

TRANSFER STATEMENT

The debtors, Camelot Distribution Group, Inc., Camelot Entertainment Group, Inc., and Camelot Film Group, Inc. (collectively, "Debtor"), defaulted under their loan obligations to the secured party, Incentive Capital, LLC (the "Secured Party"). As a result thereof, the Secured Party, pursuant to its Notice of Disposition of Collateral by Public Sale dated February 9, 2011, did conduct a public sale of the following personal property constituting a portion of Secured Party's collateral (the "Collateral"):

All of Debtor's rights to the film library described herein below and referred to as the "Distribution Assets", along with all products and proceeds of or from (a) the Distribution Assets; and (b) all accounts, negotiable instruments, chattel paper and electronic chattel paper, general intangibles, proceeds, and monies derived from the disposition or other exploitation of the Distribution Assets in all media, from all sources, worldwide during the term hereof. The Distribution Assets include without limitation the following films, and all of Debtor's right, title and interest therein, including distribution rights, royalty interests, and contract/account payments: Samurai Avenger; First Strike; Screwball: The Ted Whitfield Story (aka The Wiffler); The Fallen; One Lucky Dog (aka Weiner Dog Nationals); Never Sleep Again; Hellraiser Unleashed; Fink!; Nude Nuns With Big Guns; Zombie Culture; National Lampoons Dirty Movie; Who Is KK Downey; and Next of Kin.

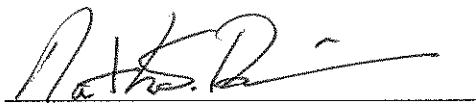
All of Debtor's personal property assets and interests as more particularly described in the Asset Purchase Agreement (the "Asset Purchase Agreement") dated April 28, 2010 between Camelot Film Group, Inc., a Nevada corporation, on the one hand, and CMBG Advisors, Inc., a California corporation in its sole and limited capacity as assignee for the benefit of creditors of Liberation Group, Inc., on the other hand, and all products and proceeds thereof, including without limitation (a) that certain film library referred to as the Liberation Assets (as defined in the Asset Purchase Agreement); (b) all accounts, negotiable instruments, chattel paper and electronic chattel paper, general intangibles, proceeds, and monies derived from the disposition or other exploitation of the Liberation Assets in all media, from all sources, worldwide during the term hereof; and (c) other assets of the Debtor as set forth in the Asset Purchase Agreement.

The sale was held at 9:00 a.m. on February 21, 2011 at the Offices of Pia Anderson Dorius Reynard & Moss, 299 S. Main Street, Suite 1710, Salt Lake City, Utah.

The successful bidder at the sale was Incentive Capital, LLC, who did purchase all of the said Collateral for the price of \$200,000.00. By this Transfer Statement, the undersigned attorney for the Secured Party hereby memorializes the transfer of all of Debtor's rights, title and interest in

and to the Collateral to Incentive Capital, LLC, with an address of 299 S. Main Street, Suite 1710, Salt Lake City, UT 84111. This transfer is being made “as-is” and “where-is” by the Secured Party without warranty, express or implied, relating to title, possession, quiet enjoyment, or the like in the foregoing described disposition.

DATED this 21st day of February 2011.

A handwritten signature in black ink, appearing to read "Nathan S. Dorius", written over a horizontal line.

Nathan S. Dorius
Attorney for Secured Party