# OTC DISCLOSURE AND NEWS SERVICE

# COMPANY INFORMATION AND DISCLOSURE STATEMENT

(January 15, 2010)

# TARGET DEVELOPMENT GROUP, INC.

<u>WYOMING</u> (State of Incorporation) 91-1906973 (IRS Employer Identification No.)

1428 CHESTER STREET

<u>SPRINGDALE, AR 72764</u>

(Address of Principal Executive Offices)

479-751-4500 (Issuer's Telephone Number)

REGARDING MANAGEMENT'S DISCUSSION OF OPERATIONS AND OTHER DISCLOSURES RELATING TO THE ACQUISITION OF TRUMAN PRESS, INC., d/b/a "HANNOVER HOUSE"



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#### FORWARD-LOOKING STATEMENTS

This disclosure statement contains "forward-looking statements" within the meaning of the Private Securities Litigation Reform Act of 1995. In some cases you can identify forward-looking statements by terms such as "may", "intend", "will", "could", "would", "expects", "believe", "estimate", or the negative of these terms, and similar expressions intended to identify forward-looking statements.

These forward-looking statements reflect our current views with respect to future events and are based on assumptions and are subject to risks and uncertainties. Also, these forward-looking statements present our estimates and assumptions only as of the date of this disclosure statement. Except for our ongoing obligation to disclose material information as required by federal securities laws, we do not intend to update you concerning any future revisions to any forward-looking statements to reflect events or circumstances occurring after the date of this disclosure statement.

Actual results in the future could differ materially and adversely from those described in the forward-looking statements as a result of various important factors, including the substantial investment of capital required to produce and market films and television series, increased costs for producing and marketing feature films, budget overruns, limitations imposed by our credit facilities, unpredictability of the commercial success of our motion pictures and television programming, the cost of defending our intellectual property, difficulties in integrating acquired businesses, and technological changes and other trends affecting the entertainment industry.

# ITEM I Exact Name of Issuer and Address of Issuer's Principal Executive Offices

The name of our Company, also referred to the "Issuer" or "TDGI", is TARGET DEVELOPMENT GROUP, INC. The Company's principal executive offices and related contact information is as follows:

Our Contact Information: Contact Person:

Target Development Group, Inc.

Hannover House

1428 Chester St.

Springdale, AR 72764

Tel. 479-751-4500

Fax: 479-751-4999

D. Frederick Shefte, President
TDGI-Hannover House
1428 Chester St.
Springdale, AR 72764

Springdale, AR 72764

Tel. 479-751-4500

Fax: 479-751-4999

www.TargetDevelopmentGroup.com www.HannoverHouse.com

dfs.HannoverHouse@sbcglobal.net

# ITEM II Number of Authorized and Outstanding Securities

The following is true and correct, per our transfer agent, as of and at the period ending on 08 January 2010:

a.	Pre-Acquisition number of shares outstanding:	150,870,610
b.	Shares issued in retirement of TDGI debts (and in consideration of corporate funding)	200,000,000
c.	Shares returned to Treasury Stock	<49,000,000>
<u>d.</u>	Total number of shares in issue:	301,870,610
e.	Shares pending issuance for Hannover acquisition *	159,336,082
f.	Shares pending issuance for Management compensation:	10,000,000
g.	Series "A" Preferred Shares (voting only, no par value):	1,000,000
h.	Total number of registered shareholders **	163

<sup>\*</sup> Target shares being issued to or otherwise exchanged for shares in Truman Press, Inc. ("Hannover House") were previously reported by Target in December as being issued, but had actually only been reserved, pending issuance, according to the shareholder reports from Standard Registrar and Transfer Company, Inc.

<sup>\*\*</sup> Detailed listing of shareholders from Standard Registrar and Transfer Company, Inc. as of Jan. 8, 2010 counts Cede & Company as one shareholder, although management believes that the 42 separate share certificates being held by Cede & Company (totaling 155,821,368 shares and representing approximately 51.6% of all shares in issue) most likely represent multiple, individual shareholders.

#### ITEM III Management's Discussion of Recent Activities

As previously disclosed and posted, effective as of Dec. 1, 2009, the Board of Directors of Target Development Group, Inc., ("Target") consummated the acquisition of Truman Press, Inc., d/b/a "Hannover House" ("Hannover"). The transaction was conducted as a stock-for-stock swap under Internal Revenue Code Section 368. In the past six weeks following the acquisition of Hannover House, management has consummated new property acquisitions and other corporate activities that have or will improve the stature of Target and have or will enhance the value of the assets and activities of the company. The following paragraphs summarize some of the key activities being pursued as well as those ventures already completed or otherwise consummated for the benefit of Target and Hannover House.

III a). Distribution Venture for the Elite Entertainment and FOCUSFilm Libraries -Hannover has entered into a distribution venture with Elite Entertainment and FOCUSFilms for the sales, marketing and general distribution of their properties into the USA home video (DVD and Blu-Ray) markets, and to domestic Video-On-Demand and Television markets on an "as available" basis for selected titles within the Elite and FOCUSFilm libraries. As of Jan. 15. 2010, the total number of titles within the Elite Entertainment and FOCUSFilm libraries totaled 61 titles. Additionally, both companies plan to provide Hannover with new releases in 2010 and 2011, which are expected to add approximately 20 additional titles to the venture. Excluding marketing, replication and fulfillment costs, the costs for this acquisition to Target-Hannover is \$333,000 structured as a recoupable advance payment against revenues otherwise due to Elite Entertainment and FOCUSFilms. Target-Hannover has commenced payments under this agreement, and will continue to fund additional installments for this acquisition from existing cash flow and existing corporate financing. For 2010 and 2011, Target-Hannover forecast sales from these two libraries along with the new release titles being provided from these two companies is expected to generate approximately \$6.3-million in gross revenues, with fees and other margins to Target-Hannover of approximately \$1.26-million (plus recoupment of all costs, including the acquisition advance).

III b). Acquisition of Two, High-Profile Theatrical Titles — In December, Target-Hannover executed agreements for the acquisition of all North American distribution rights to two, high-profile titles, suitable for national theatrical release. As agreed with the program rights licensors, Target-Hannover has not yet announced specifics about these properties, pending a coordinated news release to be timed for maximum benefit. Target-Hannover expects that these two titles, and possibly other new acquisitions now under negotiations, will be announced at (or before) the 2010 ShoWest Convention in Las Vegas (March 15 - 18, 2010) which is a traditional venue for announcements covering mainstream theatrical titles. Based upon Target-Hannover's current release plans for each of these two titles (to theaters, television and video markets), the Company forecasts gross sales of approximately \$12-million with fees and margins of approximately \$3-million, most of which are expected to be realized during 2010.

<u>III c). Major Title Acquisition Activities</u> – Target-Hannover is pursuing a variety of higher-profile, theatrical-caliber titles for acquisition, and will be attending the 2010 Sundance Film Festival as a recognized, industry film buyer. Four of the key titles currently being pursued by Target-Hannover would likely be characterized as "major release" titles, each capable of generating \$40-million or more in domestic revenues. Despite current negotiations and progress toward acquiring these properties, there can be no guarantee that Target-Hannover will ultimately prevail as the USA Distribution rights licensor to any of these titles.

- <u>III d). Other Title Acquisitions</u> In December, Hannover executed agreements with Central Film Company and Plaza Entertainment authorizing Target-Hannover to be the USA distributor for a total of ten new release video titles. The acquisition cost for these titles was limited to art and master delivery material expenses. For 2010 and 2011, Target-Hannover forecast sales from these ten titles to generate approximately \$1.5-million in gross revenues, with fees and other margins to Target-Hannover of approximately \$375,000 (plus recoupment of all costs).
- III e). Enhanced Acquisition Activities for Literary Properties In respect of the generally higher profit-margins available to Target-Hannover from the release of books (as compared with margins realized from the release of videos), the Company expects to license the publishing rights to four additional book properties for release in 2010, and plans to announce each title acquisition individually. Royalties due to book authors under publishing-industry standards are accrued at much lower levels than royalties due to film and video rights licensors for movies and television properties. Additionally, with the emergence of electronic publication channels (such as Amazon's "Kindle" and Barnes & Noble's "Nook" formats), Hannover House can further improve profit margins by eliminating the costs of book printing and physical delivery of printed copies. The book titles now under license by Hannover (or being pursued for license and release in 2010) for the most part are projects that could also be developed into feature length films. In recent years, book projects categorized as "movie tie-ins" have dominated the publishing industry's best-sellers lists, and are currently represented by movie-book mutual hits such as "The Blind Side," "The Lovely Bones", "Twilight: New Moon" and other literary franchises such as "Harry Potter" and "Lord of the Rings."
- <u>III f). New Releases for Winter-Spring, 2010</u> Target-Hannover has announced the following titles, which are now being advertised, promoted and generally solicited to key retailers and wholesale distributors.
  - III f-1). "2 Dudes and a Dream" is a contemporary comedy about two unlikely stars trying to break into Hollywood. <u>www.2DudesAndADream.com</u> / USA video release date is February 9, 2010 (DVD and Blu-Ray).
  - III-f-2). "**War Eagle, Arkansas**" is an acclaimed drama that won top honors at more than twenty film festivals in North America. <u>www.WarEagleArkansas.com</u> / USA video release date is April 6, 2010 (DVD, Blu-Ray and V.O.D.).
  - III-f-3). "Chelsea on the Rocks" is a documentary from Abel Ferrara about the notorious history of New York's Chelsea Hotel. <u>www.ChelseaOnTheRocks-TheMovie.com</u> / USA video release date is May 4, 2010 (DVD and Blu-Ray).
  - III-f-4). "Made in the USA" is the eagerly anticipated new book from Barr McClellan, author of the # 1 best-seller, "Blood, Money and Power: How L.B.J. Killed J.F.K." / USA book release date is Mar. 9, 2010.
  - III-f-5). "**Bobby Dogs**" is a contemporary drama about a man's struggle to overcome alcoholism and rebuild his life. <u>www.BrooklawnProductions.com/BobbyDogs</u> / USA video release date is May 4, 2010 (DVD, Blu-Ray and V.O.D.).

The five titles listed on the previous page are being released by Hannover House under a venture with Producer's Releasing Organization, Inc. under terms which the Company deems to be beneficial.

- III-f-6). "**Sensored**" is a suspense-thriller starring sci-fi legend Robert Piccardo (multiple feature film and television credits, including "Stargate Atantis", "Stargate SGI", "Star Trek:Voyager"). <a href="www.SensoredTheMovie.com">www.SensoredTheMovie.com</a> (KeJo Productions, LLC) / USA video release date is April 6, 2010 (DVD, Blu-Ray and V.O.D.).
- III-f-7). "**The Hiding**" is a horror film about the plight of a displaced young family as they navigate through a haunted woods. (Central Film Company) / USA video release date is Feb. 9, 2010 (DVD).
- III-f-8). "American Drug War" is the acclaimed documentary about the U.S. government's war-on-drugs. <u>www.AmericanDrugWar.com</u> (SCP Enterprises) / USA video release date is Feb. 9, 2010 (DVD).

# ITEM IV Re-cap of Acquisition of Hannover House

Effective as of Dec. 1, 2009, the Board of Directors of Target Development Group, Inc., ("Target") consummated the acquisition of Truman Press, Inc., d/b/a "Hannover House" ("Hannover"). The transaction was conducted as a stock-for-stock swap under Internal Revenue Code Section 368. Hannover was established in 1993 as a California corporation. The company is an entertainment media distributor, specializing in the manufacture and release of pre-recorded movies and programs onto DVD and Blu-Ray video devices, and the publication of literary and non-fiction books. As of Dec. 1, 2009, Hannover owned or controlled a significant library of film, video, television and literary properties, with approximately seventy-five (75) items in current release. Recent and current titles from Hannover are available at most major retailers in the U.S. market, including (listed alphabetically): Amazon.com, Barnes & Noble, Best Buy, Blockbuster, Borders, Christian Book Outlet, Family Christian Stores, Hastings, Hollywood Video, Movie Gallery, Netflix and WalMart. Hannover is also active in the release of higher-profile films to theaters and to the domestic (North American) television markets. The principal executives of Truman Press, Inc., d/b/a "Hannover House" are Eric Parkinson, CEO ("Parkinson") and D. Frederick Shefte, President ("Shefte").

#### a). Terms of Acquisition

Under the terms of the acquisition and stock-swap agreement, Parkinson and Shefte exchanged one-hundred-percent (100%) of the shares of Truman Press, Inc., d/b/a "Hannover House" for 159,336,082 restricted shares of Target Development Group, Inc. common stock, collectively representing sixty-one percent (61%) of the total shares in issue following the completion of the acquisition and stock swap agreement. In addition, a total of 1,000,000 Target Series A Preferred Stock shares were authorized to be issued to Parkinson and Shefte. As of Jan. 15, 2010, neither the restricted shares nor the Preferred shares had been issued, but have been noted as reserved, pending issuance. Parkinson and Shefte were elected as officers and directors of Target and accepted positions on the Board of Directors of Target. Effective December 1, 2009, Parkinson became the Chairman and Chief Executive Officer of Target and Shefte became the President of Target.

#### b). Additional Actions Relating to Hannover House Acquisition

Company debt as well as to secure equity capital and refocus the Company's activities into the entertainment and media sectors. In consideration for the return of 49-million shares of TDGI stock back into the Company treasury, Target released any and all claims and any and all of its rights or title to real estate property activities previously being pursued by Target, which the Company feels to be a fair and reasonable consideration. Additionally, in consideration for the conversion of approximately \$300,000 in corporate debt as well as in consideration for the placement of up to \$1.5-million in general funding for Target, the Company approved the issuance of 200-million shares of stock to a third-party, private investment group, which the Company feels to be fair and reasonable consideration.

#### c). Valuation of Hannover House Acquisition

Hannover House is one of only twelve "full-service" entertainment distributors in the USA market, and controls direct and valuable access to key retailers for placement of books and video products. Target feels that the true value of the Hannover acquisition will be realized with the release of the Company's upcoming theatrical titles and the significant revenue streams likely to be generated. Notwithstanding the goodwill value of the Company's distribution pipeline and favorable revenue forecasts, Hannover House owns or controls significant assets, including a large film library, DVD and book product inventories and motion picture production equipment and facilities. As of September 30, 2009, the unaudited and unreviewed balance sheet for Hannover listed total assets of \$21,112,938, including a library valuation of \$16,015,670 (the value of the Hannover library does not include recently acquired titles and other libraries added since Dec. 1, 2009). Target believes that the acquisition and stock-swap agreement with Hannover which calls for the issuance of 159,336.082 restricted shares of Target delivers a substantial value to other Target shareholders. Excluding the value of the ongoing operations of Hannover, the direct and immediate balance sheet benefit of the Hannover House assets and library relative to the total number of Target shares exchanged to acquire Hannover represents a valuation of approximately \$.13 per share.

# ITEM V Video-On-Demand and other Distribution Developments

Target-Hannover consummated an agreement in December for the delivery of the Company's film and video library and new release titles via a soon-to-be-launched Video-On-Demand venture with one of the world's largest and most recognized companies (details for which are still subject to non-disclosure and confidentiality agreements). Target-Hannover feels that this new agreement – and other agreements with Fortune 100 ranked companies – will collectively provide broader and more direct coverage of Company's library to Video-On-Demand suppliers and will generate significant revenues for Target-Hannover in 2010 and the years beyond. Target-Hannover hopes to announce the details of its V.O.D. relationships in the coming weeks, subject to the approval of these major venture partners.

#### V-a) Activities to Acquire or Resurrect Hemdale Communications

Target CEO Eric Parkinson formerly held the CEO positions at Hemdale Communications, Inc. and Hemdale Home Video, Inc. from 1991 through 1996 ("Hemdale"). Hemdale was a well-known and respected film production and distribution company responsible for many, major titles such as (and including) "Terminator", "Platoon", "The Last Emperor", "Hoosiers" and more than 100 others. In December, on behalf of Target-Hannover, Parkinson initiated discussions with the other principal shareholders of Hemdale (or their heirs or assignees) regarding the possible resurrection of the company or the purchase of the company name as a brand label for some of the higher-profile titles that Target-Hannover may choose to release. As of the date of this Disclosure Statement, no formal agreements have been made regarding Hemdale, and there can be no guarantee or assurances that Target-Hannover will ultimately prevail in its efforts to obtain control over this recognized, independent film studio brand.

# ITEM VI Corporate Financing and Forecasts

Target has entered into a corporate financing agreement for the placement of working capital funding up to \$1,500,000, which is currently in effect and performing. Target has also made significant progress towards finalizing a "Prints and Advertising" fund venture to provide the Company with up to \$5,000,000 for the acquisition and release of mid-level theatrical titles, which venture has progressed into the documentation stage (referred to hereunder as the "P&A Fund"). Target has also initiated discussions with several significant funding sources for an off-balance-sheet financing for \$16.5-million, to be utilized in pursuit of the purchase of a major film franchise, details for which are subject to non-disclosure and confidentiality agreements (the "Franchise Venture"). Despite the current progress, there can be no guarantee or assurance that Company will successfully consummate agreements for either the P&A Funding Venture or the Franchise Venture.

<u>VI-a). Base Business Forecasts for 2010</u> – Based upon the Company's current release slate of 30 video releases, 4 theatrical titles and 5 books in 2010 (as well as revenues to be derived from the Company's existing library plus the Elite Entertainment and FOCUSFilm libraries), management forecasts \$17-million as "Base Business" gross revenues for 2010, with pre-tax margins of approximately \$3.75-million.

VI-b). Key Title Anticipated Forecasts for 2010 – Subject to the Company's successful closing of the financing venture for the P&A Fund (or any other comparable financing venture), and subject to the acquisition of at least two of the key titles now being pursued for national theatrical release, Target-Hannover believes that an additional \$22-million in gross revenues (generating an additional \$4.8-million in pre-tax margins) is realistically obtainable to be added to the Company's base Business Forecasts for 2010.

<u>VI-c). Franchise Venture Forecasts</u> – Due to a myriad of unknown factors relating to the Company's pursuit of off-balance sheet financing in order to pursue a major entertainment Franchise Venture, no forecasts are currently available. However, the Franchise Venture being pursued is for a property which has generated feature films and television products with a cumulative, worldwide gross of more than \$2-billion to date from previously released programs. Accordingly, the sales forecasts for Target-Hannover, should Company ultimately prevail in its pursuit of the Franchise Venture, would likely be in the range of more than \$100-million.

VI-d). General Operations, Administration and Overhead – The executives and managers of Target-Hannover House believe that the Company's Overhead and G&A costs are extremely conservative and significantly lower than the entertainment industry average. This lowered expense for basic overhead should enable Target-Hannover to realize greater profit margins than its competitors, and in doing so, deliver a greater value to the Company's shareholders. On December 15, 2009, the board of directors of Target accepted and approved the employment agreements that were already in place at Hannover House for the services of Eric Parkinson and D. Frederick Shefte. The Company also approved the hiring of middle management positions including a Director of Marketing, a Director of Sales and an Accountant-Controller, along with administrative support staff as needed. Notwithstanding the costs of these anticipated new hires, the estimated Overhead / Base G&A costs for Target-Hannover in 2010 (inclusive of salaries to key executives) are forecast at a total of \$690,000. This 2010 overhead total has been included within the Base Business Forecasts listed above on line item V-a.

<u>VI-e</u>). <u>Financial Statements and other Financial Filings</u> — Company is scheduled to commence a full audit for the year ending 12-31-2009 in late January, 2010. Preliminary figures, from management prepared worksheets are expected to be posted in late January, prior to the completion of the audit. The Company has engaged Hogan Taylor, LLP as its auditing firm.

#### ITEM VII Certifications

# I, ERIC F. PARKINSON, hereby certify that;

- (1) I have reviewed the Disclosure Statement covering the acquisition of Truman Press, Inc. d/b/a "Hannover House" and other Management Activities and Discussions regarding Target Development Group, Inc.
- (2) Based on my knowledge, this Disclosure Statement does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this Disclosure Statement.
- (3) Based on my knowledge, the financial information included or incorporated by reference in this Disclosure Statement, fairly present in all material respects the financial condition, results of operations, and cash flows of the Issuer as of, and for, the periods presented in this Disclosure Statement.

Dated: 15 January 2010

\_\_/s/ \_

By: Eric F. Parkinson

Title: Chairman and Chief Executive Officer