

Camelot Entertainment Group, Inc.
Form 8-K/A
February 01, 2007

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

FORM 8-K/A-1

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report: (Date of earliest event reported): January 29, 2007

Commission File No.: 000-30785

CAMELOT ENTERTAINMENT GROUP, INC.

(Exact name of registrant as specified in its charter)

DELAWARE

52-2195605

(State or other jurisdiction of (IRS Employer Identification No.)
incorporation or organization)

**2020 Main Street Suite 990
Irvine, CA 92614**

(Address of principal executive offices)

(949) 777-1090

(Issuer telephone number)

(Former name, if changed since last report)

(Former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

Pre-commencement communications pursuant to Rule 13e-4(c) under Exchange Act (17 CFR 240.13e-4(c))

Page - 1

Item 4.01 Change in Registrant's Certifying Accountant

On January 29, 2007, Camelot Entertainment Group, Inc. (the "*Company*") received a letter in the mail from Epstein, Weber & Conover, PLC ("*EWC*"), the Company's independent registered public accounting firm, stating that as a result of its combination with Moss Adams LLP effective on January 1, 2007, Moss Adams had decided not to assume the role as our external independent accountants, and therefore EWC (now Moss Adams) would cease to act as the Company's independent registered public accounting firm effective January 12, 2007. Malone & Bailey, PC has been appointed as the Company's new auditor.

The reports of EWC with respect to the Company's financial statements for the fiscal years ended December 31, 2005 and 2004 contained no adverse opinion or disclaimer of opinion and were not qualified or modified as to uncertainty, audit scope, or accounting principles except for an explanatory paragraph relative to the Company's ability to continue as a going concern.

Since appointment as the Company's independent auditors through the date of this report, there were no disagreements between the Company and EWC on any matter of accounting principles or practices, financial statement disclosure, or auditing scope or procedure, which disagreements, if not resolved to the satisfaction of EWC, would have caused EWC to make reference to the subject matter of the disagreements in connection with its report on the Company's financial statements for such years.

The decision to appoint Malone & Bailey, PC as the Company's new auditor was approved by the Audit Committee of the Board of Directors on January 29, 2007.

No consultations occurred between the Company and Malone & Bailey during the years ended December 31, 2005 and 2004 and through January 29, 2007 regarding either (i) the application of accounting principles to a specific completed or contemplated transaction, the type of audit opinion that might be rendered on the Company's financial statements, or other information provided that was an important factor considered by the Company in reaching a decision as to an accounting, auditing, or financial reporting issue, or (ii) any matter that was the subject of disagreement or a reportable event requiring disclosure under Item 304(a)(1)(iv) of Regulation S-B.

The Company has provided EWC with a copy of the foregoing disclosure and has requested that EWC furnish it with a letter addressed to the SEC stating whether or not it agrees with the above statements. This conforming letter is attached hereto as Exhibit 16.1 to this current report on Form 8-K.

Item 9.01. Exhibits.

(c) Exhibits

| Exhibit Number | Description |
|----------------|--|
| 16.1 | Letter from Epstein, Weber & Conover, PLC to the Securities and Exchange Commission. |

Signatures

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto authorized.

Camelot Entertainment Group, Inc.

By: /s/ Robert P. Atwell

January 31, 2007

Robert P. Atwell

CEO

Page - 2

Exhibit 16.1

January 31, 2007

Securities and Exchange Commission
100 F. Street, N.E.
Washington, D.C. 20549

Dear Sirs/Madams:

This letter is delivered by Epstein, Weber & Conover, PLC in connection with the filing by Camelot Entertainment Group, Inc. with the Securities and Exchange Commission of a Current Report on Form 8-K dated January 29, 2007.

We have reviewed the contents of Item 4.01 of such Current Report on Form 8-K and agree with the statements contained therein.

Yours truly,

/s/ Epstein, Weber & Conover, PLC

Page - 3
