# COMPANY INFORMATION AND DISCLOSURE STATEMENT 

(March 11, 2011)

## TARGET DEVELOPMENT GROUP, INC.

WYOMING<br>(State of Incorporation)

91-1906973
(IRS Employer Identification No.)

1428 CHESTER STREET
SPRINGDALE, AR 72764
(Address of Principal Executive Offices)
479-751-4500
(Issuer's Telephone Number)

# REGARDING SUPPLEMENTAL DISCLOSURE OF AGENDA ITEMS AND RESOLUTIONS FROM THE BOARD OF DIRECTORS MEETING OF MARCH 11, 2011 



HANNOVER HOUSE

## TABLE OF CONTENTS

# ITEM I Exact Name of Issuer and Address of Issuer's Principal Executive Offices <br> Page 2 

$\begin{array}{ll}\text { ITEM II Shares Outstanding } & \text { Page } 2\end{array}$
$\begin{array}{lll}\text { ITEM III } & \begin{array}{l}\text { Disclosure of Resolutions \& Agenda Items from } \\ \text { Board of Directors Meeting of March, 11, } 2011\end{array} & \text { Page 3 }\end{array}$
ITEM VI Certifications
Page 5
$* * * * * * * * * *$

## 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 forwardlooking 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 forwardlooking 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:
Target Development Group, Inc.
Hannover House
1428 Chester St.
Springdale, AR 72764
Tel. 479-751-4500
Fax: 479-751-4999
www.TargetDevelopmentGroup.com

## Contact Person:

D. Frederick Shefte, President

TDGI-Hannover House 1428 Chester St.
Springdale, AR 72764
Tel. 479-751-4500
Fax.: 479-751-4999
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 March 10, 2011:
a. Total shares in issue as of 3-10-11:
b. Above Shares Restricted From Sale: 159,336,082

TOTAL SHARES IN ISSUE:
471,958,775
c. Series "A" Preferred Shares (voting only, no par value): $1,000,000$
d. Addl. Shares reserved for Corporate Financing Venture: $15,000,000$

## ITEM III Disclosure of Resolutions and Agenda Items from Board of Directors Meeting of Friday, March 11, 2011

The Board of Directors of Target Development Group, Inc. held a meeting on Friday, March 11, 2011 at the company's principal offices in Springdale, Arkansas. The meeting commenced at 10:00-am Central Time and covered the agenda items and actions taken by the Board as described below:

Agenda Item 1). EXPANSION OF THE BOARD OF DIRECTORS FOR TARGET DEVELOPMENT GROUP, INC. - The Board voted unanimously to expand the number of members for the Board of Directors from the current level of two (specifically Eric Parkinson and D. Frederick Shefte) to five members, effective July 1, 2011 or as soon as qualified board candidates can be identified, proposed and approved by a majority of shareholders. Shefte suggested that the three new positions be weighted for preference as being "outside" directors that are not also day-to-day managers of Target or Hannover House.

Agenda Item 2). APPROVAL OF MULTIPICTURE VENTURE WITH PATRIOT FILMS - The Board voted unanimously to approve the terms of a three-picture distribution venture to handle distribution of specific media rights in films produced by or through Los Angeles based Patriot Pictures, commencing with the summer theatrical release of the \$11-million dollar romantic-comedy, "All's Faire in Love." Under the venture, Patriot and Hannover House would jointly distribute the films theatrically, with television and home video rights being handled through a major studio relationship in place with Patriot Pictures. In order to comply with certain announcement restrictions imposed under this venture, the name of the studio being utilized by Patriot Pictures has been withheld from this disclosure statement. Patriot Pictures, and the principals of the company (most notably Michael Mendelsohn) are responsible for the financing and production of more than three-hundred major motion pictures including "The Matrix", "Sleepy Hollow", "The Hurricane", "Lord of War", "Material Girls" and "What Women Want." The three-picture venture with Hannover House will launch with "All's Faire In Love" and two additional and comparable titles to be announced. Under the terms of the venture, Hannover House will earn distribution fees, recoupment of costs, a premium participation for funds expended and a pro-rata lien against revenues from the major studio partner to fully collateralize any unrecouped investments from P\&A expenditures. Due to the high caliber of the films being produced by and through Patriot Pictures, as well as the terms of the agreement, the Board unanimously approved the venture.

Agenda Item 3). UPDATE ON BLOCKBUSTER, INC. VENTURE - A discussion was held concerning court actions of Thursday, March 10 in the bankruptcy matter for Blockbuster, Inc. It was determined that the court rulings made were consistent with those steps required in order for Target / Hannover House to proceed with the assembly of an investor group and competitive bid for the prospective acquisition of the company. The Board authorized the execution of the Confidentiality Agreement for data and records review. The Board also unanimously approved the proposed terms under which specific private investors and / or financial services companies will be solicited for involvement in a bid. In furtherance of the activities to assemble financing partners, the Board authorized additional expenditures to be incurred for due diligence consultants, legal representation, and travel expenses (for New York and Los Angeles) likely to be required over the next two weeks.

Parkinson and Shefte both acknowledged that the assembly of sufficient financing for a competitive bid will be difficult under the time constraints prescribed by the court. But due to the resources and legitimacy of the financing parties involved and the potential value of the acquisition, the company could justify the expenses of the venture as a reasonable risk worth pursuing.

Agenda Item 4). UPDATE ON AUDIT STATUS AND LIBRARY VALUATION - Shefte discussed the status of the company records covering the years 2008, 2009 and 2010, and the new software systems implemented by recently hired corporate controller Eduardo Suarez-Moreno. In order to maximize profits and efficiency, Moreno has begun importing all transactional data into a consolidated software platform that simplifies the allocation of overhead, freight and other previously expensed items against the applicable title sales histories. It is believed that this move will significantly increase the company's profitability (both for restated earnings in these prior years as well as on a going-forward basis), and will simplify the company's accounting workload for compliance with future reporting requirements and deadlines. Shefte stated that the consolidated software platform will also simplify and expedite the audit processes that will commence though Hogan-Taylor once completed. Timeline for the completion of data entry is set at April $1^{\text {st }}$, after which time all records will be turned over to Hogan-Taylor. In a related matter, the Library Valuation Opinion Letter and Report from Szwak Consulting Group was completed and is expected to be posted next week. The completion of the Library Valuation was a key component to satisfying the audit requirements, as the company's film and video library valuation represents a significant component of the balance sheet assets, and required independent, third-party verification. Tom Szwak, General Manager of Szwak Consulting Group, is a 30 -year veteran of the entertainment industry. He was previously Senior Vice President of Blockbuster, Inc., as well as the senior executive at Republic Pictures Home Entertainment. Szwak is a recognized expert in the home video and entertainment industries, and is frequently engaged on a consultation basis for the major studios due to his intimate and extensive knowledge of retail trends and title values.

Agenda Item 5). UPDATE ON GRAHAM FINANCIAL SERVICE VENTURE AND AUTHORIZATION TO PROCEED - Fred Shefte reported on the initial results and activities of the corporate financing venture between Target Development Group, Inc. and Graham Financial Services, Inc. During the previous month, approximately four-hundred-thousand dollars have been generated for Target Development Group, Inc. by Graham Financial Services, representing a funding rate twice as fast as originally anticipated. Shefte proposed that the company authorize and reserve an additional fifteen-million shares for potential issuance via Graham Financial in order to work towards the total financing goal of two-million dollars under the pact. In a separate matter involving Graham Financial, the Board agreed to approve the transference of the distribution pact for the upcoming feature film, "Daddy's Little Hero" (aka "Lucky Charms") from the prior licensor, SGP Ventures, LLC over to Graham Financial Services, Inc., subject to the completed film being materially consistent with the expectations as prescribed in the original agreement for worldwide distribution rights.

Agenda Item 6). CORPORATE VENTURE OR AFFILIATION WITH GAUMONT Further to previous communications that have occurred with Paris-based Gaumont, S.A., the Board authorized Parkinson and Shefte to continue discussions and negotiations regarding a possible distribution relationship, equity participation, credit line and product label venture between the companies.

Agenda Item 7). REPORTING COMPLIANCE ISSUES - Shefte reported that a lengthy letter of acknowledgement, certifying that the company has fully complied with all reporting requirements for the Pinksheets, was being drafted by corporate counsel Charles M. Kester. The completion date for the letter and posting was forecasted as being Friday, March 18, 2011. As a result of the posting of a compliance letter, Shefte indicated that he expected that the "Yield" symbol now appearing on the Pinksheets listings for Target Development Group, Inc. would likely be removed.

There being no further business requiring action by the Company's Board of Directors, the meeting was adjourned at 11:10 am CST.

SET FORTH THIS $11^{\text {th }}$ DAY OF MARCH, 2011
(s)
D. Frederick Shefte, Secretary

## ITEM IV Certifications

I, ERIC F. PARKINSON, hereby certify that;
(1) I have reviewed the Disclosure Statement covering the Board of Director's Minutes and Agenda Items for the meeting of Friday, March 11, 2011 on behalf of Target Development Group, Inc. and its operating subsidiary, Hannover House;
(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: 11 March 2011
/s/
By: Eric F. Parkinson
Title: Chairman and Chief Executive Officer

