

ATWELL ROBERT P  
Form 4  
December 30, 2010

**FORM 4**

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
ATWELL ROBERT P

2. Issuer Name and Ticker or Trading Symbol  
Camelot Entertainment Group, Inc.  
[CMGR]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
130 VANTIS #140  
(Street)

3. Date of Earliest Transaction (Month/Day/Year)  
12/29/2010

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
President & CEO

ALISO VIEJO, CA 92656

(City) (State) (Zip)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |               |   |                                 |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|---------------|---|---------------------------------|
|                                 |                                      |  | Code                           | V   | Amount  | (A) or (D)   | Price   |               |   |                                 |
| COMMON STOCK                    | 12/29/2010                           |  | A                              |   | 250,000,000   | A  | \$ 0.0001   | 250,106,744   | I | by The Atwell Group             |
| COMMON STOCK                    | 12/29/2010                           |  | A                              |   | 250,000,000   | A  | \$ 0.0001   | 500,106,744   | I | by Atwell Group LLC             |
| COMMON STOCK                    | 12/29/2010                           |  | A                              |   | 250,000,000   | A  | \$ 0.0001   | 750,106,744   | I | by The Corporate Solution, Inc. |
| COMMON STOCK                    | 12/29/2010                           |  | A                              |   | 400,000,000   | A  | \$  | 1,150,106,744 | I | by The                          |

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|              |            |   |             |   |           |               |   |  |                     |
|--------------|------------|---|-------------|---|-----------|---------------|---|--|---------------------|
| STOCK        |            |   |             |   | 0.0001    |               |   |  | Atwell Group        |
| COMMON STOCK | 12/29/2010 | A | 150,000,000 | A | \$ 0.0001 | 1,300,106,744 | I |  | by Atwell Group LLC |
| COMMON STOCK | 12/29/2010 | A | 135,753,732 | A | \$ 0.0001 | 1,435,860,476 | I |  | by The Atwell Group |
| COMMON STOCK | 12/29/2010 | A | 200,000,000 | A | \$ 0.0001 | 1,635,860,476 | D |  |                     |
| COMMON STOCK | 12/29/2010 | A | 300,000,000 | A | \$ 0.0001 | 1,935,860,476 | D |  |                     |
| COMMON STOCK | 12/29/2010 | A | 250,000,000 | A | \$ 0.0001 | 2,185,860,476 | D |  |                     |
| COMMON STOCK | 12/29/2010 | A | 250,000,000 | A | \$ 0.0001 | 2,435,860,476 | I |  | by Atwell Group LLC |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

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(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
|  |  |                                      |  |                                |   | Date Exercisable   | Expiration Date   | Title                                      | Amount or Number of Shares                                       |
|  |  |                                      |  |                                |   | Code   | V   | (A)  | (D)  |

## Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

ATWELL ROBERT P  
130 VANTIS #140  
ALISO VIEJO, CA 92656

X X President & CEO

## Signatures

Robert P Atwell 12/30/2010

  Signature of  
Reporting Person

Date

## Explanation of Responses:

\* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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