

*Pursuant to PinkSheets Guidelines Version 9.7
Dated: November 15, 2010*

DELIVERY TECHNOLOGY SOLUTIONS, INC.

A Florida Corporation

Delivery Technology Solutions, Inc.
751 Park of Commerce Drive
Suite 112
Boca Raton, FL 33487

Telephone: (561) 674-9500
Email: rcoblin@universaldelivery.com

**Issuer's Information Statement
For Broker-Dealer Due Diligence
Pursuant to Rule 15c2-11 §(a)(5)(i) - (a)(5)(xiii) and § (a)(5)(xvi)**

ISSUER'S EQUITY SECURITIES

COMMON STOCK

\$0.001 Par Value
3,000,000,000 Shares Authorized
1,207,422,444 Issued and Outstanding

PREFERRED STOCK

10,000,000 Shares of Authorized
2,000,000 Shares issued and outstanding

TRANSFER AGENT

Manhattan Transfer Registrar Company
57 Eastwood Road
Miller Place, NY 11764

Tel: (631) 928-7655
Fax: (631) 928-6171

**Manhattan Transfer Registrar Company is registered under the
Exchange Act and is an SEC approved transfer agent.*

*Delivery Technology Solutions, Inc. is responsible for the content of this Information and Disclosure Statement.
The information contained in this report has not been filed with or approved by the Securities and Exchange*

Commission, any state securities commission, the Financial Industry Regulatory Authority (“FINRA”), or any other regulatory body.

**DELIVERY TECHNOLOGY SOLUTIONS, INC.
A Florida Corporation**

INFORMATION AND DISCLOSURE STATEMENT

This statement has not been filed with FIRNA or any other regulatory agency.

All information contained in this Information and Disclosure Statement has been compiled to fulfill the disclosure requirements of 15c2-11 as promulgated by the Securities and Exchange Act of 1934, as amended. The enumerated items and captions contained herein correspond to the format as set forth in the Rule

Section One: Issuers’ Initial Disclosure Obligations

PART A. GENERAL ISSUER INFORMATION.

Item I The exact name of the Issuer and its predecessor (if any).

The name of the Issuer is **Delivery Technology Solutions, Inc.**

The Company was incorporated in the State of Florida on January 3, 2001, under the name e-Shop Network, Inc. On December 2, 2003, the Company filed amended Articles of Incorporation giving effect a name change to Inflat Holdings Corp. On December 30, 2008, the Company filed amended Articles of Incorporation changing its name to iTrackr Technologies, Inc. On January 11, 2010, the Company filed amended Articles of Incorporation changing its name to Delivery Technology Solutions, Inc.

Item II **The address and telephone number of the Issuer’s principal executive offices.**

Delivery Technology Solutions, Inc.
751 Park of Commerce Drive
Suite 112
Boca Raton, FL 33487
Tel: (561) 674-9500
Fax: (561) 995-0771
www.universaldelivery.com.

The Issuer currently is acting on its own behalf regarding investor relations. The person responsible for investor relation is Ryan F. Coblin. Mr. Coblin contact information is as follows:

Delivery Technology Solutions, Inc.
751 Park of Commerce Drive
Suite 112
Boca Raton, FL 33487
Attention: Ryan F. Coblin
Tel: (561) 674-9512
Fax: (561) 995-0771
Email: rcoblin@universaldelivery.com

Item III **The jurisdiction(s) and date of the Issuer’s incorporation or organization.**

The Company was incorporated in the State of Florida on January 3, 2001, under the name e-Shop Network, Inc. On December 2, 2003, the Company filed amended Articles of Incorporation

giving effect a name change to Inflot Holdings Corp. On December 30, 2008, the Company filed amended Articles of Incorporation changing its name to iTrackr Technologies, Inc. On January 11, 2010, the Company filed amended Articles of Incorporation changing its name to Delivery Technology Solutions, Inc. A copy of the Issuer's Articles of Incorporation, as amended, is attached hereto as Exhibit A and a copy of the Issuer's By-laws, as amended, is attached hereto as Exhibit B.

PART B. **SHARE STRUCTURE**

Item IV **The exact title and class of securities outstanding**

Class: Common Stock.
CUSIP: 247018 104.
Trading symbol is DTSL.PK

Class: Preferred Stock
CUSIP: N/A
Trading symbol: N/A

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

- A. (i) Common Stock has a par value of \$ 0.001.
 (ii) Preferred Stock has a par value of \$ 0.001.

B. Common and Preferred Stock

(i) **Common Stock.** The Company is authorized to issue 3,000,000,000 shares of common stock with par value \$.001 per share. The holders of shares of common stock have no preemptive, conversion, subscription or cumulative voting rights. We have not declared or paid dividends on our Common Stock since our formation, and we do not anticipate paying dividends in the foreseeable future. Declaration or payment of dividends, if any, in the future, will be at the discretion of our Board of Directors and will depend on our then current financial condition, results of operations, capital requirements and other factors deemed relevant by the board of directors. There are no contractual restrictions on our ability to declare or pay dividends.

Each holder of our shares of our common stock is entitled to one vote per share on all matters to be voted upon by the stockholders, including the election of directors.

(ii) **Preferred Stock.** The Company is authorized to issue 10,000,000 shares of preferred stock with par value of \$0.001, 2,000,000 of which are issued and outstanding.

Dividend Rights. Pursuant to the Articles of Incorporation, as amended, no dividends shall be paid with respect to the Series A Convertible Preferred Stock.

Voting Rights. Except as otherwise expressly provided or required by law, each share of Series A Convertible Preferred Stock shall be entitled to 100 votes per share.

Conversion Rights. Each share of Series A Convertible Preferred Stock may be converted into 100 shares of common stock. However, the shares of Series A Convertible Preferred Stock may only be converted upon a majority vote of the holders of the Series A Preferred Stock approving such conversion.

Liquidation Rights. The holders of shares of the Series A Convertible Preferred Stock are entitled, upon liquidation, dissolution or winding up of the Company, whether voluntary or involuntary, to receive an amount equal to \$.01 per share. After the full preferential liquidation amount has been paid to, or determined and set apart for the Series A Convertible Preferred Stock,

and all other series of Preferred Stock hereafter authorized and issued, if any, the remaining assets of the Company available for distribution to shareholders shall be distributed ratably to the holders of common stock. In the event the assets of the Company available for distribution to its shareholders are insufficient to pay the full preferential liquidation amount per share required to be paid to the Company's Series A Convertible Preferred Stock, the entire amount of assets of the Company available for distribution to shareholders shall be paid up to their respective full liquidation amounts first to the Series A Convertible Preferred Stock, and then to any other series of Preferred Stock hereafter authorized and issued, all of which amounts shall be distributed ratably among the holders of each such series of Preferred Stock, and the common stock shall receive nothing. A reorganization or any other consolidation or merger of the Company with or into any other corporation, shall not be deemed a liquidation, dissolution or winding up of the Company and the Series A Convertible Preferred Stock shall be entitled only to (i) the right provided in any agreement or plan governing the reorganization or other consolidation, merger or sale of assets transaction, the rights contained in the Florida Business Corporation Act, and (iii) the rights contained in the Articles of Incorporation, as amended.

Redemption Rights. Shares of the Series A Convertible Preferred Stock are not redeemable.

There is no provision in our Articles of Incorporation or By-laws that would delay, defer or prevent 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

Common Stock information as of the end of the issuer's most recent fiscal quarter, and as of the issuer's last two fiscal years.

Fiscal Quarter Ended September 30, 2010

- (i) For Fiscal Quarter Ended September 30, 2010
- (ii) Number of shares authorized – 3,000,000,000
- (iii) Number of shares outstanding – 1,207,422,444
- (iv) Number of shares freely tradable (public float) – 107,247,956
- (v) Total number of beneficial shareholders - 1,806
- (vi) Total number of shareholders of record 1,460

Fiscal Year Ended December 31, 2009

- (i) For Fiscal-Year Ended December 31, 2009
- (ii) Number of shares authorized – 100,000,000
- (iii) Number of shares outstanding – 36,856,623
- (iv) Number of shares freely tradable (public float) – 22,223
- (v) Total number of beneficial shareholders - 781
- (vi) Total number of shareholders of record 586

Fiscal Year Ended December 31, 2008

- (i) For Fiscal-Year Ended December 31, 2008
- (ii) Number of shares authorized – 650,000,000
- (iii) Number of shares outstanding – 42,000,000
- (iv) Number of shares freely tradable (public float) – 8,600,000
- (v) Total number of beneficial shareholders - 589
- (vi) Total number of shareholders of record 442

Preferred Stock

Preferred Stock information as of the end of the Issuer's most recent fiscal quarter, and as of the issuer's last two fiscal years.

Fiscal Quarter Ended September 30, 2010

- (i) For Fiscal Quarter Ended September 30, 2010
- (ii) Number of shares authorized – 10,000,000
- (iii) Number of shares outstanding – 2,000,000
- (iv) Number of shares freely tradable (public float) – 0
- (v) Total number of beneficial shareholders - 2
- (vi) Total number of shareholders of record – 2

No preferred stock was issued and outstanding as of the end of the fiscal years ended December 31, 2009 and 2008.

PART C. BUSINESS INFORMATION.

Item VII The name and address of the transfer agent.

Manhattan Transfer Registrar Company
57 Eastwood Road
Miller Place, NY 11764
Tel: (631) 928-7655
Fax: (631) 928-6171

**Manhattan Transfer Registrar Company's regulatory authority is the Securities and Exchange Commission and it is registered under the Exchange Act.*

Item VIII The nature of the Issuer's business

A Business Development

Delivery Technology Solutions, Inc., a Florida corporation was formed on January 3, 2001, under the name e-Shop Network, Inc. On December 2, 2003, the Company filed an amendment to its Articles of Incorporation to: (i) changed the Company's name from e-Shop Network, Inc. to Inplot Holdings Corp.; and (ii) increased the authorized capital from 100,000,000 shares of common stock to 210,000,000 shares, consisting of 200,000,000 shares of Common Stock and 10,000,000 shares of Series A Convertible Preferred Stock. On April 7, 2008, again filed an amendment to its Articles of Incorporation to increase the authorized capital stock from 210,000,000 shares to 656,000,000 shares, consisting of 650,000,000 shares of Common Stock and 6,000,000 shares of undesignated preferred stock.

On April 17, 2008, the Company entered into a Stock Purchase Agreement with Sergey Ponyatovsky, pursuant to which the Company sold shares of common stock of an entity owned by the Company to Mr. Ponyatovsky, in exchange for the return to 600,000,000 million shares of the Company's common stock owned by Mr. Ponyatovsky. The shares were issued to Mr. Ponyatovsky in exchange for the cancellation of \$235,540.63 in debt owed to him by the Company. As part of this transaction, the Company entered into a Stock Transfer Agreement with and Mr. Ponyatovsky pursuant to which Belmont Partners, LLC ("Belmont") received 33,400,000 shares of the Company's common stock in consideration for Belmont's efforts in identifying suitable acquisition candidates for acquisition by the Company. This transaction led to a change in control and Belmont was the then majority owner of the Company.

On December 30, 2008, the Company filed an amendment to its Articles of Incorporation to change its name from Inplot Holdings Corp. to iTrackr Technologies, Inc. and on January 12, 2009, the Company again filed amended Articles of Incorporation to effectuate a one thousand for 1 (1000:1) reverse stock split (the "Reverse Stock Split") of the Company's shares of common stock. As a result of the Reverse Stock Split, the Company had 650,000 shares of common stock

authorized, of which 42,000 were issued and outstanding. The name change and the Reverse Stock Split was approved by unanimously approved by the Board of Directors and by a majority of the holders of the issued and outstanding share of common stock.

On December 18, 2009, the Company sold 2,940,000 shares of common stock to a group of individual investors.

On December 18, 2009, the Company entered into an Asset Purchase Agreement with UDS Group, Inc., a Nevada corporation and its wholly owned subsidiary Universal Delivery Solutions, Inc. (“UDS”), pursuant to which the Company purchased all of the assets and liabilities of the UDS as an on-going business. In consideration thereof, the Company issued 22,000,000 shares of its common stock and paid a cash sum of \$257,000. Furthermore, the Company issued 1 share of its common stock to the stockholders of UDS in exchange for every 50 shares of UDS held as of December 31, 2009.

On December 18, 2009, the Board of Directors of UDS elected Ryan Coblin as the Chairman, Chief Executive Officer and a director of UDS. Lewis Plaut was also appointed as the President and a director of UDS. Messrs. Coblin and Plaut are the founders of UDS and were instrumental in securing a Pilot Test Agreement (the “Subway Agreement”) with Doctors Associates, Inc. (“DAI”), commonly referred to as Subway®, in August 2009. Pursuant to the Subway Agreement, UDS has used its management and software in the Washington DC market and has integrated its call center operations and online ordering technology into the daily operations of 286 Subway® locations throughout the Washington, DC market, including portions of Maryland and Virginia. The proprietary software is designed to map out a delivery area of operation, provide direct printing of orders to the Subway® Point of Sale computers, establish a database of users and provide call center support for local catering events and delivery.

The Company through its wholly owned subsidiary, UDS, specializes in Complex Order and Delivery Management Systems. UDS operates both on a small scale for local deliveries, and at a corporate catering scale. UDS manages delivery of thousands of orders simultaneously to hundreds of locations across the U.S.A., on time, as expected, with demonstrated customer satisfaction levels of 99%. Initially working with the Quick Service Restaurant (QSR) industry, UDS allows franchisees to grow their delivery operations beyond their basic area footfall. This is vital for QSR growth and profitability, since there is typically a much higher average ticket for delivery orders — \$26 for delivered food versus \$6.25 for the average walk-in / take-away order.

UDS’ longer term plan is to expand into many other areas of rapid response delivery for products and services, including auto parts, medical supplies and computer products. UDS’ early focus has been on building its nationwide relationship with Subway®, where it has now been awarded National Vendor status. This positions UDS as a preferred supplier with all of the District Agents (DA’s) who control all the Subway® franchise outlets.

UDS is now providing services to customer organizations including Hewlett Packard, Toys’R US, Best Buy and others for the delivery of hundreds and thousands of Subway® orders to many hundreds of venues distributed across the whole of the United States. Peak order volume is now approaching \$350,000 per day, on which UDS keeps a 10% margin. UDS will next bring in additional product ranges from other Quick Service Restaurant chain outlets to provide an even wider selection of products for customer organizations. The multi-billion dollar market for service ordering and delivery of services is now growing very rapidly. Many large companies have come to appreciate the convenience and efficiency which UDS offers through its online systems and call center order management methods.

The market opportunity for take-away products from Quick Service Restaurants is huge, and has continued to grow through the recent recession. Mainly operating as a network of franchisees, the QSR market is in fact highly fragmented. The corporate offices are rightly focussed on maintaining and growing revenues from the franchisees through a network of Development Agents. These DA’s are each focussed on their own local territories, trying to ensure that the level

and balance of franchise revenues is optimised. The individual franchisees are closely focused on the day-to-day operations in their retail outlets.

The majority of this business depends on walk-in take-away customers, who have little or no ongoing relationship with anybody in the retail outlet. As a result, there is little focus on building relationships with local businesses for permanent relationships.

That is what UDS can do for the QSR industry, both on a local and a national level. UDS offers a single point of contact for families and local businesses, and for corporate clients wanting to place multiple orders for collection or for delivery to homes, business premises and venues such as theatres and sports venues. Customers can place orders to a toll-free national number, over the internet or via smart phone. With a clear choice of options for customers outside of the immediate time-pressure of a store, UDS clearly demonstrates their ability to upsell, with average single order values rising from \$7.00 to \$13.40 – a gain of 90%!

The main market opportunity is for compound orders for groups of people, ranging from small office group lunch orders to the larger planned corporate catering orders. UDS has started to tap into the huge potential market for event catering.

Hewlett Packard, Intel, Wells Fargo, Best Buy, Toys'R Us and other major clients are now enthusiastically growing the amount of business they do with UDS because of the demonstrated high levels of consumer satisfaction – an astonishing 99%. The total market size for Quick Service Restaurants in the US 2010 is estimated as \$164.8 billion.

One major US Financial Services company has radically reduced the number of external presentations to customers and advisors, and now only organizes 1,100 presentations each year, each to more than 100 attendees.

The UDS model is now a proven concept with over 20,000 orders processed to date and projected volumes of over 250,000 orders by end of year 2010.

American Express has now agreed to partner with UDS to extend this concept across a wide number of Quick Service Restaurants both in the United States and now in Europe.

On March 16, 2010, FINRA approved the name change of the Company from iTrackr Technologies, Inc. to Delivery Technology Solutions, Inc. and the trading symbol of the company was changed to DTSL.

The fiscal year end for the Company is December 31.

The Issuer and/or any predecessor have not and are not in the process of filing bankruptcy, receivership or any similar proceeding.

The Issuer is not in default of the terms of any note, loan, lease, or other indebtedness or financing arrangement requiring the Issuer to make payments.

The Issuer has had an increase of 10% of the same class of outstanding equity securities in the last three years. As of the date of this disclosure statement, the Issuer has 1,207,422,444 shares of common stock outstanding. *The issuances were made as discussed above and in Part E, Item XVII - Issuance History below.*

On or about July 20, 2009, the Company received a Civil Action Complaint (No. 09-2954) filed in the Commonwealth of Pennsylvania on behalf of a former Consultant alleging Breach of Contract relating to the payment of the Consultant's fees and unjust enrichment. On February 16, 2010 a Settlement and Release Agreement was signed between iTrackr Technologies, Must Haves, Inc. and the Consultant. Must Haves, Inc. on behalf of the Company of agreed to pay the

consultant \$25,000.00 within 90 days of execution of the Settlement and Release Agreement and issue the former consultant shares of common stock of Must Have, Inc.

During the last three years, the Issuer's securities have not been de-listed and are not in the process of being de-listed by the Securities & Exchange Commission or the FINRA.

The Company is not aware of pending claims or assessments, other than as described above, which may have a material adverse impact on the Company's financial position or results of operations.

B Business of Issuer

The Company through its wholly owned subsidiary, UDS has been engaged in the research, development, and marketing of a proprietary software for use by the food service industry, primarily in call centers and online ordering for food catering and delivery. The Company is currently in operation and is not classified as a shell company pursuant to Rule 405 of the Securities Act. The Company is classified under **SIC code 7389**. As of the date of this disclosure statement, the Company has a total of 5 full time employees.

Business of UDS

Universal Delivery Solutions, Inc. has positioned itself as the leader in the Quick Service Delivery market segment with its proprietary Delivery Management Solutions (UDS Solution) – a unique software and ordering management application that it has begun rolling out to the food service industry.

UDS commenced service trials in more than 250 Subway® stores in Washington D.C in the 4th quarter of 2009. With the resounding success of this pilot project, UDS has now been awarded National Vendor status, and is now able to enroll franchisees nationally, with a potential of more than 24,000 stores throughout North America.

On May 7, 2010, UDS entered into a second national agreement, the Catering Pilot Test Agreement with Doctors Associates, Inc. and National Cinema Media, to provide catering delivery services to more than 1,400 movie theatres throughout the United States.

In addition it has also begun to develop comprehensive customer loyalty and affinity programs in partnership with major corporations to ensure UDS' clients are able to increase customer loyalty for their products.

As a result of these developments, UDS is poised to take a leadership role in a rapidly developing market that is part of an estimated \$10 billion food service industry in the US.

UDS already has a first generation of software systems and call center procedures to service the hundreds of thousands of complex delivery requirements collected on any single day. Plans for a second generation system based on this experience are now in the stage of detailed requirements analysis and definition. The Company devotes a significant amount of time into research and development of its current software systems. Since January 1, 2010, approximately 9% of our operating capital was used for Research and Development, which amounts to approximately \$93,787. Such expenses were incurred from developing of the Company's website, enhancing the software systems and attending tradeshow held at the Subway national conference. This cost was borne by the Company.

As of the date of this disclosure statement, the Issuer is not aware of any existing or probable governmental regulation, which has affected its businesses.

The Company incurs no cost relating to compliance with environmental laws as such laws have no immediate effect on the Company's business.

Item IX. The Nature of Products or Services Offered.

A Principal Products or Services, and their markets.

THE UDS SYSTEM

Products and Services

UDS is the first company to provide a 100%, turnkey delivery platform to the service industry throughout the U.S. The system is designed on both a Customer Relationship Management (CRM) system and a service integrated technology backbone between customers, call center and the personal industry provider of choice. The solution involves providing a one-number delivery management solution for chains in The U.S. not currently engaged in the delivery and/or bulk catering of their products. UDS supplies call center services, and online web ordering for its clients and through its proprietary software solution displays all relevant information for the agent to handle the call quickly and efficiently.

UDS will brand each client with its own nationwide toll-free number similar to what it is currently doing with one national brand through the 888SUBTOGO® number and 888SUBTOGO.com® website.

The UDS solution has six key components:

- Software
- Contact Center or Call Centre
- Customer service standards and procedures
- Marketing & Sales to QSR Development Agents & High Volume Clients
- Reporting Suite
- Management and Consulting

During test periods with a national franchisor in 2010, UDS was able to deliver increased catering sales, demonstrate customer retention and excel with customer service. The UDS process delivery system is now a proven concept with more than 20,000+ orders processed to date and projected orders of up to 250,000+ by end of year 2010.

The Company does not depend on any one customer and although our recent emphasis has been in the hospitality industry, our technology can be used in a number of industries.

SERVICE DESCRIPTION, SOFTWARE, CALL CENTER PROCESS

UDS is the first company to provide a 100%, turnkey delivery platform to the service industry throughout the U.S. (see above discussion).

The UDS solution then automatically routes the order electronically to the store nearest the customer's location for fast and speedy preparation and delivery. Each franchisee is provided with UDS' proprietary software ordering program that enables realtime interaction with UDS. When the customer goes online to the client's website or calls the UDS call center, they place the order, and have the catering order delivered. Currently UDS have developed for all food franchisors a curbside pickup program wherein the consumer orders online and pays by credit card, selects the store of their choice (nearest to their location) and picks up the order at the store.

The UDS in-house call center offers a comprehensive suite of services, fully implemented and now in service, including inbound-outbound call services and tracking; call recording and live monitoring. The UDS online ordering technology platform can be customized for each client's unique needs and services. It provides unbelievable convenience for customers, especially for those stores in places that have inclement weather; it provides increased sales for those stores that do not deliver, and it provide opportunities for up selling as UDS' call center is able to establish stronger customer relationships.

The call center system is integrated with Point Of Sale (POS) terminals on site at the client stores to provide single order real-time tracking, store delivery staff availability alerts, custom event triggers, store communication at customer threshold times as well as management notification through a process of escalation.

The online ordering technology is a proprietary platform that can be custom developed for each client and its stores to offer complete services suite and to digitally mirror the customers' in-store experience. An example of this is that 888subtogo.com provides a customer-based link to the Online Ordering Home Page. There is a full integration of standard and catering menus; a graphical depiction and description of each item with every combination of topping and condiments lists. There is also up selling through making the online order experience somewhat of a replication of what an in-store order experience should be but without the tedious waiting in line to be served by a store employee. And finally, there is the ability of the large catering customer to request large catering services via the online interaction experience.

888SUBTOGO.COM CUSTOMER WEBSITE

- Home Page Online Ordering Links
- Catering and Delivery Menu Links
- Downloadable PDF Catering and Delivery Menu
- "Make It A Meal" Page Link
- Event Planning Page Links
- Franchisee Website Link
- Privacy Policy & Legal Notice Links
- Contact Us Link

Future versions of the software will be expressly designed to support a wider range of business activities. In the Quick Service Restaurant, the system will more easily integrate simultaneous deliveries from a number of different vendors. The second generation system will offer different ways to manage customer preferences, and different formulae for selecting which retail outlet is used to service which part or percentage of each complex order. The new system will also be more easily adapted to the demands of other industries outside of current focus on food. This will later be extended to offer more intelligent management practices, to the benefit of clients and customers alike. Modules including intelligent pattern discovery and recognition, predictive modeling, improved stock and resource control are all part of the long term plan to keep UDS a long way ahead of any potential competition.

MARKET DEVELOPMENT

The management of UDS realized that most QSR businesses only generate a single revenue stream from customer walk-in business. These businesses are usually confined to their local and regional markets – not having the resources to expand beyond these. Understanding these limitations, UDS developed their complete management and software solution that enables QSR franchisees to expand their market, to increase the average (per customer) order value, as well as to improve their ordering efficiencies by offering product delivery, online ordering and curbside pickup expertise.

UDS offers franchisees the ability to make sales to major clients which they would normally not have the opportunity to meet.

UDS anticipates signing up additional national franchisor stores by the end of the year (2010) for catering deliveries as well as handling multiple orders through its affiliation with a National Theatre (or cinema) Chain. The rollout commenced in targeted markets during 2010 and will continue throughout 2011. There is potential for curbside pick-up and Smartphone ordering to commence in late 2010 or early 2011.

POTENTIAL FUTURE ENHANCEMENTS

DEVELOPMENT STRATEGY

UDS management has plans in place to execute a multi-stage business development policy. These include:

- Expansion and consolidation of its existing business with Quick Service Restaurant organizations, at all levels including:
 - o Corporate Management
 - o Development Agents across North America and into Europe and elsewhere
 - o Franchisee
 - o Local Business Clients
 - o Corporate Business Clients
- Develop the demonstrated relationships with Corporate Business Clients to move out from the initial QSR business into areas known to have requirements for more efficient sourcing and delivery of products, components and services, for example:
 - o Auto parts
 - o Medical Equipment and Consumables
 - o Computer Equipment and Consumables
- Develop the original Order and Delivery Management software systems to new levels of expertise, including predictive modeling, behavior pattern discovery, opportunity recognition, and intuitive reporting suites.
- Consolidate our position as trusted partners, recognized and appreciated for quality execution and added value and consistently delivering exceptional service.
- Build a high performing team who are empowered, motivated and proud.

From test periods with some franchisors, UDS was able to deliver increased sales, increase order averages and show an increase in customer retention rates, Ryan Coblin said. "Employees dealing with walk-in traffic get busy and may not think or take the time to offer customers the opportunity to buy something more," he explained. "Our staff will learn the company's culture and

COMPETITION

There are many small companies providing software technology to restaurants for online ordering and delivery service. The barriers to entry at the local level are relatively low. Anyone with the business interest, some standard software and interest can start a neighborhood delivery system for the local restaurants. Taking such a service to a national and international level needs experience and skills which are not common. UDS is unique from these small competitors in the overall scope of its service:

- UDS provides a completely integrated business service based on the team's decades of experience of the QSR industry. Many of the UDS team still have ownership participation in QSR operations at retail and regional Development Agent level.
- Competitors may be able to provide the basic order and delivery management facility at a local level. UDS can now demonstrate a proven nationwide integrated QSR service.
- UDS guarantees the same attention to detail for small customers placing regular or oneoff orders. This assurance is based on a combination of effectively managed systems and facilities, and an attention to detail.

- This includes selling completely credible, proven QSR services to major organizations. Major corporations know that with a single call they can place an order for delivery of thousands of varied products to hundreds of venues nationwide.
- UDS gives each customer the complete confidence that they will get a highly satisfactory service at each location, with the right products delivered on time, a managed service with phased updates and accurate post-event reporting.
- UDS is now in the process of designing and developing a second generation system based on its experience to date. This extremely comprehensive system will feature modules such as predictive modeling and pattern discovery. UDS will be able to advise its clients on product mix, stock management and upselling opportunities. This will place UDS even further ahead of any potential competitor.

Competition from Supplier Corporates

UDS occupies a position of neutrality between QSR corporates and their Development Agents and Franchisees. The QSR corporates have a 'no set territory' policy, and for them to operate a system of this size will inevitably position them as choosing one supplier over another for local orders, which they cannot afford to do. Corporate clients will increasingly require meals from a range of QSR menus, so UDS is well positioned as an 'honest broker – open market' organizer in this space.

Positioning And Branding

By combining our marketing capabilities, UDS, along with their client and associated vendors, strives to create brand-awareness and consumer-loyalty. In order to effectively communicate and fulfill the consumer need for convenience, multiple marketing initiatives will be utilized. Coupled with the nationwide toll-free number, the brand will become synonymous with delivery.

In-Store Point Of Purchase (POP) materials: Standard Package includes Door Cling, Menu Footer, Catering Menus, Magnets, Car Door Magnets, insulated Delivery Bag and Catering Bag. Extra order items include all re-orders of standard package items, car toppers and postcards. Market Micro site: UDS will develop a standardized website for each participating Tier 1 and 2 delivery and catering market with all the features found on the current website.

Co-op promotions: This includes value-added promotions or discounts directed at increasing volume with participation by UDS and the market on funding and fulfillment.

Co-op direct promotions: This includes B2B direct mail and email blasts targeted to larger organizations to build delivery and catering volume co-funded by UDS and either the franchisor or local marketing.

Radio promotions: some radio promotions were for a client with free on-air DJ office luncheon deliveries (\$40 value funded by UDS) to build widespread awareness among listeners.

-STG Professionally trained sales representatives are in place with additional personnel to be hired to develop new B2B catering orders on a dedicated market basis and work with clients and their franchisees to coordinate promotions for the market.

Government Regulation

We do not currently face direct regulation by any governmental agency, other than laws and regulations generally applicable to businesses. Due to the on-line ordering aspect of our business, it is possible that a number of laws and regulations may be adopted in the U.S. with particular

applicability to the Internet. It is possible that governments will enact legislation that may be applicable to us especially in the area of privacy protection and electronic authentication or “digital” signatures. The majority of laws that currently regulate the Internet were adopted before the widespread use and commercialization of the Internet and, as a result, do not contemplate or address the unique issues of the Internet and related technologies. Any export or import restrictions, new legislation or regulation or governmental enforcement of existing regulations may limit the growth of the Internet, increase our cost of doing business or increase our legal exposure. Any of these factors could have a material adverse effect on our business, financial condition and results of operations.

Violations of local laws may be alleged or charged by state or foreign governments, and we may unintentionally violate local laws. Local laws may be modified, or new laws enacted, in the future. Any of these developments could have a material adverse effect on our business, results of operations and financial condition.

Intellectual Property

While we do not have any registered intellectual property rights, the Company has proprietary rights in an on-line call center software application. Our software applies a call center application, online ordering solution, smart phone type applications; call in tech support, large event coordination and communications consulting for a variety of applications that maybe applicable to a cross-section of industry. Failure to provide adequate protection our proprietary rights in the form of confidentiality agreements, copy rights, trademarks or patents could expose us to infringement claims, pirating or the conversion of our rights by others, significantly harming our competitive position. The Company will require third-party consultants and contractors to enter into nondisclosure agreements to limit the use of, access to and distribution of its proprietary information. There can be no assurance that the Company's means of protecting its proprietary rights will be adequate to prevent misappropriation. The laws of some foreign countries may not protect the Company's proprietary rights as fully or in the same manner as do the laws of the United States. Also, despite the steps taken by the Company to protect its proprietary rights, it may be possible for unauthorized third parties to copy aspects of the Company's products or otherwise obtain and use information that the Company regards as proprietary. There can be no assurance that others will not independently develop technologies similar or superior to the Company's technology or design around the proprietary rights owned by the Company.

In addition, although the Company does not believe that its products will infringe the proprietary rights of third parties, there can be no assurance that infringement or invalidity claims (or claims for indemnification resulting from infringement claims) will not be asserted or prosecuted against the Company or that any such assertions or prosecutions will not materially adversely affect the Company's business, financial condition and results of operations. Regardless of the validity of such claims, defending against such claims could result in significant costs and diversion of Company resources, which could have a material adverse effect on the Company's business, financial condition and results of operations. In addition, the assertion of such infringement claims could result in injunctions preventing the Company from distributing its software, which could have a material adverse effect on the Company's business, financial condition and results of operations. If any claims or actions are asserted against the Company, the Company may seek to obtain a license to such intellectual property rights. There can be no assurance, however, that such a license would be available on reasonable terms or at all.

Distribution methods. UDS has a team of marketing professionals that targets Fortune 500 Companies to solicit their catering requirements. Our outbound call center also reaches out to Corporate America to let them know of our catering management services such as special events, meetings, conferences, etc.

Future Market Positioning Advertising Programs

- National sales: UDS will hire and train additional sales representatives who will

call on B2B customers, including corporations, organizations and institutions to develop national and regional catering sales for its services and for other UDS trademarked toll free numbers and websites servicing the needs of its clients.

- Customer Service: UDS is building a world-class customer service organization that will support both market-level and national-level customers with a toll-free telephone number, online and professional sales staff to supplement its clients marketing efforts.

Announced Products or Services: Other than the services discussed herein, there have been no new services or products announced publicly.

Sources of Raw Materials or Suppliers. The Company does not depend on any sources of raw materials or suppliers.

Dependence on a few major customers: The Company does not depend on any one customer and although our recent emphasis has been in the hospitality industry, our technology can be used in a number of industries.

Government approval of principal products or services and the status of any requested government approvals. Not Applicable

Item X. **The nature and extent of the Issuer’s facilities**

The Issuer’s principal offices are leased space located at 751 Park of Commerce Drive, Suite 112, Boca Raton, FL 33487. On December 28, 2004, the Company entered into Lease Agreement with AMTec 10, L.L.C. , as amended by the First Addendum dated February 22, 2008 and Second Addendum dated February 10, 2010, for approximately 4,600 sq. ft. of generic office space and call center. The Monthly rent for the space is set out in Section 3 of the Second Addendum. The Lease term has been extended to July 31, 2010.

Part D. Management Structure and Financial Information

Item XI. The names of the officers, members of the board of directors, as well as control persons.

A Officers and Directors

| <u>Name & Address</u> | <u>Position</u> | <u>Other Affiliations</u> | <u>Shares</u> | |
|--|---|---------------------------|---------------|-----------------|
| Ryan Coblin 751 Park of Commerce Drive Suite 112 Boca Raton, Florida 33487 rcoblin@universaldelivery.com Telephone: 561-674-9500 | Chairman of the Board and Chief Executive Officer | N/A | 403,038,125 | Common Stock |
| | | | 1,000,000 | Preferred Stock |
| Lewis Plaut 751 Park of Commerce Drive Suite 112 Boca Raton, Florida 33487 lplaut@universaldelivery.com Telephone: 561-674-9500 | President and Secretary | N/A | 401,785,441 | Common Stock |
| | | | 1,000,000 | Preferred Stock |
| Jeff Smith 751 Park of Commerce Drive Suite 112 Boca Raton, Florida 33487 jsmith@universaldelivery.com | Chief Financial Officer | | 0 | Common Stock |

Telephone: 561-674-9500

Jeff Monda
751 Park of Commerce Drive
Suite 112
Boca Raton, Florida 33487
jmonda@universaldelivery.com
Telephone: 561-674-9500

Director

N/A

30,000

Common
Stock

Officer & Director Biographies

Mr. Ryan Coblin. Mr. Ryan Coblin is the Chairman of the Board, Chief Executive Officer and co-founder of Universal Delivery Solutions Inc. In August 2004, Mr. Coblin was elected as its Executive Vice President, Secretary and Treasurer. In December 2007, Mr. Coblin was elected President of Business Development. Mr. Coblin began his corporate career with Prudential Securities in 1994 and in 1996 he became a Financial Advisor with the Gruntal & Company in the "Private Clients Group". From May 2000 to June 2001, Mr. Coblin was the vice president of Investment at Ladenburg, Thalmann. Mr. Coblin attended the University of Arizona.

Mr. Lewis Plaut. Mr. Plaut is the President and co-founder of Universal Delivery Solutions Inc.. In August 2004, Mr. Plaut was elected as its interim Chairman, Chief Executive Officer and President. In May 2005, Mr. Plaut resigned from his positions as Chairman and Chief Executive Officer and elected as President of Operations from and served from 1999-2003. Mr. Plaut was Chief Information Officer at Sithe Energies, Inc., where he was responsible for creating the IT strategy, applications of development, and the integration of two acquisitions consisting of Boston Edison and GPU Fossil Fuel Company. As CIO, Mr. Plaut had full profit and loss responsibility for all Information Technology, including telecommunications, network design, server, desktop, and respective projects. Prior to joining Sithe Energies, Inc., Mr. Plaut held key management positions at SCOR Reinsurance and Bear Stearns, where he held the positions of Vice President of Information Technology.

Jeffery R. Smith has been our Chief Financial Officer since October 2009. Since July 2009, Mr. Smith has been the President and CEO of JRS Management and Business consulting. From January 2007 to July 2009, Mr. Smith was the Chief Financial Officer of Lett-US Franchise, LLC and Lett-US Franchise International, LLC. From 2001 until January 2007, Mr. Smith held dual positions as the Chief Operating Officer and CFO for Rotelli Pizza and Pasta, Inc., in Coconut Creek, Florida. Since 2005, he has owned RPP 518, LLC a Rotelli Pizza and Pasta Franchise in Boca Raton FL.

Jeff Monda has been a director of the Company since June 20, 2010. Since 2001 has been an Independent Senior Management Advisor serving growing clients by developing and executing strategic plans and communications strategies, product and distribution initiatives, Capital and M&A, Public, Industry & Financial relations for clients in Consumer and B2B Products-Services, Financial Services, Healthcare, Technology and others. Mr. Monda was also the Chief Executive officer of Smart from the Start, Inc., a company he founder in 1996 which function as a Web-based affinity group created innovative marketing channels for major corporations to connect with difficult-to-reach Generation X consumers, included sponsorships and funding from Alamo Rent A Car, Chase Manhattan Bank, Countrywide Financial Services, Met Life and others. From 1990 to 1995, Mr. Monda was the chairman and Chief Executive officer of The Marketing Store, Inc., a Palm Beach County member firm of American Association of Advertising Agencies (AAAA). Mr. Monda received a Bachelor of Arts degree in Mass Communications from the University of Tennessee in 1970.

Executive Compensation.

Summary Compensation.

The following table sets forth information concerning the compensation paid or earned during the fiscal years ended December 31, 2009, 2008 and 2007 for services rendered to our Company in all capacities by the following persons: (i) all individuals who served as the principal executive officer or acting in a similar capacity during the fiscal year ended December 31, 2009, regardless of compensation level; (ii) all individuals who served as principal financial officer at December 31, 2009 regardless of compensation level; (iii) the three most highly compensated executive officers other than the principal executive officer and principal financial officer who were serving as executive officers at the end the fiscal year ended December 31, 2009; and (iv) up to two additional individuals who served as officers during the fiscal year ended December 31, 2009 and whose total compensation exceeded \$100,000 during the fiscal year ended December 31, 2009, regardless of whether they were serving as officers at the end of such fiscal year.

| SUMMARY COMPENSATION TABLE | | | | | | | | | |
|---------------------------------|----------|------------------------|----------------|------------------------|------------------------|---|--|---------------------------------|----------------|
| Name and principal position (a) | Year (b) | Salary (\$) (c) | Bonus (\$) (d) | Stock Awards (\$) (e) | Option Awards (\$) (f) | Non-Equity Incentive Plan Compensation (\$) (g) | Nonqualified Deferred Compensation Earnings (\$) (h) | All Other Compensation (\$) (i) | Total (\$) (j) |
| Ryan Coblin (CEO) | 2009 | 250,000 ⁽¹⁾ | | 150,000 ⁽²⁾ | 0 | 0 | 0 | 0 | 400,000 |
| | 2008 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| | 2007 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| Lewis Plaut (Pres) | 2009 | 250,000 ⁽³⁾ | 0 | 0 | 0 | 0 | 0 | 0 | 250,000 |
| | 2008 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| | 2007 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| Jeff Smith ⁽⁴⁾ (CFO) | 2009 | 0 | 0 | 0 | 0 | 0 | 0 | \$17,500 | 17,500 |
| | 2008 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| | 2007 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| John Rizzo ⁽⁵⁾ | 2010 | 0 | | 0 | 0 | 0 | 0 | 0 | 0 |
| | 2009 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| | 2008 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |

- (1) Mr. Coblin's annual salary is \$250,000. As of the date of this disclosure statement, Mr. Coblin has been paid \$68,524.70.
- (2) The Company issued 3,000,000 shares of common stock to Mr. Coblin upon his appointment as Chairman and Chief Executive Officer of the Company. The shares valued \$150,000 on the date of issuance.
- (3) Mr. Plaut's annual salary is \$250,000. As of the date of this disclosure statement, Mr. Plaut has been paid \$19,483.91
- (4) Jeff Smith is the founder of JRS Management and Business Consulting, which the Company has engaged for its accounting services.
- (5) John Rizzo was the Chief Executive officer of the Company up until December 18, 2009.

No arrangements are presently in place regarding compensation to directors for their services as directors or for committee participation or special assignments. We have not granted any stock options to any of our officers, directors, or any other persons, but we may grant such options in the future.

As of December 31, 2009, none of our directors or executive officers held unexercised options, stock that had not vested, or equity incentive plan awards.

We have no pension, annuity, bonus, insurance, equity incentive, non-equity incentive, stock options, profit sharing or similar benefit plans.

Employment and Consulting Agreements

For the fiscal year ended December 31, 2009

On September 28, 2009, Universal Delivery Solutions, Inc. entered into an Independent Contractor Agreement with JRS Management and Business Consultants, Inc for the provision of accounting services. In consideration for such service, the Company agreed to pay JRS Management \$2,000 per week commencing January 1, 2010.

In September 2009, Universal Delivery Solutions, Inc. entered into an Employment Agreement with Ryan Coblin, pursuant to which Mr. Coblin was hired as the Chief Executive Officer of UDS. The Employment Agreement was made effective as of January 1, 2009 and UDS agreed to pay Mr. Coblin a salary of \$250,000 plus milestone bonuses discussed therein.

On December 18, 2009, Delivery Technology Solutions, Inc. entered into an Employment Agreement with Lewis Plaut, pursuant to which Mr. Plaut was hired as the Chief Executive Officer of the Company. The Employment Agreement was made effective as of January 1, 2009 and the Company agreed to pay Mr. Coblin a salary of \$250,000 plus milestone bonuses discussed therein

On January 1, 2010, the Company entered into a Consulting Agreement with Jeff Monda for consulting services in marketing. In consideration for such services, Mr. Monda was compensated \$4,000 per month for the first six months of the agreement and \$6,000 per month for the remaining term of the agreement.

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 *Disclosure of Family Relationships.*

Describe any family relationships among and between the issuer's directors, officers, persons nominated or chosen by the issuer to become directors or officers, or beneficial owners of more than five percent (5%) of the any class of the issuer's equity securities. **Ryan Coblin is the step-son of Lewis Plaut.**

D *Disclosure of Related Party Transactions.* Describe any transaction during the issuer's last two full fiscal years and the current fiscal year or any currently proposed transaction, involving the issuer, in which (i) the amount involved exceeds the lesser of \$120,000 or one percent of the

average of the issuer's total assets at year-end for its last three fiscal years and (ii) any related person had or will have a direct or indirect material interest. Disclose the following information regarding the transaction:

For the Nine Months Ended September 30, 2010

The Company issued 3,000,000 shares of common stock to Ryan F. Coblin upon his appointment as Chairman and Chief Executive Officer of the Company. On the date of issuance, the shares were valued in the amount to \$150,000.

The Company issued 5,000,000 shares of preferred stock to Ryan F. Coblin as a bonus in consideration for his role in securing the contract with Subway. On the date of issuance the shares were valued in the amount of \$350,000. Mr. Coblin has converted 4,000,000 shares of preferred stock into 400,000,000 shares of the Company's common stock.

The Company issued 5,000,000 shares of preferred stock to Lewis Plaut as a bonus in consideration for his role in securing the contract with Subway. On the date of issuance, the shares were valued in the amount of \$350,000. Mr. Plaut has converted 4,000,000 shares of preferred stock into 400,000,000 shares of the Company's common stock.

On January 1, 2010, the Company entered into a Consulting Agreement with Jeff Monda for consulting services in marketing. In consideration for such services, Mr. Monda was compensated \$4,000 per month for the first six months of the agreement and \$6,000 per month for the remaining term of the agreement.

For the fiscal year ended December 31, 2009

On September 28, 2009, Universal Delivery Solutions, Inc. entered into an Independent Contractor Agreement with JRS Management and Business Consultants, Inc for the provision of accounting services. In consideration for such service, the Company agreed to pay JRS Management \$2,000 per week commencing January 1, 2010. JRS Management is owned and operated by Jeff R. Smith, the Chief Financial Officer of the Company.

In September 2009, Universal Delivery Solutions, Inc. entered into an Employment Agreement with Ryan Coblin, pursuant to which Mr. Coblin was hired as the Chief Executive Officer of UDS. The Employment Agreement was made effective as of January 1, 2009 and UDS agreed to pay Mr. Coblin a salary of \$250,000 plus milestone bonuses discussed therein.

On December 18, 2009, Delivery Technology Solutions, Inc. entered into an Employment Agreement with Lewis Plaut, pursuant to which Mr. Plaut was hired as the Chief Executive Officer of the Company. The Employment Agreement was made effective as of January 1, 2009 and the Company agreed to pay Mr. Coblin a salary of \$250,000 plus milestone bonuses discussed therein

For the fiscal year ended December 31, 2008

None

E Disclosure of Conflicts of Interest.

Describe any conflicts of interest. Describe the circumstances, parties involved and mitigating factors for any executive officer or director with competing professional or personal interests.

None.

**Item
XII**

Financial information for the Issuer's most recent fiscal period.

| Financial Statements | Posted on |
|---|---------------------------|
| <i>Financial Statements for the quarter ended September 30, 2010 (incorporated herein by reference)</i> | <i>November 12, 2010</i> |
| <i>Financial Statements for the quarter ended March 31, 2010 (incorporated herein by reference)</i> | <i>July 21, 2010</i> |
| <i>Financial Statements for the quarter ended June 30, 2010 (incorporated herein by reference)</i> | <i>September 28, 2010</i> |
| | |

**Item
XIII**

Similar financial information for such part of the preceding fiscal years as the Issuer or its predecessor has been in existence.

The current management of the Company is not able to prepare any financial statements for the fiscal years ended December 31, 2009 and 2008 due to a lack of documentation as discussed in the Letter from the Company dated November 12, 2010, listed as **the Annual Report for the year ended December 31, 2009 and December 31, 2008** and posted on Pink OTCIQ on November 12, 2010 (incorporated herein by reference).

Financial Statements for Universal Delivery Solutions, Inc., the operating subsidiary, are posted below.

| Financial Statements | Posted on |
|---|--------------------------|
| <i>Financial Statements for the fiscal year ended December 31, 2009 for Universal Delivery Solutions, Inc. (incorporated herein by reference)</i> | <i>February 9, 2010</i> |
| <i>Balance Sheet for the fiscal quarter ended September 30, 2009 for Universal Delivery Solutions, Inc. (incorporated herein by reference)</i> | <i>December 31, 2009</i> |
| <i>Profit and Loss Statement form July through September 30, 2009 for Universal Delivery Solutions, Inc. (incorporated herein by reference)</i> | <i>December 31, 2009</i> |
| <i>Balance Sheet for the fiscal quarter ended June 30, 2009 for Universal Delivery Solutions, Inc. (incorporated herein by reference)</i> | <i>December 31, 2009</i> |
| <i>Profit and Loss Statement form April through June 30, 2009 for Universal Delivery Solutions, Inc. (incorporated herein by reference)</i> | <i>December 31, 2009</i> |
| <i>Balance Sheet for the fiscal quarter ended March 31, 2009 for Universal Delivery Solutions, Inc.</i> | <i>December 31, 2009</i> |

| | |
|--|--------------------------|
| <i>(incorporated herein by reference)</i> | |
| <i>Profit and Loss Statement from January through March 31, 2009 for Universal Delivery Solutions, Inc. (incorporated herein by reference)</i> | <i>December 31, 2009</i> |

**Item
XIV**

Beneficial Owners

As of September 30, 2010, the persons who are listed below beneficially own 5% or more of the Issuer's common stock:

| Title of Class | Name and address of beneficial owner | Amount and nature of beneficial ownership (1) | Percent of Class (Common Stock) |
|-----------------------|--|--|--|
| Common | Ryan Coblin 19258 South Creekshore Court, Boca Raton, FL 33498 | 403,038,125 | 25.382% |
| Common | Lewis G. Plaut 751 Park of Commerce Drive, Ste 112 Boca Raton, FL 33487 | 401,785,441 | 25.303% |

(1) Based on 1,207,422,444 shares of common stock issued and outstanding as of September 30, 2010.

| Title of Class | Name and address of beneficial owner | Amount and nature of beneficial ownership (1) | Percent of Class (Common Stock) |
|-----------------------|--|--|--|
| Preferred | Ryan Coblin 19258 South Creekshore Court, Boca Raton, FL 33498 | 1,000,000 | 50% |
| Preferred | Lewis G. Plaut 6352 Via Ventia Del Ray Beach, FL 33484 | 1,000,000 | 50% |

(1) Based on 2,000,000 shares of preferred stock issued and outstanding as of September 30, 2010

**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 operations, business development and disclosure.

1. Investment Banker N/A
2. Promoters N/A

- | | | |
|----|-------------------------------|---|
| 3. | Counsel | David Lubin David Lubin & Associates, PLLC 5 North Village Avenue Rockville Centre, NY 11570 (516) 887-8200 (516) 887-8250 www.dlubinassociates.com david@dlubinassociates.com |
| 4. | Accountant or Auditor | Jeff R. Smith JRS Management and Business Consultants, Inc. 3018 Waterside Circle Boynton Beach, FL 33435 (561) 674-9500 (telephone) (516) 995-0771 (fax) jsmith@universaldelivery.com |
| 5. | Public Relations Consultant | N/A |
| 6. | Investor Relations Consultant | N/A |
| 7. | Any Other Advisor – legal | N/A |

Item XVI.

Management’s Discussion and Analysis or Plan of Operation.

B Management’s Discussion and Analysis of Financial Condition and Results of Operations.

This Management’s Discussion and Analysis of Financial Condition and Results of Operation should be read in conjunction with the financial statements for the fiscal period ended September 30, 2010.

As used in this report, references to the “Company”, "Corporation", “we,” “our” or “us” refer to Delivery Technology Solutions, Inc. together with its subsidiary, unless the context otherwise indicates.

Forward-Looking Statements

This Report contains forward-looking statements. Any statements contained in this Report that are not statements of historical fact may be deemed to be forward-looking statements. You can identify forward-looking statements as those that are not historical in nature, particularly those that use terminology such as “may,” “will,” “should,” “expects,” “anticipates,” “contemplates,” “estimates,” “believes,” “plans,” “projects,” “predicts,” “potential,” or “continue” or the negative of these similar terms. In evaluating these forward-looking statements, you should consider various factors, including the following: (a) those risks and uncertainties related to general economic conditions, (b) whether we are able to manage our planned growth efficiently and operate profitably, (c) whether we are able to generate sufficient revenues or obtain financing to sustain and grow our operations, (d) whether we are able to successfully fulfill our primary requirements for cash. The Company’s actual results may differ significantly from the results projected in the forward-looking statements. The Company assumes no obligation to update forward-looking statements, except as otherwise required under the applicable federal securities laws.

OVERVIEW

We have been engaged in the research, development, and marketing of proprietary software for use primarily by the food service industry for call center or online ordering for delivery of food and catering. In August 2009, our operating subsidiary, Universal Delivery Solutions (UDS) entered into a Pilot Test Agreement with Doctors Associates, Inc. (DAI) commonly referred to as Subway®, to use our management and software in the Washington DC market. Under the DAI agreement, UDS developed and put to use its call center operations and online ordering technology and integrated our solution into the daily operations of 286 Subway® locations throughout the Washington, DC market including portions of Maryland, Virginia and DC proper. Our proprietary software is designed to map out a delivery area around each participating location, provide direct printing of orders to the Subway® Point of Sale computer, establish a data base of users and provide call center support for local catering event delivery.

We plan to continue expanding and developing our software, as well as sell our products to more users inside and outside the food service arena. There is no guarantee that we will succeed in implementing this strategy or if implemented, that this strategy will be successful. Such research shall be aimed at making our proprietary software more user-friendly, developing less complicated interface and software, and increasing our position as the delivery and catering vendor of choice for DAI. In October, 2009 we announced that National Cinema Media (NCM) has agreed to enter into a tri-party agreement with our affiliate UDS, DAI and NCM to use our proprietary software as the management software for catering events in their over 1400 theaters nationwide. Our proprietary software will allow the event manager to coordinate events including the timing and delivery of food from the Subway® systems. This was due to the results achieved in the coordination of an event by our affiliate company UDS for Hewlett Packard (HP) in the delivery of over 10,000 meals in 72 theaters, across 28 states and 5 time zones.

Financial Condition and Changes in Financial Condition

The information provided herein is a discussion of the financial conditions of the Company and its operating subsidiary as of September 30, 2010 as compared to that of the subsidiary for September 30, 2009. As discussed in Item XIII, the Company does not financial statements for the preceding two fiscal years.

At September 30, 2010, we had cash on hand of \$(5,354) and receivables of \$12,135, which is not sufficient to conduct our activities and meet any obligations for the near future. Our continued activities, however, are dependent upon obtaining adequate financing, as described below. Our financial condition as of September 30, 2010 compared to September 30, 2009 is summarized below, as follows:

Assets.

As of September 30, 2010, we had total assets of \$144,482 compared to total assets of \$209,408 as of September 30, 2009, representing a 31.0% decrease or \$64,926. Current assets comprise 4.7% and 10.4% of our total assets at September 30, 2010 and September 30, 2009, respectively, as further depicted below:

| | At September 30, 2010 | At September 30, 2009 | Net Incr./ (Decr.) |
|-------------------------------|------------------------------|------------------------------|---------------------------|
| <u>Current Assets:</u> | | | |
| Cash | \$ (5,354) | \$ (5,049) | \$ (305) |

| | | | |
|-----------------------------|----------------|----------------|-----------------|
| Accounts & Loans Receivable | 12,134 | 26,767 | (14,633) |
| Total Current Assets | 6,781 | 21,718 | (14,937) |
| Fixed Assets (net) | 131,655 | \$ 181,644 | (49,989) |
| Other Assets | 6,046 | 6,046 | - |
| | \$ | \$ | \$ |
| Total Assets | 144,482 | 209,408 | (64,926) |

Fixed assets are comprised primarily of real property such as software & computers, furniture & fixtures, machinery & equipment and leasehold improvements. The Company is also amortizing the development costs related to its proprietary software. All assets are depreciated or amortized on a straight line basis.

Liabilities and Shareholders' Equity

| | At September 30, 2010 | At September 30, 2009 | Net Incr./ (Decr.) |
|-------------------------------------|-----------------------|-----------------------|--------------------|
| <u>Liabilities:</u> | | | |
| Accounts payable & accrued expenses | \$ 506,513 | \$ 234,516 | \$ 271,997 |
| Convertible debentures | - | 15,000 | (15,000) |
| Loan & advances payable-shareholder | 1,638,949 | 1,199,016 | 439,933 |
| Other liabilities | 109,314 | 48,983 | 60,331 |
| | \$ | \$ | \$ |
| Total Liabilities | 2,254,776 | 1,497,516 | 757,260 |

| | At September 30, 2010 | At September 30, 2009 | Net Incr./ (Decr.) |
|---------------------------------------|-----------------------|-----------------------|--------------------|
| <u>Shareholders' Equity:</u> | | | |
| Capital Stock | \$ 1,047,273 | \$ 974,506 | \$ 72,767 |
| Additional paid in capital | 18,880,643 | 18,385,093 | 495,550 |
| Accumulated deficit | (19,927,916) | (19,359,599) | (568,317) |
| | \$ | \$ | \$ |
| Net Loss | (719,454) | (971,431) | 251,977 |
| | \$ | \$ | \$ |
| Total Liabilities & Equity | 144,482 | 209,408 | (64,926) |

| | | | |
|--|--|--|---|
| | | | <p>Total liabilities increased by 50.6% or \$757,260 to \$2,254,776 at September 30, 2010, compared to \$1,497,516 at September 30, 2009. This increase is due to \$439,933 of loans from our Shareholders and no additional convertible debentures being issued.</p> <p>Shareholders' Equity increased by 10.2% or \$568,317 to \$19,917,926 as of September 30, 2010, compared to \$19,359,599 as of September 30, 2009. This increase is primarily due to the continued purchase of stock in the Company by new and existing shareholders.</p> <p><u>Liquidity and Capital Resources</u></p> <p>Cash on hand decreased by \$305 and receivables decreased by \$14,633 and accounts payable and accrued expenses increased by \$271,997 for the quarter ended September 30, 2010 as compared to the same period last year.</p> <p>Net cash outflows from operating activities decreased by 304.2% or \$10,600 to \$-5,354 at September 30, 2010, compared to negative cash flow of \$15,894 at September 30, 2009. This increase is primarily the result of collections of accounts receivable and less legacy accounts payable and accrued expenses being paid.</p> <p>During the quarter ended September 30, 2010, there was an increase of \$495,550 in investing activities, while in the quarter ended September 30, 2009 there was no increase or decrease in the cash flow from investing activities. In 2010 we invested in minor computer equipment.</p> <p>Cash flows from financing activities at September 30, 2010 were \$67,290, compared to \$25 at September 30, 2009. During 2010, the bulk of our cash flow was obtained by proceeds received from various shareholder notes and convertible debentures.</p> |
|--|--|--|---|

| | At September 30, 2010 | At September 30, 2009 | Net Incr./ (Decr.) |
|--|------------------------------|------------------------------|---------------------------|
| Revenue: | | | |
| | \$ | \$ | \$ |
| Income | 4,332 | \$ - | \$ 4,332 |
| Operating Expenses | 81,242 | 317,444 | (236,202) |
| | \$ | \$ | \$ |
| EBITDA | (76,910) | (317,444) | 240,534 |
| Interest, taxes, depreciation & amortization | 25,300 | 12,129 | 13,171 |
| | \$ | \$ | \$ |
| Total Net Income | (102,210) | (329,573) | 227,363 |

| | | | |
|--|--|--|---|
| | | | <p>The following discussion is included to describe our consolidated financial position and results of operations. The unaudited consolidated financial statements and notes thereto contain detailed information that should be referred to in conjunction with this</p> |
|--|--|--|---|

| | | |
|--|--------------------------|---|
| | | <p>discussion.</p> <p><i>Revenue</i> – Total revenue for the quarter ended September 30, 2010 was \$4,332 as compared to \$0 during the quarter ended September 30, 2009, an increase of \$4,332 or 100%. The increase is primarily due to the start up of the company’s revenue stage of growth.</p> <p><i>Operating Expenses</i> – Total operating expenses for the quarter ended September 30, 2010 were \$81,241. Total operating expenses for the quarter ended September 30, 2009 were \$317,444 representing an decrease of \$236,202 (74.4%). The decrease is primarily attributable to the recognition of \$361,250 in loans from the years 2007 and 2008 that were forgiven by noteholder and recognized in the income statement as forgiveness of debt. The Company continues to have increased expenses relating to call center expenses, additional payroll related to staffing the call center, sales, marketing and other function. The Company continues to incur consulting expenses. These expenses however are significantly lower than if these consultants were employed on a full time basis with taxes, benefits and higher annual compensation. The Company also saw its marketing expenses increase, which relates to its agreement with DAI and NCM</p> <p><i>Net loss.</i> Net loss for the quarter ended September 30, 2010 was \$102,209, as compared to a net loss of \$329,573 for the same period in the prior year, representing a decrease in the loss of \$227,363 or a 69.0% improvement in loss year over year. The primary reason for this is the recognition of the forgiveness in debt in the amount of \$361,250.</p> <p>For the next 12 months we intend to continue diversifying our activities. Management’s plan is to engage more in value added services to the DAI and NCM agreements.</p> <p>We plan to continue expanding our product base and to sell our products to more users inside and outside the Food Service industry and provide outside sales experience for catering to other well know national brands. There is no guarantee that we will succeed in implementing this strategy or if implemented, that this strategy will be successful.</p> |
| | | <p>C. OFF-BALANCE SHEET ARRANGEMENTS</p> <p>We have not entered into any off-balance sheet arrangements that have or are reasonably likely to have a current or future effect on our financial condition, changes in financial condition, revenues or expenses, results of operations, liquidity, capital expenditures, or capital resources, and that would be considered material to investors.</p> |
| | <u>Part E.</u> | <u>Issuance History.</u> |
| | <i>Item XVII.</i> | List of the securities offerings and shares issued for services in the past two years. |
| | | <p>From June through October 2009, we issued 1,386,322 shares of common stock to 150 investors in a private placement made pursuant to the exemption from the registration requirements of the Securities Act provided by Regulation S. The shares were sold to investors in the UK. (<i>We do not have the books and records of Itrackr Technologies, Inc. before January 1, 2010, so we are unable to provide the purchase price of the shares.</i>) See list of shareholders on Appendix I.</p> <p>In March through September 2010, the Company issued 56,777,777 shares of</p> |

| | | |
|----------------|--------------------|---|
| | | <p>common stock in connection with the acquisition of certain debts in the aggregate amount of \$55,000. <i>See list of shareholders on Appendix II.</i></p> <p>On March 30, 2010, the Company issued 100,000 shares of common stock to Dawn Van Zant in consideration for public relation services rendered to the Company valued in the amount of \$2,500.</p> <p>Pursuant to Board Resolution dated May 18, 2010, the Company issued 5,000,000 shares of preferred stock each to Ryan Coblin and Lewis Plaut. The shares were issued as bonuses to Mr. Coblin and Mr. Plaut for their roles in securing the Subway contract.</p> <p>On July 16, 2010, Ryan Coblin and Lewis Plaut converted 8,000,000 shares of Preferred Stock into 800,000,000 shares of the Company's common stock. Each Preferred Stock is convertible into 100 shares of Common Stock. The shares of Preferred Stock were issued as bonuses to Mr. Ryan and Mr. Plaut in consideration for the services to the Company.</p> <p>On July 28, 2010, the Company issued 5,000,000 shares of common stock to Waldron & Associates in consideration for business consulting services rendered to the company valued in the amount of \$17,500.00</p> <p>On July 19, 2010, the Company issued 12,500,000 shares of common stock to Mirador Consulting in consideration for services rendered pursuant to a consulting agreement dated as of said date. On July 28, 2010, the Company issued 3,600,000 shares of common stock to Ceiba Network UG, a company organized under the laws of Germany, on behalf of Mirador Consulting. The aggregate value of the shares issued was \$56,350.00</p> <p>On From April through September 2010, the Company issued 15,575,000 shares of common stock to various lenders upon conversion of Promissory Notes in the aggregate amount of \$339,930 plus accrued interest. <i>See List of Shareholders on Appendix III.</i></p> <p>From May through August 2010, the Company conducted a private placement offering of up to \$1,000,000 pursuant to Rule 504 of Regulation D. The Company offered and sold 182,712,212 freely tradable shares of common stock to investors in the state of Texas at the purchase price of \$.0016 per share for the aggregate purchase price of \$292,339. 54. The share certificates have no restrictive legend. <i>See List of Shareholders on Appendix IV.</i></p> <p>Pursuant to Stock Purchase Agreements dated May 21, 2010, the Company issued 50,000 shares of common stock each to Krystal Management, LTD and Jayesh Patel in consideration for the aggregate purchase price of \$15,000.</p> <p>In connection with the appointment of Ryan Coblin as Chief Executive Officer of the Company, the Company issued 3,000,000 shares of common stock to Mr. Coblin. The Company valued the shares at \$150,000.</p> <p>On August 3, 2010, the Company issued 2,500,000 shares of common stock to Kenneth Chin pursuant to Stock Purchase Agreement between the Company and Mr. Chin. The purchase price for the shares was \$.009 per share or the aggregate purchase price of \$22,500.00.</p> |
| Part F. | | Exhibits. |
| | <i>Item XVIII.</i> | Material Contracts |

| | | | Number | Description |
|--|------------------|--|--|---|
| | | | 1 | Delivery Solution Pilot Test Agreement dated September 27, 2007 between Universal Delivery Solutions, Inc. and Doctors Associates, Inc. <i>(Due to confidential nature of this agreement it is not posted to OTCIQ)</i> . |
| | | | 2 | Amendment No. 1 dated January 25, 2008 to Delivery Solution Pilot Test Agreement dated September 27, 2007 between Universal Delivery Solutions, Inc. and Doctors Associates, Inc. <i>(Due to confidential nature of this agreement it is not posted to OTCIQ)</i> . |
| | | | 3 | Amendment No. 2 dated September 17, 2008 to Delivery Solution Pilot Test Agreement dated September 27, 2007 between Universal Delivery Solutions, Inc. and Doctors Associates, Inc. <i>(Due to confidential nature of this agreement it is not posted to OTCIQ)</i> . |
| | | | 4 | Catering Pilot Test Agreement dated May 7, 2010 between Universal Delivery Solutions, Inc. and Doctors Associates, Inc. and National Cinema Media <i>(Due to confidential nature of this agreement it is not posted to OTCIQ)</i> . |
| | | | 5 | Lease Agreement dated December 28, 2004 Between the Company and AMTec 10, L.L.C. <i>(incorporated herein by reference)</i> |
| | | | 6 | First Addendum to Lease Agreement dated February 22, 2008 <i>(incorporated herein by reference)</i> |
| | | | 7 | Second Addendum to Lease Agreement dated February 10, 2010 <i>(incorporated herein by reference)</i> |
| | | | 8 | Employment Agreement dated September 2009 between the UDS and Ryan Coblin. <i>(incorporated herein by reference)</i> |
| | | | 9 | Employment Agreement dated December 18 2009 between the UDS and Lewis Plaut. <i>(incorporated herein by reference)</i> |
| | | | 10 | Independent Contractor Agreement dated September 28, 2009 between Universal Delivery Solutions, Inc. and JRS Management and Business Consultants, Inc. <i>(incorporated herein by reference)</i> |
| | | | 11 | Consulting Agreement dated January 1, 2010 between Universal Delivery Solutions, Inc. and Jeff Monda <i>(incorporated herein by reference)</i> |
| | | | 12 | Letter from the Company with respect to the Financial Statements for the fiscal year ended December 31, 2009 and 2008 <i>(incorporated herein by reference)</i> |
| | | | <i>Except as otherwise provided herein, the above named exhibits were posted on OTCIQ on November 12, 2010</i> | |
| | Item XIX. | | Articles of Incorporation and Bylaws | |
| | | | Number | Description |

| | | | | |
|--|------------------|--|--|--|
| | | | 1. | Articles of Incorporation as filed with the Secretary of State of Florida on January 03, 2001, as amended. <i>(Posted on OTCIQ on February 9, 2010 and incorporated herein by reference)</i> |
| | | | 2. | Amended Articles of Incorporation as filed with the Secretary of State of Florida on January 03, 2001 <i>(Posted on OTCIQ on November 15, 2010 and incorporated herein by reference)</i> |
| | | | 3. | By-laws <i>(Posted on OTCIQ on February 9, 2010 and (incorporated herein by reference)</i> |
| | | | | |
| | Item XX. | | Purchases of Equity Securities by the Issuer and Affiliated Purchasers | |
| | | | None | |
| | Item XXI. | | Issuer's Certifications. | |
| | | | I, Ryan Coblin, certify that; | |
| | | | (1) I have reviewed this initial disclosure statement of the Delivery Technology Solutions, Inc. | |
| | | | (2) Based upon 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 upon 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. | |
| | | | Dated: November 15, 2010 | |
| | | | Delivery Technology Solutions, Inc. | |
| | | | By: <u>/s/ Ryan Coblin</u> Name: Ryan Coblin Title: CEO | |
| | | | | |

Exhibit A

Articles of Incorporation and Amendments thereto

Posted on OTCIQ on February 9, 2010 and incorporated herein by reference)

Additional Amendments

(Posted on OTCIQ on November 15, 2010 and incorporated herein by reference)

Exhibit B

Bylaws

(Posted on OTCIQ on February 9, 2010 and incorporated herein by reference)

Appendix I

| Name of Person or Entity | Nature of each offering | Jurisdiction | Number of Shares Sold |
|--------------------------------------|--------------------------------|---------------------|------------------------------|
| A DOUGLAS CLARK | Reg S | UK | 1500 |
| MATTHEW BIRMINGHAM | Reg S | UK | 10030 |
| MATTHEW BIRMINGHAM | Reg S | UK | 4030 |
| MATTHEW BIRMINGHAM | Reg S | UK | 6043 |
| TREVOR TAYLOR | Reg S | UK | 3400 |
| ALAN JAMES FRENCH | Reg S | UK | 2000 |
| ALAN JAMES FRENCH | Reg S | UK | 1624 |
| DOUG MAYER | Reg S | UK | 2024 |
| MALCOLM CHRISTOPHER & STEWART LESLIE | Reg S | UK | 15030 |
| ROGER CLAXTON | Reg S | UK | 7530 |
| ROGER CLAXTON | Reg S | UK | 3425 |
| EUNICE LYONS BACKHOUSE | Reg S | UK | 45000 |
| ALAN MANNINGS | Reg S | UK | 30024 |
| GUY SPENCER RUSSON | Reg S | UK | 2030 |
| GUY SPENCER RUSSON | Reg S | UK | 2000 |
| ANTHONY BROOK | Reg S | UK | 1480 |
| RICHARD EDWARDS | Reg S | UK | 743 |
| ANDREW SEAN FARRELL | Reg S | UK | 2000 |
| MARK HOGG | Reg S | UK | 1500 |
| MARK HOGG | Reg S | UK | 1030 |
| MARK HOGG | Reg S | UK | 2000 |
| UGENDRAN PADIACHEY | Reg S | UK | 5030 |
| ALAN CLOTHIER | Reg S | UK | 10024 |
| JOHN CAFFREY | Reg S | UK | 24964 |
| JOHN CAFFREY | Reg S | UK | 7530 |
| JOHN THOMPSON | Reg S | UK | 25030 |
| GERALD ERIC BAXTER | Reg S | UK | 49030 |
| GERALD ERIC BAXTER | Reg S | UK | 3600 |
| JAMES QUIN | Reg S | UK | 10030 |
| PHILIP RANDALL | Reg S | UK | 18060 |
| SIDNEY STEPHENSON | Reg S | UK | 7060 |
| ALEX DUKES | Reg S | UK | 5030 |
| ALEX DUKES | Reg S | UK | 2030 |
| JOHN WILFRED STONE | Reg S | UK | 7530 |
| STEPHEN HAROLD PETERS | Reg S | UK | 3738 |
| JOHN SHOOTER | Reg S | UK | 2030 |
| JAMES LARKIN | Reg S | UK | 1545 |
| NIGEL HEATH | Reg S | UK | 7530 |
| IAN JENKINS | Reg S | UK | 12530 |
| CHRISTOPHER EASTWOOD | Reg S | UK | 10030 |
| JOHN CONWAY RAWLINGS | Reg S | UK | 3030 |
| WILLIAM JOHN OVEREND | Reg S | UK | 3030 |
| PAUL ROGERS | Reg S | UK | 2030 |
| PETER FRANCIS HANLON | Reg S | UK | 37530 |
| PETER FRANCIS HANLON | Reg S | UK | 10030 |

| | | | |
|--|-------|----|--------|
| JONATHAN LESLIE TEAL | Reg S | UK | 12530 |
| JONATHAN LESLIE TEAL | Reg S | UK | 5030 |
| ALAN LEAM | Reg S | UK | 6418 |
| ALAN LEAM | Reg S | UK | 2015 |
| CLARKE LIFE INTEREST SETTLEMENT 2003 – John Clarke beneficial owner | Reg S | UK | 15030 |
| CLARKE LIFE INTEREST SETTLEMENT 2003 – John Clarke beneficial owner | Reg S | UK | 15030 |
| JOHN WINDUS | Reg S | UK | 7530 |
| JOHN WINDUS | Reg S | UK | 3030 |
| KEN DYHOUSE | Reg S | UK | 6570 |
| PETER BRADLEY | Reg S | UK | 5030 |
| MARTIN PAGE | Reg S | UK | 5030 |
| MARK WEBB | Reg S | UK | 5033 |
| REIDAR NORHEIM | Reg S | UK | 3000 |
| PJ STOCKS | Reg S | UK | 1000 |
| ROBIN HENRY OUTLON | Reg S | UK | 1030 |
| GEOFFREY BRANDFIELD | Reg S | UK | 5030 |
| GRAHAM PAICE | Reg S | UK | 4530 |
| STEPHEN WATLEY | Reg S | UK | 2530 |
| LORRAINE GORDAN | Reg S | UK | 2530 |
| PHILLIP GELLHORN | Reg S | UK | 12590 |
| RODNEY HISTED | Reg S | UK | 5030 |
| JOHN BURTON | Reg S | UK | 21080 |
| MICHAEL GORDON ROSTRON | Reg S | UK | 12530 |
| ADRIAN COOKE | Reg S | UK | 7592 |
| ALBERT EDWARD THOMPSON | Reg S | UK | 6530 |
| JOHN FREDERICK RANSOM | Reg S | UK | 18475 |
| MICHAEL JOHN MCGIRR | Reg S | UK | 2030 |
| DERRICK BATEMAN | Reg S | UK | 2030 |
| GEOFFREY WILLIAMS | Reg S | UK | 20030 |
| GEOFFREY WILLIAMS | Reg S | UK | 77590 |
| JOHN WALKER | Reg S | UK | 3030 |
| SUSAN FARNELL | Reg S | UK | 3530 |
| DAVID DARKIN | Reg S | UK | 25030 |
| GRAHAM BRADBURY | Reg S | UK | 30005 |
| PHILIP OWEN MUDDIMAN | Reg S | UK | 101087 |
| JAYNE WATSON | Reg S | UK | 5030 |
| TIMOTHY J PLAYER | Reg S | UK | 5030 |
| CLIVE WESTWOOD | Reg S | UK | 3780 |
| NIGEL ALCAZAR | Reg S | UK | 3530 |
| TROSS GIBBONS | Reg S | UK | 3630 |
| JOHN GARDNER | Reg S | UK | 2530 |
| GEORGE THORNTON | Reg S | UK | 3030 |
| JOHN CRANSTON | Reg S | UK | 1905 |
| ERIC CAWTHORNE | Reg S | UK | 5030 |
| PJ STOCKS | Reg S | UK | 1000 |
| IAN SIMPSON | Reg S | UK | 1280 |
| HOWARD WILSON | Reg S | UK | 10000 |
| ROGER JOHN BARBER | Reg S | UK | 1277 |
| IAN R LEONARD | Reg S | UK | 1527 |

| | | | |
|---------------------------|-------|----|-------|
| GIL SCHALOM | Reg S | UK | 2030 |
| ROBERT HENDRIE | Reg S | UK | 5030 |
| JOHN STOREY | Reg S | UK | 7030 |
| ALAN TOMKINS | Reg S | UK | 3024 |
| ANDREW J BIRKS | Reg S | UK | 3030 |
| SUSAN M POAT | Reg S | UK | 5030 |
| ARIE BISSET | Reg S | UK | 6154 |
| MICHEAL EVANS | Reg S | UK | 2030 |
| ALAN TURNER | Reg S | UK | 3030 |
| ALICE RHODA ADAMSON | Reg S | UK | 1530 |
| PETER J THOMPSON | Reg S | UK | 12530 |
| MILES RAMSDEN | Reg S | UK | 3030 |
| ROBIN KEITH BARNES | Reg S | UK | 1272 |
| EUNICE LYONS-BACKHOUSE | Reg S | UK | 80060 |
| SUSAN ZAPPERT | Reg S | UK | 10554 |
| WILLIAM GEORGE GREGORY | Reg S | UK | 15060 |
| NIGEL J BAXTER | Reg S | UK | 2524 |
| MALCOLM LESLEY SIZER | Reg S | UK | 3630 |
| PETER ALLEN | Reg S | UK | 25030 |
| PETER ALLEN | Reg S | UK | 45060 |
| DIANE PEACOCK | Reg S | UK | 15060 |
| JOHN CHRISTOPHER HART | Reg S | UK | 3600 |
| ANTHONY DAVID DRIVER | Reg S | UK | 2130 |
| PETER LAWTON WOOD | Reg S | UK | 2330 |
| DIANN MARGARET JON DRIVER | Reg S | UK | 16600 |
| GARY VICTOR BROOKER | Reg S | UK | 1905 |
| IAIN ANDREW BROTHWELL | Reg S | UK | 3609 |
| IAIN ANDREW BROTHWELL | Reg S | UK | 12030 |
| TROSS GIBBONS | Reg S | UK | 5030 |
| ANTHONY BROOKE | Reg S | UK | 10030 |
| NEIL WOOD | Reg S | UK | 2530 |
| ROBERT HENDRIE | Reg S | UK | 15030 |
| PETER THOMPSON | Reg S | UK | 5030 |
| STEPHEN MYHILL | Reg S | UK | 5030 |
| BARRY GRIFFITHS | Reg S | UK | 1780 |
| JONATHAN MORLEY | Reg S | UK | 4200 |
| JONATHAN MORLEY | Reg S | UK | 2830 |
| ALLEN DAVIDSON | Reg S | UK | 12530 |
| GEOFFREY WOOTTON | Reg S | UK | 4030 |
| LORRAINE GORDAN | Reg S | UK | 5030 |
| IAN R LEONARD | Reg S | UK | 2500 |
| DAVID DONALDSON & | Reg S | UK | 1150 |
| DAVID DONALDSON & | Reg S | UK | 1250 |
| D E HUNNIBAL | Reg S | UK | 1780 |
| JEFFREY MICHAEL PERKINS | Reg S | UK | 10030 |
| GORDON GRIDLEY | Reg S | UK | 1905 |
| BRIAN RICHARD AMIS | Reg S | UK | 2830 |
| OWEN HUGH ROBERTS | Reg S | UK | 5030 |
| OWEN HUGH ROBERTS | Reg S | UK | 2030 |
| RICHARD JOHN PACKMAN | Reg S | UK | 4030 |

| | | | |
|----------------------|-------|----|-------|
| RODNEY FENWICK | Reg S | UK | 3780 |
| NIGEL J BAXTER | Reg S | UK | 2530 |
| PAUL ANTHONY SCOLARI | Reg S | UK | 1750 |
| WARREN BACKHOUSE | Reg S | UK | 50000 |
| DOUGLAS FAIRMAN | Reg S | UK | 9780 |
| NASIR QURESHI | Reg S | UK | 1797 |

Appendix II

Debt Acquisition

| Shareholder | Transaction Type | | No. Shares |
|--|------------------|----|-------------|
| LESTER REIF | Debt Acquisition | NJ | 188,000 |
| DAVID REIF | Debt Acquisition | NJ | 56,750 |
| RANDY MACDONALD | Debt Acquisition | NJ | 74,750 |
| MITCHELL REIF | Debt Acquisition | NJ | 41,000 |
| SETH GOLDEN | Debt Acquisition | MI | 125,000 |
| STEVE SOWEIJIA | Debt Acquisition | MN | 1,452,500 |
| ROGER MOUALLEM | Debt Acquisition | FL | 1,654,928 |
| RICHARD HARTMAN | Debt Acquisition | FL | 115,000 |
| RANDY LAXER | Debt Acquisition | NJ | 55,000 |
| KENNETH CHILDS | Debt Acquisition | NJ | 6,000 |
| DORE PERLER | Debt Acquisition | FL | 230,322 |
| GEOFFREY WOOTON | Debt Acquisition | UK | 20,000 |
| ANTHONY IVANKOVICH | Debt Acquisition | IL | 388,750 |
| OLGA IVANKOVICH | Debt Acquisition | IL | 288,750 |
| RALPH KENDRICK | Debt Acquisition | TX | 385,000 |
| DUSHUANT DAVE | Debt Acquisition | UK | 68,750 |
| JACOB MELCER | Debt Acquisition | CA | 130,769 |
| CARLOS MELCER | Debt Acquisition | CA | 40,000 |
| ENRIQUE MELCER | Debt Acquisition | CA | 40,000 |
| DIANE BISHOP | Debt Acquisition | CA | 10,000 |
| IDAMIA, LLC (1) | Debt Acquisition | FL | 1,800,000 |
| ANA TAPIA | Debt Acquisition | NY | 6,000 |
| MITCHELL CAPITAL SOLUTIONS, INC.(2) | Debt Acquisition | FL | 1,691,731 |
| M.M CONSULTING GROUP OF SOUTH FLA, LLC (3) | Debt Acquisition | FL | 50,000 |
| CLIFTON SIMMONS | Debt Acquisition | TN | 10,000 |
| JUNE ANHALT | Debt Acquisition | NY | 71,000 |
| NORTHERN CAPITAL GROUP, LLC (4) | Debt Acquisition | FL | 20,000,000 |
| MINA MAR GROUP, INC. (5) | Debt Acquisition | ON | 100,000,000 |

(1) Idamia LLC, a Florida limited liability company is 100% owed by Rasvelda Rizzo, the wife of John Rizzo, a former officer and director of the Company

(2) MITCHELL CAPITAL SOLUTIONS, INC. is the sole shareholder is Anthony Mitchell

(3) M.M CONSULTING GROUP OF SOUTH FLA, LLC sole member of Maureen Marrin.

(4) NORTHERN CAPITAL GROUP, LLC, a Florida limited liability company is 100% owned by John Rizzo, a former officer and director of the Company.

(5) Peter Pate is the sole shareholder of Mina Mar Group, Inc., an Ontario corporation

Appendix III

Debt Conversion

| Shareholder | Transaction Type | Jurisdiction | No. Shares |
|-----------------------------------|------------------|--------------|------------|
| LESTER REIF | Promissory Note | NJ | 50,000 |
| MITCHELL REIF | Promissory Note | NJ | 32,000 |
| DAVID REIF | Promissory Note | NJ | 15,000 |
| RANDY MCDONALD | Promissory Note | NJ | 30,000 |
| RANDY LAXER | Promissory Note | NJ | 44,000 |
| ANA TAPIA | Promissory Note | NJ | 4,000 |
| HOPE CHILDS | Promissory Note | NJ | 4,000 |
| JUNE ANHALT | Promissory Note | NJ | 21,000 |
| LESTER REIF | Promissory Note | NJ | 150,000 |
| SETH GOLDEN | Promissory Note | MI | 25,000 |
| DANIEL ISAACS | Promissory Note | CA | 3,000,000 |
| PETER THOMPSON | Promissory Note | UK | 1,000,000 |
| GEOFFREY WOOTON | Promissory Note | UK | 500,000 |
| NIGEL HEATH | Promissory Note | UK | 500,000 |
| EDWARD KRALL | Promissory Note | PA | 500,000 |
| JAYESH PATEL | Promissory Note | UK | 500,000 |
| KRYSTAL MANAGEMENT, LTD (1) | Promissory Note | UK | 500,000 |
| JOHN DAGWELL | Promissory Note | NY | 1,000,000 |
| BARBARA YOUNG | Promissory Note | GA | 100,000 |
| CLIFTON SIMMONS | Promissory Note | TN | 100,000 |
| ANTHONY IVANKOVICH | Promissory Note | IL | 3,000,000 |
| | | | 11,075,000 |

(1) The sole owner of Krystal Management, Ltd. is Additya Sofat.

Appendix IV

Rule 504 Offering

| Shareholder | Transaction Type | Jurisdiction | No. Shares |
|--|------------------|--------------|------------|
| EPIC WORLDWIDE, INC (Ed Meers is the controlling shareholder) | 504 | FL | 21,875,000 |
| ANA TAPIA | 504 | NY | 57,166,667 |
| HALF MOON ADVISORS, LLC (Mike Morris is the sole member) | 504 | WI | 45,545,545 |
| EMRY CAPITAL GROUP, INC. (Hugo Rubio is the controlling shareholder) | 504 | TX | 33,125,000 |
| KENDRICK ELECTRIC (Ralh Kendrick is the controlling shareholder) | 504 | TX | 15,000,000 |
| HALF MOON ADVISORS, LLC (Mike Morris is the sole member) | 504 | WI | 10,000,000 |