

# DONINI INC.

Annual Report

May 31, 2010

(OTC Pink: DNNC)

## **OTC Pink Basic Disclosure Guidelines**

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

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

DONINI INC.

a) Incorporated in the State of New Jersey on October 22, 1991 under the name of "PRS SUB VI, INC."

b) On February 6, 2001, the Company amended its Certificate of Incorporation changing its name from PRS Sub VI, Inc. to Donini, Inc.

### **2) Address of the issuer's principal executive offices**

#### **Company Headquarters Address:**

1510 Henri Bourassa Blvd. West, Suite 200, Montreal, Quebec, Canada H3M 3E3

Email: [derospeter@gmail.com](mailto:derospeter@gmail.com)

### **3) Security Information**

Trading Symbol: DNNC

Exact title and class of securities outstanding: COMMON

CUSIP: 257755306

Par or Stated Value: 0.001

Total shares authorized: 750,000,000 as of: November 11, 2014

Total shares outstanding: 447,598,300 as of: November 11, 2014

Transfer Agent Name: OLDE MONMOUTH STOCK TRANSFER CO., INC.

Address 1: 5200 MEMORIAL PARKWAY, SUITE 101, ATLANTIC HIGHLANDS, NEW JERSEY 07716

Phone: (732) 872-2727

Is the Transfer Agent registered under the Exchange Act?\* Yes

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

List any restrictions on the transfer of security: None

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

NONE

### **4) Issuance History**

List below any events, in chronological order, that resulted in changes in total shares outstanding by the issuer in the past two fiscal years and any interim period. The list shall include all offerings of securities,

whether private or public, and all shares or any other securities or options to acquire such securities issued for services, describing (1) the securities, (2) the persons or entities to whom such securities were issued and (3) the services provided by such persons or entities. The list shall indicate:

- A. The nature of each offering (e.g., Securities Act Rule 504, intrastate, etc.);
- B. Any jurisdictions where the offering was registered or qualified;
- C. The number of shares offered;
- D. The number of shares sold;
- E. The price at which the shares were offered, and the amount actually paid to the issuer;
- F. The trading status of the shares; and
- G. Whether the certificates or other documents that evidence the shares contain a legend (1) stating that the shares have not been registered under the Securities Act and (2) setting forth or referring to the restrictions on transferability and sale of the shares under the Securities Act.

With respect to private offerings of securities, the list shall also indicate the identity of the persons who purchased securities in such private offering; *provided, however*, that in the event that any such person is an entity, the list shall also indicate (a) the identity of each natural person beneficially owning, directly or indirectly, more than ten percent (10%) of any class of equity securities of such entity and (b) to the extent not otherwise disclosed, the identity of each natural person who controlled or directed, directly or indirectly, the purchase of such securities for such entity.

Common Shares Issuances between June 1, 2008 to May 31, 2009:

- a) Free-Trading Common Shares Issuances:  
Number of Shares: 23,500,000 (issued in exchange for debt)  
Number of Shareholders: 4
- b) Restricted Common Shares Issuances:  
Number of Shares: 73,900,000 (issued for services rendered)  
Number of Shareholders: 12

Common Shares Issuances between June 1, 2009 to May 31, 2010:

- a) Free-Trading Common Shares Issuances:  
Number of Shares: 62,000,000 (issued in exchange for debt)  
Number of Shareholders: 4
- b) Restricted Common Shares Issuances:  
Number of Shares: 288,000,000 issued in exchange for services rendered)  
Number of Shareholders: 13

## 5) Financial Statements

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

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

The financial statements requested pursuant to this item shall be prepared in accordance with US GAAP

by persons with sufficient financial skills.

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

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

\*The Financial Statements ending May 31, 2010 are incorporated by reference in the Annual Report as posted to otcq.com on November 11, 2014.

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

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

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

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

Donini Inc. ("we", "our", the "Company") was incorporated in the State of New Jersey. The Company has two Canadian subsidiaries, Donini Group, Inc. and Pizzacorp Franchises DTC, Inc., whose purposes are, respectively, to hold and control the intellectual property of the Company and to license the trademarks and oversee the licensed franchisees. Donini Group, Inc. is a wholly-owned subsidiary of the Company and Pizzacorp Franchises DTC, Inc. is a majority-controlled subsidiary of Donini Group, Inc. Through its Canadian subsidiaries, the Company is the franchisor of eight (8) pizza delivery restaurants operating under the trade name "Pizza Donini", with seating of between 23 to 50 seats and one (1) 120-seat, fully-licensed Italian restaurant operating under the trade name "Donini Resto Bar". All units are operated by third parties and are located in the Greater Montreal area, in the province of Quebec, Canada.

Effective September 1, 2009, three (3) of the Company's franchises terminated their relationship with Donini Inc.

On April 1, 2010, the Company disposed of its subsidiaries and all related assets and incurred a gain of \$30,100 from their disposal.

The Company is currently evaluating other businesses for acquisitions.

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

Incorporated in the State of New Jersey on October 22, 1991

C. the issuer's primary and secondary SIC Codes; SIC CODE 5812 - Retail - Eating Places

D. the issuer's fiscal year end date;

MAY 31

E. principal products or services, and their markets;

Donini Inc. ("we", "our", the "Company") was incorporated in the State of New Jersey. The Company has two Canadian subsidiaries, Donini Group, Inc. and Pizzacorp Franchises DTC, Inc., whose purposes are, respectively, to hold and control the intellectual property of the Company and to license the trademarks and oversee the licensed franchisees. Donini Group, Inc. is a wholly-owned subsidiary of the Company and Pizzacorp Franchises DTC, Inc. is a majority-controlled subsidiary of Donini Group, Inc. Through its Canadian subsidiaries, the Company is the franchisor of eight (8) pizza delivery restaurants operating under the trade name "Pizza Donini", with seating of between 23 to 50 seats and one (1) 120-seat, fully-licensed Italian restaurant operating under the trade name "Donini Resto Bar". All units are operated by third parties and are located in the Greater Montreal area, in the province of Quebec, Canada.

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## **7) Describe the Issuer's Facilities**

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

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

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

The Company leases a 1,053 square foot office as its principal headquarters. The term of the lease is for 5 years, commencing June 1, 2007. As of May 31, 2010, this office lease was no longer an obligation by Donini Inc. as the lease was taken over by the independent subsidiaries.

## **8) Officers, Directors, and Control Persons**

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

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

1. Peter Deros - CEO, CFO, Chairman & Director 8220 Birnam #2, Montreal, Quebec, Canada H3N 2T9

2. Jean Vassiliadis - Director & beneficial owner of 5.02% 467 CROISSANT DES ORCHIDEES, STE-JULIE, QC J3E 2C3

3. Mary Jean Chyrek - beneficial owner of 6.03% 1510 Henri Bourassa Blvd. West, Suite 200, Montreal, Quebec, Canada H3M 3E3

4. Constantinos Deros - beneficial owner of 10.50% 8220 Birnam #1, Montreal, Quebec, Canada H3N 2T9

5. Irene Deros - beneficial owner of 10.50% 8220 Birnam #1, Montreal, Quebec, Canada H3N 2T9

6. Sylvia Deros - beneficial owner of 10.50% 8220 Birnam #1, Montreal, Quebec, Canada H3N 2T9

7. John Frohling - beneficial owner of 9.17% 901 Summit Ave., Jersey City, NJ 07307

8. Edward Frohling - beneficial owner of 5.60% 17 Fulton Street, Newark, NJ 07102

9. Carlos Olivares - beneficial owner of 9.99% 9213 Olivier Mauzault, Montreal, Quebec, Canada H2M 2K6

B. Legal/Disciplinary History. Please identify whether any of the foregoing persons have, in the last five years, been the subject of:

1. A conviction in a criminal proceeding or named as a defendant in a pending criminal proceeding (excluding traffic violations and other minor offenses);

NONE

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

NONE

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

NONE

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

NONE

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

1. Constantinos Deros - beneficial owner of 10.50% 8220 Birnam #1, Montreal, Quebec, Canada H3N 2T9

2. Irene Deros - beneficial owner of 10.50% 8220 Birnam #1, Montreal, Quebec, Canada H3N 2T9

3. Sylvia Deros - beneficial owner of 10.50% 8220 Birnam #1, Montreal, Quebec, Canada H3N 2T9

4. Carlos Olivares - beneficial owner of 9.99% 9213 Olivier Mauzault, Montreal, Quebec, Canada H2M 2K6

## 9) Third Party Providers

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

Legal Counsel

Name:

Firm:  
Address 1:  
Phone:  
Email:

Accountant or Auditor

Name: Accounting Books  
Address 1: 124 Danforth Avenue, Toronto, ON, M4J 5B5  
Phone: 416-868-8592  
Email: icece@accounting.com

Other Advisor: Any other advisor(s) that assisted, advised, prepared or provided information with respect to this disclosure statement. n/a

**10) Issuer Certification**

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

The certifications shall follow the format below:

I, Peter Deros certify that:

1. I have reviewed this annual disclosure statement of DONINI INC.;
2. Based on my knowledge, this disclosure statement does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this disclosure statement; and
3. Based on my knowledge, the financial statements, and other financial information included or incorporated by reference in this disclosure statement, fairly present in all material respects the financial condition, results of operations and cash flows of the issuer as of, and for, the periods presented in this disclosure statement.

November 11, 2014

/s/ "Peter Deros", Chief Executive Officer