceeding. On February 20, 2009 the Company acquired all of the issued and outstanding shares of United One Mobile Services, Inc., in exchange the Company issued 55,000,000 shares of its Common stock to the shareholders of United Mobile One Services, Inc. As a result of this transaction there was a change of control resulting in the shareholders of United Mobile Services, Inc. owning in excess of 90% of the Company's issued and outstanding Common Stock.

The Company is not in default in the terms of any note, loan, lease, or other indebtedness or financing arrangement requiring the Company to make payments. The Company completed a 4000-1 reverse stock split in January 2009. Except as described herein, the Company has not during the past three years had any other stock splits, stock dividends, mergers, reorganization or similar transactions. The Company has not been the subject of any delisting by a securities exchange or a deletion from the OTC Bulletin Board.

In April 2010, the Company's former CEO, Frank Ottaviani and Todd Spinelli the Company's former Vice President and Director were the subject of a complaint filed in the United States District Court, Eastern District of New York (Case No. Civ. No. 10-1819-RRM-RER) by Glaxosmithkline LLC. The company settled the trademark lawsuit case in February 2011 with GlaxoSmithKline at mutually acceptable terms.

There are no other current, pending or threatened legal proceedings or administrative actions against the Company nor has there been for the past four years.

**B. Business of issuer:**

During the years ended December 31, 2012 and December 31, 2011, the Company had no revenues attributable to the Dental/Medical Operations and decided to discontinue this business. The Company encountered difficulty in marketing its waterless toothbrush and made a decision to discontinue this business. To that end, the Company has began seeking other business opportunities during the quarter ended June 30, 2012. On August 1, 2012, the Company acquired Element Trading Technologies, LLC a New York limited liability corporation which is the owner and developer of a subscription based online day trading business.

As consideration for the acquisition of Element, the Company issued an aggregate of 100,000,000 shares of its Common Stock and 1,000,000 shares of its Preferred Stock to the shareholders of Element, including issuing 70,000,000 shares of Common Stock and 700,000 shares of Preferred Stock to Charles Vaccaro, the Company's newly appointed Chairman and Chief Executive Officer and 30,000,000 shares of Common Stock and 300,000 shares of Preferred Stock to Dan Noor, the Company's newly appointed Vice President and Director. The shares were issued in reliance upon the exemptions from the registration requirements of the Securities Act of 1933, as amended (the "Act"), pursuant to Section 4(2) of the Act. The certificates evidencing the above mentioned shares contain a legend (1) stating that the shares have not been registered under the Act and (2) setting forth or referring to the restrictions on transferability and sale of the shares under the Act

The Company has one subsidiary Element Trading Technologies, LLC. United Mobile One Services, Inc. a New York corporation was discontinued in September 2012.

The Company has (6) full time employees and no part time employees.

**Item IX. The nature of products or services offered:**

The Company is the owner and developer of a subscription based online day trading business including education, software, and platform administration.

**Item X. The nature and extent of the issuer’s facilities:** The Company’s principal corporate office is located at 77 Water Street, 8<sup>th</sup> Floor, New York, N.Y. 10005. The Company uses approximately 1000 square feet for its executive offices. The Company believes that this space is adequate for its current operations and does not anticipate any expansion or leasehold improvements.

**PART D MANAGEMENT STRUCTURE AND FINANCIAL INFORMATION**

Item XI. The name of the Chief Executive Officer and members of the Board of Directors, as well as control persons:

**A. Officers and Directors**

Members of the Board serve until the next annual meeting of shareholders and until their successors are elected and qualified. Officers are appointed by and serve at the discretion of the Board.

**Charles Vaccaro – Chairman of the Board, CEO**

**Dan Noor: - Director, Vice President** – Subsequent to year end terminated for cause.

**Frank Ottaviani - (Former) Chairman of the Board, Former CEO**

Resigned.

**Linda MacDonald – Director, secretary**

Voted out by the Board of directors.

**John Aston – Director**

Resigned.

**Todd Spinelli Director**

Voted out by the Board of Directors.

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**B. Legal/Disciplinary History**

1. During the past five (5) years neither of the Company’s officers or directors has a conviction in a criminal proceeding or named as a defendant in a pending criminal proceeding.

2. During the past five (5) years neither of the Company's officers or directors has the entry of an order, judgment, or decree by a court of competent jurisdiction that permanently or temporarily enjoined, barred, suspended or otherwise limited such person's involvement in any type of business, securities, commodities, or banking activities.

3. During the past five (5) years neither of the Company's officers or directors has a finding or judgment by a court of competent jurisdiction ( in a civil action), the SEC, the Commodity Futures Trading Commission , or a state securities regulator of a violation of federal or state securities or commodities law.

4. During the past five (5) years neither of the Company's officers or directors has the entry of an order by a self-regulatory organization that permanently or temporarily barred, suspended or otherwise limited such person's involvement in any type of business or securities activities.

C. Disclosure of Family Relationships. None

D. Disclosure of Related Party Transactions.

On February 20, 2009, the Company completed the acquisition of all of the issued and outstanding shares of United Mobile One Services, Inc. ("UMOS"). As consideration for the acquisition of UMOS, the Company issued an aggregate of 55,000,000 shares of its Common Stock to the shareholders of UMOS, including issuing 50,000,000 shares to Frank Ottaviani, the Company's newly appointed Chairman and Chief Executive Officer. The shares were issued in reliance upon the exemptions from the registration requirements of the Securities Act of 1933, as amended (the "Act"), pursuant to Section 4(2) of the Act. The certificates evidencing the above mentioned shares contain a legend (1) stating that the shares have not been registered under the Act and (2) setting forth or referring to the restrictions on transferability and sale of the shares under the Act.

On April 28 2009, the Company issued an aggregate of 11,000,000 shares (10,000,000 to Todd Spinelli and 1,000,000 to Dr. John Aston) in connection with each of them becoming directors of the Company. The shares were issued in reliance upon the exemptions from the registration requirements of the Securities Act of 1933, as amended (the "Act"), pursuant to Section 4(2) of the Act. The certificates evidencing the above mentioned shares contain a legend (1) stating that the shares have not been registered under the Act and (2) setting forth or referring to the restrictions on transferability and sale of the shares under the Act.

On May 4, 2009, the Company issued 15,000,000 shares to Todd Spinelli. The shares were issued in reliance upon the exemptions from the registration requirements of the Securities Act of 1933, as amended (the "Act"), pursuant to Section 4(2) of the Act. The certificates evidencing the above mentioned shares contain a legend (1) stating that the shares have not been registered under the Act and (2) setting forth or referring to the restrictions on transferability and sale of the shares under the Act.

On July 23, 2009, the Company issued an aggregate of 33,000,000 Non-Qualified Stock Options to Frank Ottaviani (15,000,000), Todd Spinelli (15,000,000) and Dr. John Aston (3,000,000).

The options were exercisable for five (5) years at the following prices:

One third at \$0.10 One third at \$0.25 One third at \$0.50

All stock options have been canceled by the company in September 2012 as the business has been discontinued.

On August 1, 2012, the Company acquired Element Trading Technologies LLC a New York limited liability corporation, (“Element”) the owner and developer of a subscription based online day trading business. As consideration for the acquisition of Element, the Company issued an aggregate of 100,000,000 shares of its Common Stock and 1,000,000 shares of its Preferred Stock to the shareholders of Element, including issuing 70,000,000 shares of Common Stock and 700,000 shares of Preferred Stock to Charles Vaccaro, the Company’s newly appointed Chairman and Chief Executive Officer and 30,000,000. shares of Common Stock and 300,000 shares of Preferred Stock to Dan Noor, the Company’s newly appointed Vice President and Director. The shares were issued in reliance upon the exemptions from the registration requirements of the Securities Act of 1933, as amended (the “Act”), pursuant to Section 4(2) of the Act. The certificates evidencing the above mentioned shares contain a legend (1) stating that the shares have not been registered under the Act and (2) setting forth or referring to the restrictions on transferability and sale of the shares under the Act.

**E. Disclosure of Conflicts of Interest. None**

**Item XII. Financial information for the issuer’s most recent fiscal period:**

The unaudited financial statements of the issuer as of December 31, 2012 are hereby incorporated by reference and can be found on [www.otcmarkets.com](http://www.otcmarkets.com).

**Item XIII. Similar financial information for such part of the two preceding years as the issuer or its predecessor has been in existence:**

The financial information/statements for the issuer’s two preceding fiscal years are hereby incorporated by reference and can be found on [www.otcmarkets.com](http://www.otcmarkets.com).

**Item XIV. Beneficial Owners.**

The following table outlines the ownership and management and anyone known to the issuer to own beneficially more than five (5%) of the outstanding shares as of the date hereof: Shareholder

Position with Issuer	Amount of Beneficial Ownership	(1)	Percentage
Charles Vaccaro ( 4)	Chairman of the Board, and CEO	70,000,000	13.97%
Dan Noor ( 4)	Director, Vice Pres.	30,000,000	5.99%
CEDE & CO (3)	Depository Company	278,876,491(3)	55.65%
Frank Ottaviani (5)	( Former) CEO, (Former)Director	45,000,000	8.98%
All Officers & Directors as a Group (2 persons)		100,000,000	19.96%

(1) As of December 31, 2012 we had 501,124,681 shares of our common stock issued and outstanding. As of May 30, 2013, we had 501,124,681 shares of our common stock issued and outstanding.

(2) As of December 31, 2012 we had 1,000,000 shares of our preferred stock issued and outstanding. As of May 30, 2013, we had 1,000,000 shares of our preferred stock issued and outstanding.

(3) Cede & Company operates as a depository company and holds the shares as nominee on behalf of brokerage firms, mutual funds, and other active traders. The company is located at 55 Water Street, New York, New York 10005.

(4) Charles Vaccaro, Dan Noor addresses are 77 Water Street 8<sup>th</sup> Fl. Ste 804, New York, NY 10005

( 5) Frank Ottaviani address is 1979 Marcus Avenue, Suite # 210, Lake Success N.Y. 11042

**Item XV. The name address, telephone number, and email address of each of the following outside providers that advise the issuer on matters relating to the operations, business development and disclosure: None**

**Item XVI. Management’s Discussion and Analysis or Plan of Operation:**

## **Results of Operations**

During the year ended December 31, 2012 the Company had \$ 6,717 revenues compared to \$ 00.00 for the year ended December 31, 2011.

During the year ended December 31, 2012, net operating profits (losses) after taxes totaled \$ (964,765) compared to net operating profit(losses) after taxes for the year ended December 31, 2011 of \$ (529,662). The Company's revenues for the year 2012 was derived from the Company's subscription based online day trading business and in prior years from the company's medical/dental offices. For the year ended December 31, 2012 general and administrative expenses totaled \$42,996 compared to the year ended December 31, 2011 which such expenses totaled \$ 5,000. For the year ended December 31, 2012 salaries and benefits totaled \$117,386 compared to \$500,000 for the year ended December 31, 2011.

The company has discontinued all previous operations in the medical, dental field and has recognized the " Discontinued Operations".

The major classifications of assets and Liabilities written off from the discontinued operations are inventory \$ 174,500, capital Assets \$ 61,476, other assets \$ 578,007 and liabilities are \$ 142,331. The net discontinued Operations charge was \$ 671,652.

## **Liquidity and Capital Resources**

As of December 31, 2012 the Company had current assets of \$30,392 and total assets of \$52,598. At December 31, 2012 the Company had total liabilities of \$745,045. The Company had negative working capital at December 31, 2012 of \$692,447. Because of the negative working capital, the Company's ability to continue to operate and its future remain in question as a going concern unless additional capital is contributed or until such time as it generates revenues and become cash flow positive.

Since inception, the Company has financed its activities solely from the private sales of its securities and the incurrence of debt. On September 25, 2009, the Company issued 4,000,000 shares of its Common Stock to TSI Select, Inc. a non-affiliate of the Company upon the conversion of \$200,000 of outstanding indebtedness. TSI loaned the Company the money in June 2008. The certificates evidencing the above mentioned shares were issued without legend in that Rule 144 permits the lender to tack back their holding period to the date of the debt which was more than one year prior to the issuance. From October 30, 2009 through March 15, 2010, the Company sold an aggregate of 35,000,000 shares of its Common Stock, 10,250,000 Common Stock Purchase Warrants exercisable at \$.20 per share and 10,250,000 Common Stock Purchase Warrants exercisable at \$.30 per share for an aggregate purchase price of \$475,000 to Rio Sterling Holdings, Inc or \$.0136 per share. Each Warrant is exercisable for a period of five (5) years at the option of the holder. The aforementioned securities

were issued upon the exemption from registration requirements of the Act, pursuant to Rule 504. The certificates evidencing such shares were issued without restriction on transferability and sale.

## **PART E. ISSUANCE HISTORY**

### **Item XVII. List of securities offerings and shares issued for services in the past two years:**

On February 20, 2009, the Company completed the acquisition of all of the issued and outstanding shares of United Mobile One Services, Inc. (“UMOS”). As consideration for the acquisition of UMOS, the Company issued an aggregate of 55,000,000 shares of its Common Stock to the shareholders of UMOS, including issuing 50,000,000 shares to Frank Ottaviani, the Company’s newly appointed Chairman and Chief Executive Officer. The shares were issued in reliance upon the exemptions from the registration requirements of the Securities Act of 1933, as amended (the “Act”), pursuant to Section 4(2) of the Act. The certificates evidencing the above mentioned shares contain a legend (1) stating that the shares have not been registered under the Act and (2) setting forth or referring to the restrictions on transferability and sale of the shares under the Act.

On March 20, 2009, the Company issued an aggregate of 45,000,000 shares of its Common Stock to seven unaffiliated persons/entities upon the conversion of an aggregate of \$111,837.12 of outstanding indebtedness. The lenders loaned the Company the monies from January 2005 through April 2006. The certificates evidencing the above mentioned shares were issued without legend in that Rule 144 permits the lenders to tack back to the date of the debt which was more than two years prior to issuance.

On April 28 2009, the Company issued an aggregate of 11,000,000 shares (10,000,000 to Todd Spinelli and 1,000,000 to Dr. John Aston) in connection with each of them becoming directors of the Company. The shares were issued in reliance upon the exemptions from the registration requirements of the Securities Act of 1933, as amended (the “Act”), pursuant to Section 4(2) of the Act. The certificates evidencing the above mentioned shares contain a legend (1) stating that the shares have not been registered under the Act and (2) setting forth or referring to the restrictions on transferability and sale of the shares under the Act.

On May 4, 2009, the Company issued 15,000,000 shares to Todd Spinelli. The shares were issued in reliance upon the exemptions from the registration requirements of the Securities Act of 1933, as amended (the “Act”), pursuant to Section 4(2) of the Act. The certificates evidencing the above mentioned shares contain a legend (1) stating that the shares have not been registered under the Act

and (2) setting forth or referring to the restrictions on transferability and sale of the shares under the Act.

On July 23, 2009 the Company issued an aggregate of 33,000,000 Non-Qualified Stock Options Frank Ottaviani (15,000,000), Todd Spinelli (15,000,000) and Dr. John Aston (3,000,000). The options are exercisable for five (5) years at the following prices:

One third at \$0.10

One third at \$0.25

One third at \$0.50

Each of the aforementioned stock options shall only be exercisable upon the achievement of certain performance criteria, whereby the Company has to sell a minimum of its waterfree toothbrushes for them to vest.

On September 25, 2009, the Company issued 4,000,000 shares of its Common Stock to TSI Select, Inc. a non-affiliate of the Company upon the conversion of \$200,000 of outstanding indebtedness. TSI loaned the Company the money in June 2008. The certificates evidencing the above mentioned shares were issued without legend in that Rule 144 permits the lender to tack back their holding period to the date of the debt which was more than one year prior to the issuance.

From October 30, 2009 through March 15, 2010, the Company sold an aggregate of 35,000,000 shares of its Common Stock, 10,250,000 Common Stock Purchase Warrants exercisable at \$.20 per share and 10,250,000 Common Stock Purchase Warrants exercisable at \$.30 per share for an aggregate purchase price of \$475,000 to Rio Sterling Holdings, Inc or \$.0136 per share. Each Warrant is exercisable for a period of five (5) years at the option of the holder. The aforementioned securities were issued upon the exemption from registration requirements of the Act, pursuant to Rule 504. The certificates evidencing such shares were issued without restriction on transferability and sale.

On March 4, 2010, the Company issued 5,000,000 shares of its Common Stock to Luis Colon upon the conversion of \$25,000.00 of outstanding indebtedness. Mr. Colon acquired the debt from an unaffiliated lender who loaned the Company the money on February 2, 2009. The certificates evidencing the above mentioned shares were issued without legend in that Rule 144 permits the lenders to tack back to the date of the debt which was more than one year prior to the issuance date. During the quarter ended March 31, 2010 the Company sold an aggregate of 22,500,000 shares of its Common Stock, 8,750,000 Common Stock Purchase Warrants exercisable at \$.20 per share and 8,750,000 Common Stock Purchase Warrants exercisable at \$.30 per share for an aggregate purchase price of \$225,000 to Rio Sterling Holdings, Inc. Each Warrant is exercisable for a period of five (5) years at the option of the holder. The aforementioned securities were issued upon the exemption from registration requirements of the Act, pursuant to Rule 504. The certificates evidencing such shares were issued without restriction on transferability and sale.

On March 16, 2010, the Company borrowed \$50,000 from Rio Sterling Holdings, Inc. pursuant to which the Company issued a convertible promissory note in the principal amount of \$50,000. The note was issued pursuant to Rule 504. On March 16 and April 16, 2010, Rio Sterling elected to convert principal amount of the note and accrued interest into an aggregate of 5,515,328 shares of its common stock. The aforementioned securities were issued upon the exemption from registration requirements of the Act, pursuant to Rule 504. The certificates evidencing such shares were issued without restriction on transferability and sale.

On March 25, 2010, the Company borrowed \$150,000 from Rio Sterling Holdings, Inc. pursuant to which the Company issued a convertible promissory note in the principal amount of \$150,000 due June 23, 2010. The note was issued pursuant to Rule 504. The Note is convertible into shares of the Company's Common Stock at the lesser of One Cent (\$.01) or a 50% discount to the closing bid price of the Company's Common Stock on the day before the Maturity Date. The aforementioned securities were issued upon the exemption from registration requirements of the Act, pursuant to Rule 504. The certificates evidencing such shares when and if issued will be without restriction on transferability and sale.

During the quarter ended June 30, 2010 the Company sold an aggregate of 10,000,000 shares of its Common Stock, 1,250,000 Common Stock Purchase Warrants exercisable at \$.20 per share and 1,250,000 Common Stock Purchase Warrants exercisable at \$.30 per share for an aggregate purchase price of \$25,000 to Rio Sterling Holdings, Inc. Each Warrant is exercisable for a period of five (5) years at the option of the holder. The aforementioned securities were issued upon the exemption from registration requirements of the Act, pursuant to Rule 504. The certificates evidencing such shares were issued without restriction on transferability and sale.

On May 18, 2010, the Company issued 750,000 shares of its Common Stock to Bull In Advantage LLC Pursuant to public relations agreement between the Company and Bull In Advantage LLC. The shares were issued in reliance upon the exemptions from the registration requirements of Section 4(2) of the Securities Act of 1933, as amended (the "Act"), pursuant to Section 4(2) of the Act. The certificates evidencing the above mentioned shares contain a legend (1) stating that the shares have not been registered under the Act and (2) setting forth or referring to the restrictions on transferability and sale of the shares under the Act.

On July 12, 2010 the Company issued 10,000,000 shares of its Common Stock to Mark Van Wagoner upon the conversion of an aggregate of \$63,868.54 of outstanding indebtedness which was assigned to him by an unaffiliated third party. The lenders loaned the Company the monies from January 2005 through April 2006. The certificates evidencing the above mentioned shares were issued without legend in that Rule 144 permits the lenders to tack back to the date of the debt which was more than two years prior to issuance.

On November 3, 2010 the Company issued 9,000,000 shares of its common stock to Rio Sterling Holdings Inc. as the result of a convertible promissory note.

On November 15, 2010 the company issued 18,346,373 shares to Mark Van Wagoner upon the conversion of an aggregate of \$18,346,37 of outstanding indebtedness owed to Mark van Wagoner for professional services performed for the company as reflected in invoices dated May 2009, June 2009 and July 2009. The certificates evidencing the above mentioned shares were issued without legend in that Rule 144 permits the lenders to tack back to the date of the debt which was more than one year prior to issuance.

On December 20, 2010 the company issued 17,114,280 shares to Mark Van Wagoner upon the conversion of an aggregate of \$17,114,28 of outstanding indebtedness owed to Mark van Wagoner for professional services performed for the company as reflected in invoices dated August 2009, September 2009 and October 2009. The certificates evidencing the above mentioned shares were issued without legend in that Rule 144 permits the lenders to tack back to the date of the debt which was more than one year prior to issuance.

On February 4, 2011 the company issued 10,000,000 shares to DC Consulting Inc. for professional services performed for the company. The certificates evidencing the above mentioned shares were issued with restricted legend under Rule 144.

On February 8, 2011 the company issued 16,288,660 shares to Mark Van Wagoner upon the conversion of an aggregate of \$16,288.66 of outstanding indebtedness owed to Mark van Wagoner for professional services performed for the company as reflected in invoices dated November 2009, December 2009 and January 2010. The certificates evidencing the above mentioned shares were issued without legend in that Rule 144 permits the lenders to tack back to the date of the debt which was more than one year prior to issuance.

March 23, 2011 the company issued 18,430,189 shares to James K Hogan's issuance in exchange for \$97,680.00 in debt is not listed. The certificates evidencing the above mentioned shares were issued without legend in that Rule 144 permits the lenders to tack back to the date of the debt which was more than one year prior to issuance.

April 13, 2011 the company issued 6,000,000 shares to Mark Van Wagoner upon the conversion of an aggregate of \$15,000.00 of outstanding indebtedness owed to Mark Van Wagoner for professional services performed for the company. The certificates evidencing the above mentioned shares were issued without legend in that Rule 144 permits the lenders to tack back to the date of the debt which was more than one year prior to issuance.

May 13, 2011 the company issued 3,750,000 shares to Mark Van Wagoner upon the conversion of an aggregate of \$7,500.00 of outstanding indebtedness owed to Mark Van Wagoner for professional services performed for the company. The certificates evidencing the above mentioned shares were issued without legend in that Rule 144 permits the lenders to tack back to the date of the debt which was more than one year prior to issuance.

June 14, 2011 the company issued 6,256,942 shares to Mark Van Wagoner upon the conversion of an aggregate of \$15,016.66 of outstanding indebtedness owed to Mark Van Wagoner for professional services performed for the company. The certificates evidencing the above mentioned shares were issued without legend in that Rule 144 permits the lenders to tack back to the date of the debt which was more than one year prior to issuance.

August, 2, 2011 the company issued 12 million shares to Mark Van Wagoner upon the conversion of an aggregate of \$6,910.40 of outstanding indebtedness owed to Mark Van Wagoner for professional services performed for the company. The certificates evidencing the above mentioned shares were issued without legend in that Rule 144 permits the lenders to tack back to the date of the debt which was more than one year prior to issuance.

September 09, 2011 the company issued 15 million shares to Mark Van Wagoner upon the conversion of an aggregate of \$30,000.00 of outstanding indebtedness owed to Mark Van Wagoner for professional services performed for the company. The certificates evidencing the above mentioned shares were issued without legend in that Rule 144 permits the lenders to tack back to the date of the debt which was more than one year prior to issuance.

October 10, 2011 the company issued 15 million shares to Mark Van Wagoner upon the conversion of an aggregate of \$30,000.00 of outstanding indebtedness owed to Mark Van Wagoner for professional services performed for the company. The certificates evidencing the above mentioned shares were issued without legend in that Rule 144 permits the lenders to tack back to the date of the debt which was more than one year prior to issuance.

August 1, 2012, as consideration for the acquisition of Element, the Company issued an aggregate of 100,000,000 shares of its Common Stock and 1,000,000 shares of its Preferred Stock to the shareholders of Element.

August 1, 2012, the company issued 70,000,000 shares of Common Stock and 700,000 shares of Preferred Stock to Charles Vaccaro, the Company's newly appointed Chairman and Chief Executive Officer and 30,000,000 shares of Common Stock and 300,000 shares of Preferred Stock to Dan Noor, the Company's newly appointed Vice President and Director. The shares were issued in reliance upon the exemptions from the registration requirements of the Securities Act of 1933, as amended (the "Act"), pursuant to Section 4(2) of the Act. The certificates evidencing the above mentioned shares contain a legend (1) stating that the shares have not been registered under the Act and (2) setting forth or referring to the restrictions on transferability and sale of the shares under the Act.

August 1, 2012, Dave Grey is the holder of a note sold by United Treatment Centers dated June 3, 2010 issued as a Convertible Promissory Note in the principal amount of \$ 112,000 pursuant to the terms of a securities purchase agreement dated of even date therewith. The note was acquired in the acquisition of Element Trading Technologies LLC on August 1, 2012. The security derives from a convertible Promissory Note dated June 3, 2010. The note together with accrued interest at the annual rate of eight percent (8%), is due on June 3, 2011. The balance of the note at December 31, 2012 is \$ 134,227.

September 7, 2012, J.C. is the holder of a 2nd note sold by United Treatment Centers dated September 7, 2012 issued as a Convertible Promissory Note in the principal amount of \$ 250,000 pursuant to the terms of a securities purchase agreement dated of even date therewith. The note together with accrued interest at the annual rate of eight percent ( 8% ) , is due on August 31, 2013. The balance of the note at December 31, 2012 is \$ 256,667.

September 11, 2012, J.C. is the holder of a note sold by United Treatment Centers dated September 11, 2012 in the original principal amount of \$ 229,093. The note was acquired in a private transaction in August 27, 2012. The security derives from 3 convertible Promissory Notes dated March 25, 2010 amount \$ 150,000, November 4, 2010 amount \$ 50,000, and March 11, 2011 amount \$ 25,000. The balance of the note at September 30, 2012 is \$ 229,093. The balance of the note at December 31, 2012 is \$ 231,798.

November 29, 2012, E.G. is the holder of a note sold by United Treatment Centers dated November 29, 2012 issued as a Convertible Promissory Note in the principal amount of \$ 47,000 pursuant to the terms of a securities purchase agreement dated of even date therewith. The note together with accrued interest at the annual rate of nine percent (9%), is due on November 29, 2013. The balance of the note at December 31, 2012 is \$ 47,353.

## **PART F. EXHIBITS**

### **Item XVIII. Material Contracts:**

None

### **Item XIX. Articles of Incorporation and Bylaws:**

The following described documents were filed on March 13, 2009 with the Company's Initial Disclosure

Statement and made a part hereof as Composite Schedule XIX.

1. Articles of Merger dated November 15, 2004
2. Articles of Incorporation dated December 26, 2004 (Wyoming)
3. Statement of Merger dated December 7, 2004
4. Articles of Amendment dated June 3, 2008 (Name change)
5. Bylaws

### **Item XX. Purchases of equity securities by the issuer and affiliated purchasers: None.**

**Item XXI. Issuer's Certification:**

I, Charles Vaccaro, Chief Executive Officer of the issuer, certify that:

a. I have reviewed the Annual Report including financial statements for the year ended December 31, 2012 of United Treatment Centers, Inc.

b. Based on my knowledge, the Annual Statement of United Treatment Centers, Inc. does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this disclosure statement; and

c. Based on my knowledge, the financial statements, and other financial information included or incorporated by reference in this disclosure statement, fairly present in all material respects the financial condition, results of operations and cash flows of the issuer as of, and for, the periods presented in this disclosure statement.

June 6, 2013

/s/ Charles Vaccaro

