CAMELOT CORP
Form 10-Q
September 14, 2010

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

FORM 10-Q

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

For the quarterly period ended July 31, 2010

[ ] TRANSITION REPORT UNDER SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

Commission File Number 0-8299

CAMELOT CORPORATION
(Name of registrant as specified in its charter)

Colorado	84-0691531
(State or other jurisdiction of incorporation or organization)	(IRS Identification No.)

17 Sutton Way
Washington Twp NJ 07676
(Address of principal executive offices)

201-970-4987
(Registrant's telephone number)

730 W. Randolph Street
Chicago, IL 60661
(Former Address of principal executive offices, if changed since last report)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 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. [X] Yes No [ ]

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (ss.232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files).* *The registrant has not yet been phased into the interactive data requirements. [ ] Yes [ ] No

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 [ ]	Accelerated filer [ ]
Non-accelerated filer [ ] (Do not check if a smaller reporting company)	Smaller reporting company [X]

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

APPLICABLE ONLY TO ISSUERS INVOLVED IN BANKRUPTCY
PROCEEDINGS DURING THE PRECEDING FIVE YEARS:

Indicate by check mark whether the registrant has filed all documents and reports required to be filed by Sections 12, 13 or 15(d) of the Securities Exchange Act of 1934 subsequent to the distributions of securities under a plan confirmed by a court. [ ] Yes [ ] No [X] N/A

APPLICABLE TO CORPORATE ISSUERS:

Indicate the number of shares outstanding of each of the issuer's classes of common stock, as of the latest practicable date. Class - Common Stock, 49,236,106 shares outstanding as of September 14, 2010.

CAMELOT CORPORATION
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PART I
FINANCIAL INFORMATION

ITEM 1. FINANCIAL STATEMENTS

CAMELOT CORPORATION
(An Exploration Stage Company)
Balance Sheets

	July 31, 2010 (Unaudited)
ASSETS	
CURRENT ASSETS	
Cash and cash equivalents	$ 8,233
Prepaid Expenses	271

Total current assets	8,504
Other assets	
Mineral rights - leased (Note 7)	11,457
Total other assets	11,457
TOTAL ASSETS	$ 19,961

LIABILITIES AND STOCKHOLDERS' (DEFICIT)

CURRENT LIABILITIES	
Accounts payable	$ 56,143
Accrued interest payable	4,850
Advances payable, related party	30,025
TOTAL CURRENT LIABILITIES	91,018
Note payable	117,000
TOTAL LIABILITIES	208,018
COMMITMENTS AND CONTINGENCIES (NOTES 2, 4, 5, 6, 8 AND 9)	
STOCKHOLDERS' (DEFICIT)	
Preferred stock $0.01 par value 100,000,000 shares authorized; none issued	--
Common stock $0.01 par value; 50,000,000 shares authorized; 49,236,106 shares issued and outstanding	492,361
Additional paid-in-capital	32,377,520
Accumulated deficit	(33,057,938)
Total stockholders' (deficit)	(188,057)
TOTAL LIABILITIES AND STOCKHOLDERS' (DEFICIT)	$ 19,961

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

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CAMELOT CORPORATION
(An Exploration Stage Company)
Statements of Operations
(Unaudited)

	Three Months Ended July 31, 2010	Three Months Ended July 31, 2009
Revenues	$ --	$ --
Operating Expenses		
Professional fees	31,238	1,810
Other	--	--

TOTAL OPERATING EXPENSES	31,238	1,810
LOSS FROM OPERATIONS	(31,238)	(1,810)
OTHER INCOME (EXPENSE)		
Interest (expense)	(1,755)	--
NET LOSS	$ (32,993)	$ (1,810)
Loss per share basic and diluted	$Nil	$Nil
Weighted average number of common shares outstanding basic and diluted	49,236,106	49,236,106

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

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CAMELOT CORPORATION
(An Exploration Stage Company)
Statement of Stockholders' (Deficit)
For the Period from May 1, 2008 to July 31, 2010
(Unaudited)

	Preferred Stock Shares	Preferred Stock Amount	Common Stock Shares	Common Stock Amount	Additional Paid-in Capital
BALANCE MAY 1, 2008	-	$ --	49,236,106	$492,361	$32,374,005
Net income April 30, 2009	-	--	--	--	--
BALANCE APRIL 30, 2009	-	--	49,236,106	492,361	32,374,005
Correction of error (Note 7)	-	--	--	--	--
Corrected balance, April 30, 2009	-	--	49,236,106	492,361	32,374,005
Contributed capital	-	--	--	--	3,515
Net loss April 30, 2010	-	--	--	--	--
BALANCE APRIL 30, 2010	-	--	49,236,106	492,361	32,377,520
Net loss July 31, 2010			--	--	--
BALANCE JULY 31, 2010 (UNAUDITED)	-	$ --	49,236,106	$492,361	$32,377,520

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

CAMELOT CORPORATION
(An Exploration Stage Company)
Statements of Cash Flows
(Unaudited)

	Three Months Ended July 31, 2010	Three Months Ended July 31, 2009
CASH FLOWS FROM OPERATING ACTIVITIES:		
Net (loss)	$(32,993)	$ (1,810)
Adjustments to reconcile net income (loss) to net cash used in operating activities		
Changes in operating assets and liabilities:		
Decrease prepaid expense	162	--
Increase in accrued interest payable	1,755	--
Increase in accounts payable	21,909	1,810
Net cash (used in) operating activities	(9,167)	--
CASH FLOWS FROM INVESTING ACTIVITIES:		
Mineral rights - leased	(11,457)	--
Net cash (used in) investing activities	(11,457)	--
CASH FLOWS FROM FINANCING ACTIVITIES:		
Advances from related party	15,000	--
Net cash provided by financing activities	15,000	--
Net decrease in cash and cash equivalents	(5,624)	--
Cash and cash equivalents at beginning of period	13,857	90
Cash and cash equivalents at end of period	$ 8,233	$ 90
SUPPLEMENTAL DISCLOSURES OF CASH FLOW INFORMATION		
Cash paid during the period for:		
Interest	$ --	$ --
Income Taxes	$ --	$ --

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

CAMELOT CORPORATION
(An Exploration Stage Company)

Notes to Financial Statements
July 31, 2010
(Unaudited)

1. OVERVIEW AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

BASIS OF PRESENTATION

Camelot Corporation, ("the Company") was incorporated under the laws of the State of Colorado on September 5, 1975. The Company was formerly a holding company but since it ceased operations in the fiscal year ended April 30, 1999, the Company has had minimal operations. All previous business activities have been discontinued.

Recently the Company has formulated a business plan to investigate the possibilities of a viable mineral deposit on 10 leased mining claims located in Esmeralda County, Nevada, USA.

The Company's fiscal year end is April 30.

INTERIM FINANCIAL STATEMENTS

The accompanying interim unaudited financial statements have been prepared in accordance with generally accepted accounting principles for interim financial information and with the instructions to Form 10-Q and Article 8 of Regulation S-X. Accordingly, they do not include all of the information and footnotes required by generally accepted accounting principles for complete financial statements. In our opinion, all adjustments (consisting of normal recurring accruals) considered necessary for a fair presentation have been included. Operating results for the three month period ended July 31, 2010 are not necessarily indicative of the results that may be expected for the year ending April 30, 2011. For further information, refer to the financial statements and footnotes thereto included in our Form 10-K Report for the fiscal year ended April 30, 2010. REVENUE RECOGNITION

The Company has not generated any revenues since it ceased operations in 1999. It is the Company's policy that revenues are recognized when persuasive evidence of an arrangement exists, delivery has occurred (or service has been performed), the sales price is fixed and determinable, and collectability is reasonably assured.

CASH AND CASH EQUIVALENTS

The Company considers cash in banks, deposits in transit, and highly liquid debt instruments purchased with original maturities of three months or less to be cash and cash equivalents.

USE OF ESTIMATES

The preparation of financial statements in conformity with US GAAP requires management to make estimates and assumptions that affect the reported amount of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Management routinely makes judgments and estimates about the effects of matters that are inherently uncertain. Estimates that are critical to the accompanying financial statements include the identification and valuation of assets and liabilities, valuation of deferred tax assets, and the likelihood of loss contingencies. Management bases its estimates and judgments on historical experience and on various other factors that are believed to be reasonable under the circumstances, the results of which form the basis for making judgments about the carrying values of assets and liabilities that are not readily apparent from other sources. Actual results could differ from these estimates. Estimates and assumptions are revised periodically and the effects of revisions are reflected in the financial statements in the period it is determined to be necessary.

FAIR VALUE OF FINANCIAL INSTRUMENTS

ASC 825, "Disclosures about Fair Value of Financial Instruments", requires disclosure of fair value information about financial instruments. ASC 820, "Fair Value Measurements" defines fair value, establishes a framework for measuring fair value in generally accepted accounting principles, and expands disclosures about fair value measurements. Fair value estimates discussed herein are based upon certain market assumptions and pertinent information available to management as of July 31 and April 31, 2010.

The respective carrying values of certain on-balance-sheet financial instruments approximate their fair values. These financial instruments include accounts payable, advances payable, accrued liabilities and notes payable. Fair values were assumed to approximate carrying values for these financial instruments since they are short term in nature and their carrying amounts approximate fair value, or they are receivable or payable on demand.

MINERAL PROPERTY ACQUISITION AND EXPLORATION COSTS

The Company has not yet realized any revenue from its operations. Mineral property acquisition costs are initially capitalized in accordance with ASC 805-20-55-37, previously referenced as the FASB Emerging Issues Task Force ("EITF") Issue 04-2. The Company assesses the carrying costs for impairment under ASC 930 at each fiscal quarter end. Capitalized costs will be amortized using the units of production method over the estimated life of the probable reserve. To date the Company has not established any proven or probable reserves on its mineral properties. Mineral exploration costs are expensed as incurred.

INCOME TAXES

Deferred income taxes are determined using the liability method under which deferred tax assets and liabilities are based upon temporary differences between the carrying amounts of assets and liabilities for financial and tax reporting purposes and the effect of net operating loss carry-forwards. Deferred tax assets are evaluated to determine if it is more likely than not that they will be realized. Valuation allowances have been established to reduce the carrying value of deferred tax assets in recognition of significant uncertainties regarding their ultimate realization.

BASIC AND DILUTED EARNINGS (LOSS) PER SHARE

The Company computes earnings (loss) per share in accordance with ASC 260-10-45 "Earnings per Share", (SFAS 128) which requires presentation of both basic and diluted earnings per share on the face of the statement of operations. Basic earnings (loss) per share is computed by dividing net earnings (loss) available to common shareholders by the weighted average number of outstanding common shares during the period. Diluted earnings (loss) per share gives effect to all dilutive potential common shares outstanding during the period. Dilutive earnings (loss) per share excludes all potential common shares if their effect is anti-dilutive. The Company has no potential dilutive instruments, and therefore, basic and diluted earnings (loss) per share are equal.

STOCK BASED COMPENSATION

The Company accounts for common stock issued to employees for services based on the fair value of the instruments issued, and accounts for common stock issued to other than employees based on the fair value of the consideration received or the fair value of the equity instruments, whichever is more reliably measurable. The Company did not make any option grants during 2010 or 2009, and accordingly, has not recognized any stock based compensation expense related to options.

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RECENT ACCOUNTING PRONOUNCEMENTS

In June 2009, Financial Accounting Standards Board ("FASB") established the Accounting Standards Codification ("ASC") as the single source of authoritative US GAAP to be applied by nongovernmental entities. Rules and interpretive releases of the SEC under authority of federal securities laws area are sources of authoritative US GAAP for SEC registrants. The ASC did not change current US GAAP, but was intended to simplify user access to all authoritative US GAAP by providing all the relevant literature related to a particular topic in one place. All previously existing accounting standards were superseded and all other accounting literature not included in the ASC is considered non-authoritative. New accounting standards issued subsequent to June 30, 2009 will be communicated by the FASB through Accounting Standards Updates (ASUs). The ASC was effective during the period ended September 30, 2009. Adoption of the ASC did not have an impact on the Company's financial position, results of operations or cash flows.

In May, 2009, the ASC guidance for subsequent events was updated to establish accounting and reporting standards for events that occur after the balance sheet date but before financial statements are issued. The guidance was amended in February, 2010. The update sets forth: (i) the period after the balance sheet date during which management of a reporting entity should evaluate events or transactions that may occur for potential recognition or disclosure in the financial statements, (ii) the circumstances under which an entity should recognize events or transactions occurring after the balance sheet in its financial statements, and (iii) the disclosures that an entity should make about events or transactions occurring after the balance sheet date in its financial statements. The Company adopted the updated guidance in 2009. The adoption had no impact on the Company's financial position, results of operations or cash flows.

There were various other accounting standards updates recently issued, none of which are expected to have a material impact on the Company's financial position, operations, or cash flows.

2. GOING CONCERN

The Company's financial statements are prepared on a going concern basis, which contemplates the realization of assets and the satisfaction of obligations in the normal course of business. However, the Company has recurring losses, has negative working capital, and has a total stockholders' deficit. The Company does not currently have any revenue generating operations. These conditions raise substantial doubt about the ability of the Company to continue as a going concern.

In view of these matters, continuation as a going concern is dependent upon continued operations of the Company, which in turn is dependent upon the Company's ability to meets its financial requirements, raise additional capital, and the success of its future operations. The financial statements do not include any adjustments to the amount and classification of assets and liabilities that may be necessary should the Company not continue as a going concern.

Management plans to fund operations of the Company through advances from existing shareholders, private placement of restricted securities or the issuance of stock in lieu of cash for payment of services until such a time as a business combination or other profitable investment may be achieved. There are no written agreements in place for such funding or issuance of securities and there can be no assurance that such will be available in the future. Management believes that this plan provides an opportunity for the Company to continue as a going concern.

3. CAPITAL STOCK

COMMON STOCK

On November 20, 2009, Daniel Wettreich sold 42,753,819 shares of common stock to Jeffrey Rochlin. Following this transaction Mr. Rochlin now controls 86.83% of the presently issued and outstanding common shares of the Company. The total number of common shares authorized by the Company is 50,000,000 shares, par value $.01, of which 49,236,106 are issued and outstanding.

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PREFERRED STOCK

The Company has 100,000,000 authorized shares of $.01 par value preferred stock with rights and preferences as designated by the board of directors at the time of issuance. As of July 31, 2010 and April 30, 2010, the following series of preferred stock were authorized, issued and outstanding:

Series of Preferred Stock	Number of Shares Authorized	Number of Shares Issued and Outstanding
A	2,000	0
B	75,000	0
C	50,000	0
D	66,134	0
E	108,056	0
F	15,000	0
G	1,000,000	0
H	5,333,333	0
I	17,000,000	0
J	10,000,000	0
K	412,000	0
L	500,000	0
TOTALS	34,561,523	0

4. INCOME TAXES

Deferred income taxes arise from temporary timing differences in the recognition of income and expenses for financial reporting and tax purposes. The Company's deferred tax assets consist entirely of the benefit from net operating loss (NOL) carryforwards. The net operating loss carryforwards, if not used, will expire in various years through 2030, and are severely restricted as per the Internal Revenue code due to the change in ownership. The Company's deferred tax assets are offset by a valuation allowance due to the uncertainty of the realization of the net operating loss carry forwards. Net operating loss carryforwards may be further limited by other provisions of the tax laws.

The Company's deferred tax assets, valuation allowance, and change in valuation allowance are as follows:

	Estimated	Change in

Period Ending	Estimated NOL Carry-forward	NOL Expires	Tax Benefit from NOL	Valuation Allowance	Valuation Allowance	Net Tax Benefit
April 30, 2010	$193,619	Various	$35,820	$(35,820)	$(8,070)	$ --
April 30, 2009	$150,000	Various	$27,750	$(27,750)	$ --	$ --

Income taxes at the statutory rate are reconciled to the Company's actual income taxes as follows:

Income tax benefit at statutory rate resulting from net operating loss carryforward	(15.00%)
State tax (benefit) net of federal benefit	(3.50%)
Deferred income tax valuation allowance	18.50%
Actual tax rate	0%

5. RELATED PARTY TRANSACTIONS

The Company's Chief Executive Officer & majority shareholder until November 20, 2009, advanced funds to pay creditors of the Company. During the year ended April 30, 2009, a total of $99,188 was advanced and $105,287 was owed at year end. Following the end of fiscal year 2009 and prior to the sale of his common stock on November 20, 2009, Danny Wettreich advanced additional funds to pay creditors of the Company. These advances were evidenced by a Demand Promissory Note of the Company to Mr. Wettreich, which Note was sold to an outside investor on November 20, 2009. (See note 6)

The Company uses the offices of its President for its minimal office facility needs for no consideration. No provision for these costs has been provided since it has been determined that they are immaterial.

6. NOTE PAYABLE

The July 20, 2010 Promissory Note is in the principal amount of $117,000, bears an annual interest rate of six percent, is due and payable on November 30, 2015 and is collateralized by all the assets of the Company. As of July 31, 2010 accrued interest payable is $4,850.

7. MINERAL LEASE AGREEMENT

The company entered into a mineral lease agreement with Timberwolf Minerals, Ltd. on June 11, 2010. The cost of the initial lease payment was capitalized according to ASC 805-20-55-37. The agreement calls for a series of lease payments to be made over a 6 year period, with a right to purchase all 10 unpatented mining claims before the start of the 7th year. The Company can terminate the lease by giving Lessor a 30 day written notice.

8. CHANGE OF CONTROL

On November 20, 2009, Jeffrey Rochlin entered into a Stock Purchase Agreement with Danny Wettreich pursuant to which Mr. Wettreich sold 42,753,819 shares of common stock of the Company, representing approximately 86.83% of the total issued and outstanding shares of common stock of the Company, for a total purchase price of $8,000.

Upon the closing of the purchase transaction, Mr. Rochlin acquired 42,753,819 shares of common stock, or approximately 86.83% of the issued and outstanding

Common Stock and attained voting control of the Company.

9. SUBSEQUENT EVENTS

The Company has evaluated events subsequent to July 31, 2010 to assess the need for potential recognition or disclosure in this report. Such events were evaluated through the date these financial statements were available to be issued. Based upon this evaluation, it was determined that no subsequent events occurred that require recognition or disclosure in the financial statements.

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ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

FORWARD LOOKING STATEMENTS The information in this report contains forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended (the "Exchange Act"). These forward-looking statements involve risks and uncertainties, including statements regarding the Company's capital needs, business strategy and expectations. Any statements contained herein that are not statements of historical facts may be deemed to be forward-looking statements. In some cases, you can identify forward-looking statements by terminology such as "may," "will," "should," "expect," "plan," "intend," "anticipate," "believe," "estimate," "predict," "potential" or "continue," the negative of such terms or other comparable terminology. Actual events or results may differ materially. In evaluating these statements, you should consider various factors, including the risks outlined from time to time, in other reports we file with the Securities and Exchange Commission (the "SEC"). These factors may cause our actual results to differ materially from any forward-looking statement. We disclaim any obligation to publicly update these statements, or disclose any difference between its actual results and those reflected in these statements. The information constitutes forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995.

BUSINESS AND PLAN OF OPERATION

The Company was incorporated in Colorado on September 5, 1975, and completed a public offering of its common stock in March 1976. The Company made several acquisitions and divestments of businesses. The Company was delisted from NASDAQ's Small Cap Market on February 26, 1998. In July, 1998 all employees of Camelot were terminated. Since the fiscal year ended April 30, 1999, the Company has had no operations, and all previous business activities have been discontinued. The Company has been inactive since that time and operating as a blind pool company seeking merger opportunities. Its directors and officers have since provided unpaid services on a part-time basis to the Company.

On November 6, 2009, the Company's common stock was accepted for quotation, effective November 9, 2009, on the OTC Bulletin Board ("OTCBB").

The Registrant has had no success in finding companies with which to merge. The basis on which future decisions to merge with the Registrant will be the opinion of Mr. Jeffrey Rochlin, President of the Registrant, regarding primarily the quality of the businesses that are to be merged and their potential for future growth, the quality of the management of the to be merged entities, and the benefits that could accrue to the shareholders of the Registrant if the merger occurred. The Registrant has no particular advantage as a blind pool company over any other blind pool company, and there can be no guarantee that a merger will take place, or if a merger does take place that such merger will be successful or be beneficial to the shareholders of the Registrant.

On June 11, 2010, the Company entered into a Mineral Lease Agreement (the

"Lease") with Timberwolf Minerals, Ltd. ("Timberwolf") to lease certain unpatented lode mining claims (the "Property") owned by Timberwolf located in Section 2, Township 2 North, Range 38 East and Section 35, Township 3 North, Range 38 East, Mt. Diablo Meridian in Esmeralda County, Nevada subject to the terms of the Lease. The Property consists of Claims BJ 101, 103, 105, 107, 109, 110, 112, 114, 116 and 118 with BLM Serial No. NMC# Lead File 1017556 (the "Claims").

The Company's new plan of operation is to conduct mineral exploration activities on the Property in order to assess whether the Claims possess commercially exploitable mineral deposits. (Commercially exploitable mineral deposits are deposits which are suitably adequate or prepared for productive use of a natural accumulation of minerals or ores). This exploration program is designed to explore for commercially viable deposits of gold, silver or other valuable minerals. (Commercially viable deposits are deposits which are suitably adequate or prepared for productive use of an economically workable natural accumulation of minerals or ores). The Company has not, nor has any predecessor, identified any commercially exploitable reserves of these minerals on our Claims. (A reserve is an estimate within specified accuracy limits of the valuable metal or mineral content of known deposits that may be produced under current economic conditions and with present technology). The Company is an exploration stage company and there is no assurance that a commercially viable mineral deposit exists on its Claims.

At this time the Company is uncertain of the extent of mineral exploration it will conduct before concluding that there are, or are not, commercially viable minerals on the Claims. Further phases beyond the current exploration program will be dependent upon numerous factors such as a geologist's recommendations based upon ongoing exploration program results and the Company's available funds.

LIQUIDITY AND CAPITAL RESOURCES

Net cash used by operating activities for the period ending July 31, 2010 was ($9,167) compared with $0 in the comparable period of 2009. Net cash used in investing activities for the period ending July 31, 2010 was ($11,457) compared with $0 in the comparable period of 2009. Net cash provided by financing activities for the quarter ended July 31, 2010 was $15,000 compared with $0 provided in the comparable period of 2009. Cash of $8,233 for the quarter ended July 31, 2010 compares with cash of $90 at July 31, 2009.

The Company does not have any plans for capital expenditures. The Company has negligible cash resources and will experience liquidity problems over the next twelve months due to its lack of revenue unless it is able to raise funds from outside sources. There are no known trends, demands, commitments or events that would result in or that are reasonably likely to result in the Company's liquidity increasing or decreasing in a material way except for the mineral lease agreement described below.

The future expected costs committed for the mineral lease agreement goes as follows:
Year 2, lessee pays $15,000. Year 3, lessee pays $20,000. Year 4, lessee pays $25,000. Year 5, lessee pays $50,000, Year 6, lessee pays $50,000. Before the start of the 7th year Lessee has the right to purchase all 10 leased mining claims for a cost of $5 million. At anytime the Company can terminate the lease by giving Lessor a 30 day written notice.

RESULTS OF OPERATIONS

The Company's revenue for the period ended July 31, 2010 was $0 compared with $0 in the comparable period of 2009. Net loss for the quarter ended July 31, 2010 was ($32,993) compared with loss of $(1,810) in the comparable period of 2009.

OFF-BALANCE SHEET ARRANGEMENTS

We do not have 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 that is material to investors.

ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

Not Applicable

ITEM 4. CONTROLS AND PROCEDURES

EVALUATION OF DISCLOSURE CONTROLS AND PROCEDURES

Disclosure controls are controls and procedures that are designed to ensure that information required to be disclosed in our reports filed under the Exchange Act is recorded, processed, summarized and reported, within the time periods specified in the SEC's rules and forms. Disclosure controls and procedures include, without limitation, controls and procedures designed to ensure that information required to be disclosed by a company in the reports that it files or submits under the Exchange Act is accumulated and communicated to the company's management, including its principal executive and principal financial officers, or persons performing similar functions, as appropriate to allow timely decisions regarding required disclosure. Our management carried out an evaluation under the supervision and with the participation of our principal executive and financial officer of the effectiveness of the design and operation of our disclosure controls and procedures pursuant to Rules 13a-15(e) and 15d-15(e) under the Securities Exchange act of 1934 ("Exchange Act"). Based upon that evaluation, the Company's principal executive and financial officer has concluded that the Company's disclosure controls and procedures were effective as of July 31, 2010.

CHANGES IN INTERNAL CONTROL OVER FINANCIAL REPORTING

There were no significant changes in our internal control over financial reporting during the quarter ended July 31, 2010, that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

PART II

OTHER INFORMATION

ITEM 1. LEGAL PROCEEDINGS

We know of no material, active or pending legal proceedings against the Company, nor are we involved as a plaintiff in any material proceeding or pending litigation. There are no proceedings in which any of our directors, officers or affiliates, or any registered or beneficial shareholder, is an adverse party or has a material interest adverse to our interest.

ITEM 1A. RISKS FACTORS

Not applicable

ITEM 2. UNREGISTERED SALES OF EQUITY SECURITIES AND USE OF PROCEEDS

Not applicable

ITEM 3. DEFAULTS UPON SENIOR SECURITIES

Not applicable

ITEM 4. REMOVED AND RESERVED

ITEM 5. OTHER INFORMATION

a) None

b) None

ITEM 6. EXHIBITS

Exhibits required by Item 601 of Regulation S-K:

Exhibit Number	Description of Exhibit
3.1	Articles of Incorporation (*)
3.2	Bylaws (*)
31	Certification of Principal Executive and Principal Financial Officer filed pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
32	Certification of Principal Executive and Principal Financial Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.

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* Incorporated by reference herein from the Company's Registration Statement on Form 10 filed on June 23, 1976 with the SEC.

SIGNATURE

In accordance with Section 13 or 15(d) of the Securities Exchange Act, the Registrant caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

Date: September 14, 2010

CAMELOT CORPORATION

By: /s/ Jeffrey Rochlin

Jeffrey Rochlin
Principal Executive Officer
Principal Financial Officer and Director