

Camelot Entertainment Group, Inc.
Form 10-Q
May 17, 2010

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 10-Q

(Mark One)

QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the quarterly period ended March 31, 2010

OR

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from _____

Commission file number 000-30785

CAMELOT ENTERTAINMENT GROUP, INC.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of incorporation or organization)

52-2195605
(I.R.S. Employer Identification No.)

8001 Irvine Center Drive, Suite 400 Irvine, CA 92618

(Address of principal executive offices) (zip code)

(949) 754 - 3030

(Registrant's telephone number, including area code)

Indicate by check mark whether the registrant (1) filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the last 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

Yes No

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Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definition of “large accelerated filer,” “accelerated filer” and “smaller reporting company” in Rule 12b-2 of the Exchange Act.

Large Accelerated Filer	<input type="radio"/>	Accelerated Filer	<input type="radio"/>
Non-Accelerated Filer	<input type="radio"/>	Smaller Reporting Company	<input checked="" type="radio"/>

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).
Yes No

As of May 10, 2010, the Registrant had outstanding 11,215,116,075 shares of Common Stock, and 50,543,032 shares of Preferred Stock, Class A, B, C, D, E and F.

CAMELOT ENTERTAINMENT GROUP, INC.
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PART I. FINANCIAL INFORMATION

Item 1. Financial Statements (Unaudited)

Camelot Entertainment Group, Inc.
Balance Sheets
(unaudited)

ASSETS	As of March 31, 2010	As of December 31, 2009
Current Assets:		
Cash	\$ 22,428	\$ 56,320
Prepaid expenses	33,278	53,345
Total Current Assets	55,706	109,665
Property and equipment, net of accumulated depreciation \$300 and \$0, respectively	3,778	-
Other assets - script costs	41,644	37,350
Total Assets	\$ 101,128	\$ 147,015
LIABILITIES AND STOCKHOLDERS' DEFICIT		
Current Liabilities:		
Accounts payable and accrued liabilities	\$ 813,252	\$ 529,759
Accrued expenses to related parties	646,862	627,584
Secured convertible notes payable, net of discount of \$171,351 and \$166,954, respectively	306,663	364,504
Derivative liability - conversion feature	160,053	121,828
Total Current Liabilities	1,926,830	1,643,675
Long Term Liabilities:		
Derivative liability - Preferred Stock Series A, B, and C	16,933	21,620
Secured convertible notes payable - net of discount \$446,346 and \$409,486, respectively	364,847	309,657
Derivative liability - conversion feature	874,649	512,198
Total Long Term Liabilities	1,256,429	843,475
Total Liabilities	3,183,259	2,487,150
Series A, B, C Convertible Preferred Stock par value \$0.0001 per share, 100,000,000 shares authorized: 14,147,510, 29,144,022 and 7,151,500 shares issued and outstanding as of March 31, 2010	93,493	56,505

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par value \$0.0001 per share, 100,000,000 shares
 authorized: 10,147,510, 9,896,510 and 7,151,500
 shares issued and outstanding as of December 31,
 2009

Stockholders' Deficit

Common Stock; Par Value \$0.0001 Per Share;
 Authorized

19,900,000,000 Shares; 8,150,073,775 Shares

Issued and 7,800,073,775 Outstanding as of March
 31, 2010

780,008

296,133

Authorized 19,900,000,000 shares; 3,061,330,703
 issued and

2,961,330,703 shares outstanding as of December
 31, 2009

Additional paid-in capital

18,406,133

18,272,050

Accumulated deficit

(22,361,765)

(20,964,823)

Total Stockholders' Deficit

(3,175,624)

(2,396,640)

Total Liabilities and Stockholders' Deficit

\$

101,128

\$

147,015

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

Camelot Entertainment Group, Inc.
Statements of Operations
(unaudited)

	For the Three Months Ended March 31, 2010	For the Three Months Ended March 31, 2009
Revenue	\$ 34,077	\$ -
Costs of revenues	55,149	