Keating Neal J
Form 4
December 28, 2012

FORM 4

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
Keating Neal J

(Last) (First) (Middle)

10 THATCHER TERRACE

(Street)

FARMINGTON, CT 06032

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading Symbol
HUBBELL INC [HUBA, HUBB]

3. Date of Earliest Transaction (Month/Day/Year)
12/26/2012

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

__X__ Director _____ 10% Owner
_____ Officer (give title below) _____ Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)
_X_ Form filed by One Reporting Person
___ Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(*e.g.*, puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)

	Derivative Security			(A) or Disposed of (D) (Instr. 3, 4, and 5)						
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Directors Deferred Compensation Stock Unit (1)	(1)	12/26/2012		A		4.846		(2)	(2)	Class A and Class B Common Stock	4.846
Director Deferred Restricted Class B Share Units (4)	(4)	12/26/2012		A		7.643		(4)	(4)	Class B Common Stock	7.643

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Keating Neal J 10 THATCHER TERRACE FARMINGTON, CT 06032	X			

Signatures

Megan C. Preneta, Attorney-in-fact for Neal J. Keating	12/28/2012
**Signature of Reporting Person	Date

Explanation of Responses:

***** If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

****** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

(1) Each Director Deferred Compensation Stock Unit consists of one share each of Class A and Class B Common Stock credited as units under Hubbell's Deferred Compensation Plan for Directors, as amended and restated.

(2) Deferred Units are payable commencing six months following the reporting person's retirement or separation from the Board.

(3) Unit price consisting of the closing price of one share each of Class A and Class B Common Stock.

(4) Each Director Deferred Restricted Class B Share Unit is the economic equivalent of one share of Class B Common stock. The Director Deferred Restricted Class B Share Units vest on the date of the next regularly scheduled Annual Meeting of Shareholders to be held in 2013. Vested Director Deferred Class B Share Units will continue to be deferred until payout. Director Deferred Class B Share Units are payable commencing six months following the reporting person's retirement or separation from the Board.

(5) Unit price consisting of the closing price of one share of Class B Common Stock.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number. PLAY: block; MARGIN-LEFT: 0pt; MARGIN-RIGHT: 0pt" align="justify">IntelliCell's's founder Dr. Steven Victor has agreed to assign to IntelliCell, all of his right, title and interest in and to two provisional patents filed by him that IntelliCell intends to utilize in furtherance of its business. The application numbers and titles for these patents are:

- 61/427,221; UltraSonic Cavitation of Adipose Tissue to produce stromal vascular fraction; and
- 61/384,183; Stromal Vascular Fraction (SVF) or adipose derived regenerative cells (ADRC) used for intradermal injections for wrinkles, skin tightening, hair growth and mucous gum regenertaion

Government Regulation

The health care industry is highly regulated in the United States. The federal government, through various departments and agencies, and state and local governments regulate and monitor the health care industry. The following is a general overview of the laws and regulations pertaining to our business.

Human cells, tissues, and cellular and tissue-based products ("HCT/Ps") Regulation

The U.S. Food and Drug Administration (the "FDA") regulates the manufacture of human cells, tissues, and cellular and tissue-based products ("HCT/Ps") under the authority of Section 361 of the Public Health Safety Act ("PHS Act") and exercises this authority pursuant to the regulations governing HCT/Ps in Part 1271 in Title 21 of the Code of Federal Regulations.

The FDA regulatory requirements for HCT/Ps, such as IntelliCells, are complex and evolving. The FDA sets forth criteria for determining whether an HCT/P can be regulated solely under Section 361 of the PHS Act, i.e., as a "361 HCT/P." A 361 HCT/P is regulated solely as an HCT/P, without additional regulation as a medical device, drug, or biologic.

Under the FDA regulations, an HCT/P qualifies as a 361 HCT/P if it meets all of the following criteria: (i) it is minimally manipulated; (ii) it is intended for homologous use only, as reflected by labeling, advertising, or other indications of the manufacturer's objective intent; (iii) it is not combined with a device, drug or biologic (with limited exceptions); and (iv) either (a) it does not have a systemic effect and is not dependent upon metabolic activity for its primary function (with certain exceptions) or (b) it does have a systemic effect or is dependent upon metabolic activity for its primary function and is intended for certain uses, including autologous use. Such 361 HCT/Ps may be commercially distributed without the FDA's premarket clearance or approval. The FDA permits manufacturers to proceed to market based upon a self-determination that a product qualifies as a 361 HCT/P. The FDA reserves the right to disagree, and also has voluntary procedures for obtaining an advance agency determination. We believe the autologous stem cells that are derived from the IntelliCells process meet the FDA's requirements to be regulated solely as 361 HCT/Ps, and have proceeded to market on that basis.

The regulatory requirements of 21 C.F.R. Part 1271 applicable to HCT/Ps include the following:

- registration and listing of HCT/Ps with the FDA;
- current good tissue practices, specifically including requirements for the facilities, environmental controls, equipment, supplies and reagents, recovery of HCT/Ps from the patient, processing, storage, labeling and document controls, and distribution and shipment of the HCT/Ps to the laboratory, storage, or other facility;
- tracking and traceability of HCT/Ps and equipment, supplies, and reagents used in the manufacture of HCT/Ps;
- adverse event reporting;
- FDA inspection;
- importation of HCT/Ps; and
- abiding by any FDA order of retention, recall, destruction, and cessation of manufacturing of HCT/Ps.

Intellicell believes the donor screening requirements in Part 1271 do not apply because our product is made from autologous tissue.

Possible Additional FDA Device, Drug, or Biologic Regulatory Requirements

If the FDA were to disagree with our conclusion that IntelliCells qualify as a 361 HCT/P, then IntelliCells could be subject to additional FDA regulatory requirements applicable to medical devices or drugs under the Federal Food, Drug, and Cosmetic Act ("FDC Act") or biological products under Section 351 of the PHS Act and implementing regulations, depending upon which of these categories FDA concluded applies to IntelliCells.

Medical Device Regulation

The FDA regulates the design/development process, clinical testing, manufacture, safety, labeling, sale, distribution, and promotion of medical devices under the FDC Act. Included among these regulations are premarket clearance and premarket approval requirements, and the Quality System Regulation (which imposes Good Manufactureing Practice requirements). Other statutory and regulatory requirements govern, among other things, registration and inspection, medical device listing, prohibitions against misbranding and adulteration, labeling, and post-market reporting.

The regulatory clearance/approval process can be lengthy, expensive, and uncertain. Unless an exemption applies, any medical device that we would bring to market must first receive either premarket notification clearance (by making a 510(k) submission) or premarket approval (by filing a premarket approval application ("PMA")) from the FDA pursuant to the FDC Act. In addition, certain modifications made to marketed devices also may require 510(k) clearance or approval of a PMA supplement. The FDA's 510(k) clearance process usually takes from four to twelve months, but it may take longer. The process of obtaining PMA approval is much more costly and uncertain and may take one or more years from the time the process is initiated. IntelliCell cannot be sure that 510(k) clearance or PMA approval will be obtained for any product that we propose to market.

A clinical study in support of a PMA application or 510(k) submission for a "significant risk" device requires an Investigational Device Exemption ("IDE") application approved in advance by the FDA for a limited number of patients. The IDE application must be supported by appropriate data, such as animal and laboratory testing results. If the device presents a "non-significant risk" to the patient, a sponsor may begin the clinical study without the need for FDA approval. In all cases, the clinical study must be conducted under the auspices of an Institutional Review Board ("IRB") pursuant to the FDA's regulatory requirements intended for the protection of subjects and to assure the integrity and validity of the data.

Medical devices are subject to post-market reporting requirements when the device may have caused or contributed to the death or serious injury, and for certain device malfunctions that would be likely to cause or contribute to a death or serious injury if the malfunction were to recur. If safety or effectiveness problems occur after the product reaches the market, the FDA may take steps to prevent or limit further marketing of the product. The FDA actively enforces regulations prohibiting marketing and promotion of devices for indications or uses that have not been cleared or approved by the FDA. Modifications or enhancements of products that could affect the safety or effectiveness or effect a major change in the intended use of a device that was either cleared through the 510(k) process or approved through the PMA process may require further FDA review through new 510(k) or PMA submissions.

Failure to comply with applicable requirements can result in application integrity proceedings, fines, recalls or seizures of products, injunctions, civil penalties, total or partial suspensions of production, withdrawals of existing product approvals or clearances, refusals to approve or clear new applications or notifications, and criminal prosecution.

Drug and Biological Product Regulation

To obtain approval of a drug or biological product from the FDA, a company must, among other requirements, submit data supporting safety and efficacy as well as detailed information on the manufacture and composition of the product. In most cases, this entails extensive laboratory tests and preclinical and clinical trials. The collection of these data, as well as the preparation of applications for review by the FDA, are costly in time and effort, and may require significant capital investment.

A company typically conducts human clinical trials in three sequential phases, but the phases may overlap. Phase 1 trials consist of testing of the product in a small number of patients or healthy volunteers, primarily for safety at one or more doses. Phase 2 trials, in addition to safety, evaluate the efficacy of the product in a patient population somewhat larger than Phase 1 trials. Phase 3 trials typically involve additional testing for safety and clinical efficacy in an expanded population at geographically dispersed test sites. A company must submit to the FDA a protocol, which must also be approved by the IRBs at the institutions participating in the trials, prior to commencement of each clinical trial. The trials must be conducted in accordance with the FDA's good clinical practices. The FDA may order the temporary or permanent discontinuation of a clinical trial at any time.

To obtain marketing authorization, a company must submit to the FDA the results of the preclinical and clinical testing, together with, and among other things, detailed information on the manufacture and composition of the product, in the form of a new drug application ("NDA"), or, in the case of a biologic, a biologics license application ("BLA"). Under federal law, the submission of most NDAs and BLAs is subject to a substantial application user fee, currently exceeding $1.5 million, and the manufacturer and/or sponsor under an approved NDA or BLA are also subject to annual product and establishment user fees, currently exceeding $86,000 per product and $497,000 per establishment. These fees are typically increased annually. We cannot be sure that NDA or BLA approval would be obtained for any product that we propose to market.

All approved drug and biological products are subject to continuing regulation by the FDA, including record-keeping requirements, reporting of adverse experiences with the product, sampling and distribution requirements, notifying the FDA and gaining its approval of certain manufacturing or labeling changes, complying with certain electronic records and signature requirements, submitting periodic reports to the FDA, maintaining and providing updated safety and efficacy information to the FDA, and complying with FDA promotion and advertising requirements. Failure to comply with the statutory and regulatory requirements can subject a manufacturer to possible legal or regulatory action, such as warning letters, suspension of manufacturing, seizure of product, injunctive action, criminal prosecution, or civil penalties.

The FDA may require post-marketing studies or clinical trials to develop additional information regarding the safety of a product. These studies or trials may involve continued testing of a product and development of data, including clinical data, about the product's effects in various populations and any side effects associated with long-term use. The FDA may require post-marketing studies or trials to investigate known serious risks or signals of serious risks or identify unexpected serious risks and may require periodic status reports if new safety information develops. Failure to conduct these studies in a timely manner may result in substantial civil fines.

Drug and biological product manufacturers and their subcontractors are required to register their establishments with the FDA and certain state agencies, and to list their products with the FDA. The FDA periodically inspects manufacturing facilities in the United States and abroad in order to assure compliance with the applicable current good manufacturing practices ("cGMP") regulations and other requirements. Facilities also are subject to inspections by other federal, foreign, state, or local agencies. In complying with the cGMP regulations, manufacturers must continue to expend time, money and effort in record-keeping and quality control to assure that the product meets applicable specifications and other post-marketing requirements. We must ensure that any third-party manufacturers continue to expend time, money and effort in the areas of production, quality control, record keeping and reporting to ensure full compliance with those requirements. Failure to comply with these requirements subjects the manufacturer to possible legal or regulatory action, such as suspension of manufacturing or recall or seizure of product.

Newly discovered or developed safety or efficacy data may require changes to a product’s approved labeling, including the addition of new warnings and contraindications, additional preclinical or clinical studies, or even in some instances, revocation or withdrawal of the approval. Violations of regulatory requirements at any stage, including after approval, may result in various adverse consequences, including the FDA’s withdrawal of an approved product from the market, other voluntary or FDA-initiated action that could delay or restrict further marketing, and the imposition of civil fines and criminal penalties against the manufacturer and NDA or BLA holder. Later discovery of previously unknown problems may result in restrictions on the product, manufacturer or NDA or BLA holder, including withdrawal of the product from the market. New government requirements may be established that could delay or prevent regulatory approval, or affect the conditions under which approved products are marketed.

State and Local Government Regulation

Some states and local governments regulate human tissue banking facilities and require these facilities to obtain specific licenses. IntelliCell's processing centers may be required to comply with such state laws, including becoming licensed as a tissue bank and being subject to inspection. Some states, such as New York, California and Maryland, may require licensure of out-of-state facilities that process tissue of residents of those states. Intellicell must obtain the applicable state licensures for it's processing centers and comply with the current and any new licensing laws that become applicable in the future.

Health Insurance Portability and Accountability Act—Protection of Patient Health Information

The Health Insurance Portability and Accountability Act of 1996 (“HIPAA”) included the Administrative Simplification provisions that require the Secretary of the Department of Health and Human Services (“HHS”) to publicize standards for the electronic exchange, privacy, and security of health information. HHS published the Standards for Privacy of Individually Identifiable Health Information (“Privacy Rule”) and the Security Standards for the Protection of Electronic Protected Health Information (“Security Rule”) to protect the privacy and security of certain health information. The Privacy Rule addresses the use and disclosure of an individual’s protected health information by covered entities and applies to health plans, health care clearinghouses, and any health care provider who transmits health information in electronic format. In addition to these entities, the Privacy Rule also applies to business associates and requires certain requirements to be placed in contracts between business associates and covered entities.

The Security Rule establishes a national security standard for protecting certain health information that is held or transferred in electronic form. The Security Rule implements the protections in the Privacy Rule by addressing the technical and non-technical safeguards that covered entities must put in place to secure individuals’ electronic protected health information.

Companies failing to comply with the HIPAA standards may be subject to civil money penalties or criminal prosecution. To the extent that IntelliCell's business requires compliance with HIPAA, it intends to fully comply with all requirements.

Other Applicable U.S. Laws

In addition to the above-described regulation by United States federal and state government, the following are other federal and state laws and regulations that could directly or indirectly affect our ability to operate the business:

- state and local licensure, registration, and regulation of the development of pharmaceuticals and biologics;
- state and local licensure of medical professionals;
- state statutes and regulations related to the corporate practice of medicine;
- other laws and regulations administered by the U.S. Food and Drug Administration;
- other laws and regulations administered by the U. S. Department of Health and Human Services;

- state and local laws and regulations governing human subject research and clinical trials;
- the federal physician self-referral prohibition, also known as Stark Law, and any state equivalents to Stark Law;
- the Medicare and Medicaid Anti-Kickback Law and any state equivalent statutes and regulations;
- Federal and state coverage and reimbursement laws and regulations;
- state and local laws and regulations for the disposal and handling of medical waste and biohazardous material; and
- Occupational Safety and Health ("OSHA") regulations and requirements.

RISK FACTORS

This investment has a high degree of risk. Before you invest you should carefully consider the risks and uncertainties described below and the other information in this current Report on Form 8-K/A. If any of the following risks actually occur, our business, operating results and financial condition could be harmed and the value of our stock could go down. This means you could lose all or a part of your investment.

We are a development-stage company with a limited operating history, no marketed tests and substantial losses predicted for the foreseeable future.

Intellicell was incorporated in August 2010. As such, we have a limited operating history and have not earned any profits to date. To date, we have not achieved, and we may never achieve, revenues sufficient to offset expenses. We expect to devote substantially all of our resources to develop and commercialize our regenerative medical products.

Because of the numerous risks and uncertainties associated with developing and commercializing our regenerative medical products, we are unable to predict the extent of any future losses or when we will become profitable, if ever. We may never become profitable and you may never receive a return on an investment in our shares of common stock. An investor in our common shares must carefully consider the substantial challenges, risks and uncertainties inherent in the attempted development and commercialization of tests in the medical diagnostic industry. We may never successfully commercialize our regenerative medical products, and our business may fail.

Our regenerative medical products may not gain acceptance among physicians, healthcare professionals and third-party payors, which could have a material impact on our future business, financial condition and operations.

Our success will depend upon our regenerative medical products being accepted in the market. The degree of market acceptance of our tests by physicians, healthcare professionals and third-party payors will depend on a number of factors, including:

- our ability to provide acceptable evidence of clinical utility;
- successful integration into clinical practice;
- availability and advantages of alternative tests;
- effectiveness of our sales and marketing efforts and strategies;
- pricing and positive health economics; and
- our ability to obtain sufficient insurance coverage or reimbursement.

If any tests that we commercialize fail to gain market acceptance, our ability to generate revenue would be impaired, which could have a material impact on our business, financial condition and operations.

Additional financing is necessary for the implantation of our growth strategy.

We may require additional debt and/or equity financing to pursue our growth strategy. Given our limited operating history and existing losses, there can be no assurance that we will be successful in obtaining additional financing. Lack of additional funding could force us to curtail substantially our growth plans or cease of operations. Furthermore, the issuance by us of any additional securities pursuant to any future fundraising activities undertaken by us would dilute the ownership of existing shareholders and may reduce the price of our common stock. Furthermore, debt financing, if available, will require payment of interest and may involve restrictive covenants that could impose limitations on our operating flexibility. Our failure to successfully obtain additional future funding may jeopardize our ability to continue our business and operations.

If we are unable to adequately acquire and protect or enforce our intellectual property, our competitive position could be impaired.

Our commercial success depends in part on our ability to obtain patents or rights to patents and maintain their validity, protect our trade secrets and effectively enforce our proprietary rights or patents against infringers. Although we have filed, or have licenses to, patent applications in respect of the technology underlying our regenerative medicine products, there are no guarantees that such patent applications will result in issued patents, that any patents that might issue will protect our technology or that we will develop other patentable tests in the future. Moreover, there can be no assurance that a patent granted to us or in respect of which we hold a license will make the related test more competitive, that third parties will not contest the protection granted by the patent, or that the patents of third parties will not be detrimental to our commercial activities. Our failure or inability to protect our trade secrets and proprietary know-how could impair our competitive position. There is no guarantee that other companies will not independently develop tests similar to our regenerative products or any future tests that we develop, that they will not imitate our tests or that our competitors will not produce tests designed to circumvent our proprietary rights.

Potential claims alleging infringement of third party's intellectual property by us could harm our ability to compete and result in significant expense to us and loss of significant rights.

From time to time, third parties may assert patent, copyright, trademark and other intellectual property rights to technologies that are important to our business. Any claims, with or without merit, could be time-consuming, result in costly litigation, divert the efforts of our technical and management personnel, cause product shipment delays, disrupt our relationships with our customers or require us to enter into royalty or licensing agreements, any of which could have a material adverse effect upon our operating results. Royalty or licensing agreements, if required, may not be available on terms acceptable to us. If a claim against us is successful and we cannot obtain a license to the relevant technology on acceptable terms, license a substitute technology or redesign our products to avoid infringement, our business, financial condition and results of operations would be materially adversely affected.

If the FDA imposes device, drug, or biologic regulation on IntelliCells, we may not be able to obtain the necessary clearance or approval to market IntelliCells in a timely manner or at all. Even if we do obtain approval, the cost and delay could materially adversely affect our financial condition, results of operations and cash flows.

The FDA allows 361 HCT/Ps to proceed to market without prior clearance or approval. We believe IntelliCells qualify as 361 HCT/Ps, and have not invoked FDA's voluntary procedures for seeking a ruling. We cannot assure you that the FDA would agree with our determination. For example, a 361 HCT/P must be "minimally manipulated." We believe that our use of ultrasound cavitation to create IntelliCells qualifies as minimal manipulation. However, to our knowledge, the FDA has not publicly addressed this issue, and could disagree. If the FDA were to decide that ultrasound cavitation is more than minimal manipulation, then IntelliCells would no longer qualify as a 361 HCT/P.

If the FDA were to disagree with our determination, or were to prospectively alter the requirements for HCT/P eligibility, the agency could require us to stop marketing IntelliCells until we met burdensome and lengthy medical device, drug, or biologic premarket clearance or approval requirements, which could include a requirement to gather extensive supporting clinical data. We do not know if clearance or approval of our IntelliCells could be obtained in a timely fashion, or at all. Even if such clearance or approval could be obtained, IntelliCells would be subject to more stringent level of post-market regulation as well. If any of these events were to occur, our financial condition and results of operations and cash flows could be materially and adversely affected.

We operate in a highly-regulated environment and may be unable to comply with applicable federal regulations, registrations and approvals. Failure to comply with applicable licensure, registration, and approval standards may result in a loss of licensure, registration, and approval or other government enforcement actions.

The FDA imposes substantial regulatory requirements upon facilities that are engaged in the recovery, processing, storage, labeling, packaging, or distribution of HCT/Ps.

Our processing centers will likely be required to comply with the HCT/P regulations and applicable state tissue bank regulation. In addition, any third party retained by us that engages in the manufacture of an HCT/P on our behalf must also comply with the HCT/P regulations. If we or our third-party contractors fail to register, update registration information, or comply with any HCT/P regulation, we could be subject to civil and criminal fines and penalties and/or injunction, which could adversely affect our business. Furthermore, adverse events in the field of stem cell therapy may result in greater governmental regulation, which could create increased expenses, potential delays, or otherwise affect our business.

State and local governments impose additional licensing and other requirements upon clinical laboratories and facilities that store, handle, and process human tissue. We may not be able to obtain the necessary licensure required to conduct business in any state in a timely manner, or at all, and the cost of compliance could adversely affect our

ability to operate our business profitably.

In the United States, we are obligated to comply with HIPAA and state privacy and security standards. As HIPAA is amended and changed, we will incur additional compliance burdens. We may be required to spend substantial time and money to ensure compliance with ever-changing federal and state standards as electronic and other means of transmitting protected health information evolve. Failure to comply with HIPAA standards may subject us to civil money penalties or criminal prosecution. To the extent that our business requires compliance with HIPAA, we intend to fully comply with all requirements.

We face competition in our markets from a number of large and small companies, some of which have greater financial, research and development, production and other resources than we have.

Our services face competition from services which may be used as an alternative or substitute therefore. In addition we compete with several large companies in the healthcare industry. To the extent these companies, or new entrants into the market, offer comparable services at lower prices, our business could be adversely affected. Our competitors can be expected to continue to improve the design and performance of their products and services and to introduce new products and services with competitive performance characteristics. There can be no assurance that we will have sufficient resources to maintain our current competitive position. See “Description of Business - Competition.”

The current U.S. and global economic conditions could materially adversely affect our results of operations and business condition.

Our operations and performance depend significantly on economic conditions. Over the past three years, the U. S. economy has experienced a prolonged economic downturn. While economic conditions have recently improved, there is continued uncertainty regarding the timing or strength of any economic recovery. If the current economic situation remains weak or deteriorates further, our business could be negatively impacted by reduced demand for our services or third-party disruptions resulting from higher levels of unemployment, government budget deficits and other adverse economic conditions. Any of these risks, among other economic factors, could have a material adverse effect on our financial condition and operating results, and the risks could become more pronounced if the problems in the U.S. and global economies become worse.

We are heavily dependent on our senior management, and a loss of a member of our senior management team or our failure to attract, assimilate and retain other highly qualified personnel in the future, could harm our business.

If we lose members of our senior management, we may not be able to find appropriate replacements on a timely basis, and our business could be adversely affected. Our existing operations and continued future development depend to a significant extent upon the performance and active participation of certain key individuals, including Steven Victor, our Chief Executive Officer and President, If we were to lose Mr. Victor, we may not be able to find appropriate replacements on a timely basis and our financial condition and results of operations could be materially adversely affected.

In addition, to execute our growth plan, we must attract and retain highly qualified personnel. Competition for these employees is intense, and we may not be successful in attracting and retaining qualified personnel. We could also experience difficulty in hiring and retaining highly skilled employees with appropriate qualifications. Many of the companies with which we compete for experienced personnel have greater resources than we have. If we fail to attract new personnel, or fail to retain and motivate our current personnel, our business and future growth prospects could be severely harmed.

Steven Victor, our chief executive officer and president, is a practicing cosmetic dermatologist and his duties as a doctor may limit the time he may be able to spend developing Intellicell’s products.

Dr. Steven Victor, our chief executive officer and president, is a practicing cosmetic dermatologist in New York City. Currently, Dr. Victor does not believe his duties as a practicing physician will limit his ability to function as our sole officer or develop Intellicell’s products. However, to the extent Dr. Victor’s duties as a practicing physician requires him to limit his commitment to the Company, it could impact Intellicell’s ability develop its products which could have an adverse effect on Intellicell’s results of operations.

We are controlled by our current officer, directors and principal shareholders.

Our directors, executive officers and principal (10%) stockholders and their affiliates beneficially own approximately 75% of the outstanding shares of Common Stock. Accordingly, our executive officers, directors, principal stockholders and certain of their affiliates will have substantial influence on the ability to control the election of our Board of Directors of the Company and the outcome of issues submitted to our stockholders.

Our business may be affected by factors outside of our control.

Our ability to increase sales, and to profitably distribute and sell our products and services, is subject to a number of risks, including changes in our business relationships with our principal distributors, competitive risks such as the

entrance of additional competitors into our markets, pricing and technological competition, risks associated with the development and marketing of new products and services in order to remain competitive and risks associated with changing economic conditions and government regulation.

Our Common Stock Trades In A Limited Public Market, The Pink Sheets; Accordingly, Investors Face Possible Volatility Of Share Price.

Our common stock is currently quoted on the Pink Sheets under the ticker symbol CWLC.PK. As of June 8, 2011, there were approximately 17,410,830 shares of Common Stock outstanding.

There can be no assurance that a trading market will be sustained in the future. Factors such as, but not limited to, technological innovations, new products, acquisitions or strategic alliances entered into by us or our competitors, government regulatory actions, patent or proprietary rights developments, and market conditions for penny stocks in general could have a material effect on the liquidity of our common stock and volatility of our stock price.

Our Common Stock Will Be Subject To The "Penny Stock" Rules Of The SEC.

The Securities and Exchange Commission has adopted Rule 15g-9 which establishes the definition of a "penny stock," for the purposes relevant to us, as any equity security that has a market price of less than $5.00 per share or with an exercise price of less than $5.00 per share, subject to certain exceptions. For any transaction involving a penny stock, unless exempt, the rules require:

- that a broker or dealer approve a person's account for transactions in penny stocks; and
- the broker or dealer receive from the investor a written agreement to the transaction, setting forth the identity and quantity of the penny stock to be purchased.

In order to approve a person's account for transactions in penny stocks, the broker or dealer must:

- obtain financial information and investment experience objectives of the person; and
- make a reasonable determination that the transactions in penny stocks are suitable for that person and the person has sufficient knowledge and experience in financial matters to be capable of evaluating the risks of transactions in penny stocks.

The broker or dealer must also deliver, prior to any transaction in a penny stock, a disclosure schedule prescribed by the Commission relating to the penny stock market, which, in highlight form:

- sets forth the basis on which the broker or dealer made the suitability determination; and
- that the broker or dealer received a signed, written agreement from the investor prior to the transaction.

Generally, brokers may be less willing to execute transactions in securities subject to the "penny stock" rules. This may make it more difficult for investors to dispose of our common stock and cause a decline in the market value of our stock.

Disclosure also has to be made about the risks of investing in penny stocks in both public offerings and in secondary trading and about the commissions payable to both the broker-dealer and the registered representative, current quotations for the securities and the rights and remedies available to an investor in cases of fraud in penny stock transactions. Finally, monthly statements have to be sent disclosing recent price information for the penny stock held in the account and information on the limited market in penny stocks.

We have not paid dividends in the past and do not expect to pay dividends in the future. Any return on investment may be limited to the value of our common stock.

We have never paid cash dividends on our common stock and do not anticipate paying cash dividends in the foreseeable future. The payment of dividends on our common stock will depend on earnings, financial condition and other business and economic factors affecting it at such time as the board of directors may consider relevant. If we do not pay dividends, our common stock may be less valuable because a return on your investment will only occur if its stock price appreciates.

Directors and Executive Officers, Promoters and Control Persons

The names, ages and positions of our directors and executive officers following the Merger, are as follows:

Name	Age	Title
Dr. Steven Victor	59	Chairman of the Board of Directors, Chief Executive Officer, President, Secretary and Treasurer
Leonard Mazur	66	Director
Stuart Goldfarb	56	Director

The principal occupations for the past five years (and, in some instances, for prior years) of each of our directors and executive officers are as follows:

DR. STEVEN VICTOR, 59, was appointed as our chief executive officer, president, secretary, treasurer and director on June 3, 2011. Dr. Victor is a practicing celebrity dermatologist with over 20 years experience Author of the book “Ageless Beauty – A Dermatologist’s Guide to Looking Younger Without Plastic Surgery”, Guest Appearances on 20/20, Good Morning America, The Today Show, etc., along with features in nationally published fashion/style magazines.

Dr. Victor is renowned in the field of Dermatology, pioneering some of the most effective and interesting treatments in skin rejuvenation today. He has lectured around the world, consulted for numerous cosmetic companies, featured in numerous magazines and featured in various Television and News segments. Dr. Victor has developed numerous successful consumer products for distribution through the Cosmeceuticals and Prescription skin care channels. Medicis (MRX/NYSE), a specialty pharmaceutical company that develops and markets products for the treatment of dermatological, aesthetic, and podiatric conditions, was initially launched successfully with 6 Rx products of Dr. Victor's including Benzashave, a patented product. Dr Victor launched the one of the first acne infomercials in 1992 and developed the products for the Cher Skin Care infomercial. Dr. Victor has held numerous teaching appointments and holds a Bachelor of Arts degree from New York University and a received his M.D. degree from New York College.

LEONARD L. MAZUR, 66, was appointed to our Board of Directors on June 3, 2011. Mr. Mazur is also a director of PhotoMedex, Inc., a Global Skin Health Solutions™ company that provides disease management and aesthetic solutions through innovative laser systems, light-based devices and science-based skincare products. In addition, Mr. Mazur is the co-founder of Triax Pharmaceuticals, LLC, or Triax, where he has served as Chief Operating Officer since January 2005. Prior to joining Triax, he was the founder and, from 1995 to 2005, Chief Executive Officer of Genesis Pharmaceutical, Inc., a skincare company that dispenses products through dermatologists' offices. In addition, Mr. Mazur has extensive sales, marketing and business development experience from his tenures at Medicis Pharmaceutical Corporation, ICN Pharmaceuticals, Inc., Knoll Pharma (a division of BASF), and Cooper Laboratories, Inc. Mr. Mazur is a member of the Board of Trustees of Manor College in Jenkintown, PA. Mr. Mazur has entrepreneurial experience in the healthcare industry, and his experiences in marketing and with dermatological products make him a valuable member of our Board of Directors.

STUART GOLDFARB, 56, was appointed to our Board of Directors on June 3, 2011. Mr. Goldfarb is also a director of Atrinsic, Inc., a marketer of direct-to-consumer subscription products and an Internet search-marketing agency. Mr. Goldfarb is the former CEO & President Direct Brands, and the former President and Chief Executive Officer, Bertelsmann Direct N.A., the world's largest direct marketer of music, DVDs and books including Columbia House, Book-of-the-Month Club, Doubleday Book Club, BMG Music Service, and others comprising 14 million members, revenues of over $1.2 billion, and 2,300 employees. Mr. Goldfarb has also served on the boards of Ralph Lauren Media LLC, petopia.com, vitacost.com (NASDAQ: VITC) and bigstar.com. He received a law degree from Hofstra University and a Bachelor of Arts degree from Adelphi University

All directors hold office until the next annual meeting of stockholders and the election and qualification of their successors. Officers are elected annually by the board of directors and serve at the discretion of the board.

Employment Agreements

None.

Family Relationships

None.

Security Ownership of Certain Beneficial Owners and Management

The following table sets forth information regarding the beneficial ownership of our common stock as of June 13, 2011, by (a) each person who is known by us to beneficially own 5% or more of our common stock, (b) each of our directors and executive officers, and (c) all of our directors and executive officers as a group. Except as otherwise indicated, each of the stockholders listed below has sole voting and investment power over their shares beneficially owned.

Name of Beneficial Owner (1)	Common Stock Beneficially Owned	Percentage of Common Stock (2)
Dr. Steven Victor(3)	22,405,941	56.3%
Leonard Mazur	411,075	2.4%
Stuart Goldfarb	48,815	*
All Executive Officers and Directors as a group (3 people)	22,865,841	57.4%
5% Shareholders		
Anna Rhodes (4)	3,128,483	18.0%
VPI LaserLipo, Inc. (5)	1,756,254	10.1%
Scott Cook	1,220,375	7.0%
Phil Frey (6)	1,792,933	10.3%
Rick Berdon	1,000,000	5.7%

(*) - Less than 1%.

(1)

Except as otherwise below, the address of each beneficial owner is c/o IntelliCell Biosciences, Inc, 30 East 76th Street, 6th Floor, New York, New York 10021.

(2) Applicable percentage ownership is based on 17,410,830 shares of common stock outstanding as of June 13, 2011, together with securities exercisable or convertible into shares of common stock within 60 days of June 13, 2011, for each stockholder. Beneficial ownership is determined in accordance with the rules of the Securities and Exchange Commission and generally includes voting or investment power with respect to securities. Shares of common stock that are currently exercisable or exercisable within 60 days of June 13, 2011, are deemed to be beneficially owned by the person holding such securities for the purpose of computing the percentage of ownership of such person, but are not treated as outstanding for the purpose of computing the percentage ownership of any other person. Does not include (i) 12,123,000 shares of common stock underlying the series C preferred stock, (ii) 187,500 shares of common stock underlying $375,000 of convertible notes (based upon a conversion price of $2.00 per share), (iii) 1,477,273 shares of common stock underlying $1,300,000 of convertible notes (which are convertible at price of $0.88), and (iv) 2,903,917 shares of common stock undelying warrants (which are exercisable at a price of $0.88).

(3) Includes 20,649,000 shares of common stock underlying series B preferred stock issued to Dr. Victor in connection with the Merger. Each share of series B preferred stock shall be convertible into 1,000 shares of the Company's common stock. In addition, the holders of the series B preferred stock shall be entitled to notice of stockholders' meeting and to vote as a single class with the holders of the Common Stock upon any matter submitted to the stockholders for a vote, and shall be entitled to such number of votes as shall equal the product of (a) the number of shares of Common Stock into which the series B preferred stock is convertible into on the record date of such vote multiplied by (b) ten (10). Also includes 1,756,254 shares of common stock owned by VPI LaserLipo, Inc., a company in which Dr. Victor is an officer and director (and in which he owns less than 1% of the shares). Does not include (i) 3,128,483 shares of common stock owned by Anna Rhodes, Dr. Victor's wife, or (ii) 145,000 shares of common stock owned by Amy Rhodes, Dr. Victor's sister-in-law, as to which he disclaims beneficial ownership.

(4) Anna Rhodes is the wife of Steven Victor, MD, the Company's chief executive officer. As indicated above, Dr. Victor disclaims beneficial ownership over the shares of the Company's common stock held by Anna Rhodes.

(5) As indicated above, VPI LaserLipo, Inc. is a company in which Dr. Victor is an officer and director (and in which he owns less than 1% of the shares). By virtue of his role as an officer and director, Dr Victor may be deemed the control person on VPI LaserLipo, Inc.

(6) Includes (i) 170,853 shares of common stock held by the Frey Living Trust of 3/20/1996 and (ii) 1,562,080 shares of common stock held by Mr. Frey. Mr. Frey has sole voting and dispositive power over the shares held by the Frey Living Trust). Does not include 195,260 shares of common stock held by Dorthy Frey, Mr. Frey's wife, as to which he disclaims beneficial ownership.

Certain Relationships and Related Transactions

Since the beginning of our fiscal year 2010, there has not been, and there is not currently proposed any transaction or series of similar transactions in which the amount involved exceeded or will exceed the lesser of $120,000 and in which any related person, including any director, executive officer, holder of more than 5% of our capital stock during such period, or entities affiliated with them, had or will have a direct or indirect a material interest and is outside of the scope of our operations.

Prior to the consummation of the Merger, the Company entered into agreements with Joseph R. Cellura, the Company's former chief executive officer and Rachel Baer, the Company's former general counsel, treasurer and secretary, pursuant to which such persons agreed to settle and compromise their outstanding indebtedness in the Company in exchange for the issuance of an aggregate of 3,044 and 12.5 shares of series C preferred stock, respectively. Each share of series C preferred stock shall be convertible into 1,000 shares of the Company's common stock.

On June 3, 2011, Joseph R. Cellura, the Company's former chief executive officer and Rachel Baer, the Company's former general counsel, treasurer and secretary, each entered into a settlement agreement and release with the Company pursuant to which in connection with the resignation of their respective employment with the Company, Mr. Cellura and Ms. Baer have each agreed to (i) not to sue the Company in connection with any amounts owed to either of them under their respective employment agreements and (ii) provide the Company with a general release for any action prior to the date of the agreement.

On June 3, 2011, the Company and Joseph R. Cellura, the Company's former chief executive officer, entered into an indemnification agreement ("Indemnification Agreement") pursuant to which Mr. Cellura agreed to indemnify the Company for, among other things, (i) any cause of action or any misrepresentation or breach of any representation made by the Company or Merger Sub related to the Merger Agreement and (ii) any cause of action brought by an government agency or entity arising out of or resulting from any failure by the Company to (x) timely pay any taxes that were due and payable (y) timely file any tax return that was due and (z) comply with any applicable law related to any taxes that are due and payable. Notwithstanding the foregoing, in no event shall the liability of Mr. Cellura be greater in amount than the fair market value of the two thousand nine hundred and fifty (2,950) shares of series C preferred stock, par value $0.01 per share of Company held by Mr. Cellura (the "Escrowed Securities"). The Escrowed Securities shall be held in escrow for a period of one (1) year after the date of this Agreement pursuant to the terms of an escrow agreement (the "Escrow Agreement"). The Company shall have the right to set-off against the Escrowed Securities held in escrow such amounts incurred by the Company, including, but not limited to, legal fees and any other costs to satisfy and/or defend any and all claims that may arise hereunder or otherwise in connection with the Indemnification Agreement.

Intellicell is provided office facilities and related services by a company owned by Steven Victor, the Company's chief executive officer, for which Intellicell pays $10,000 per month. Intellicell has accrued such rent expense since inception. On June 1, 2011, a company owned by Steven Victor, the Company's chief executive officer, entered into a 13 year lease for new office space, for which Intellicell unconditionally guaranteed any and all obligations owed under the lease to the landlord. In connection with the execution of the lease, Intellicell established a restricted cash account in the amount of approximately $650,000 to secure a line of credit to be used as a security deposit under the lease. Once the build out of the office space is complete, Intellicell will pay $25,000 per month to sublease office space from the company owned by Dr. Victor.

Description of Securities

Common Stock

The Company is authorized to issue up to 250,000,000 shares of common stock, par value $0.001 per share. As of the date hereof, there are 17,410,830 shares of common stock issued and outstanding.

Holders of the Company's common stock are entitled to one vote for each share on all matters submitted to a stockholder vote. Holders of common stock do not have cumulative voting rights. Therefore, holders of a majority of the shares of common stock voting for the election of directors can elect all of the directors. Holders of the Company's common stock representing a majority of the voting power of the Company's capital stock issued, outstanding and entitled to vote, represented in person or by proxy, are necessary to constitute a quorum at any meeting of stockholders. A vote by the holders of a majority of the Company's outstanding shares is required to effectuate certain fundamental corporate changes such as liquidation, Exchange or an amendment to the Company's certificate of incorporation.

Holders of the Company's common stock are entitled to share in all dividends that the Board of Directors, in its discretion, declares from legally available funds. In the event of a liquidation, dissolution or winding up, each outstanding share entitles its holder to participate pro rata in all assets that remain after payment of liabilities and after providing for each class of stock, if any, having preference over the common stock. The Company's common stock has no pre-emptive, subscription or conversion rights and there are no redemption provisions applicable to the Company's common stock.

Preferred Stock

The Company is authorized to issue 1,000,000 shares of preferred stock, par value $.01 per share, Prior to the Merger, there were 150,000 shares of Series A preferred stock outstanding issued and outstanding, all of which was held by Joseph R. Cellura. As a condition to the closing of the Merger, Mr. Cellura agreed to return all of such shares of series A preferred stock to the Company for cancellation. Accordingly, there are no longer any shares of series A preferred stock issued or outstanding.

In connection with the Merger, the Company issued 20,649 shares of series B preferred stock in exchange for the issued and outstanding shares of common stock of IntelliCell held by Dr. Steven Victor, the principal shareholder of IntelliCell. Each share of series B preferred stock shall be convertible into 1,000 shares of the Company's common stock. In addition, the holders of the series B preferred stock shall be entitled to notice of stockholders' meeting and to vote as a single class with the holders of the Common Stock upon any matter submitted to the stockholders for a vote, and shall be entitled to such number of votes as shall equal the product of (a) the number of shares of Common Stock into which the series B preferred stock is convertible into on the record date of such vote multiplied by (b) ten (10).

Prior to the consummation of the Merger, the Company entered into agreements with the holders of an aggregate of $646,995 of notes, which included $307,144 of notes held by affiliates of the Company, pursuant to which such persons agreed to settle and compromise such debt in exchange for the issuance of an aggregate of 12,123 shares of series C preferred stock and/or advances. Each share of series C preferred stock shall be convertible into 1,000 shares of the Company's common stock or advance. Holders of series C preferred stock do not have any voting rights. Certain holders of the Company's series C preferred stock have contractually agreed to restrict their ability to convert the series C preferred stock such that the number of shares of the Company common stock held by each of holder and its affiliates after such conversion shall not exceed 4.99% of the Company's then issued and outstanding shares of common stock.

Securities of Intellicell

In accordance with the Merger Agreement, all outstanding IntelliCell Notes and IntelliCell Warrants shall entitle the holder to convert or exercise, as the case may be, into and receive the same number of shares of Company's common stock as the holder of such Intellicell Notes and Intellicell Warrants would have been entitled to receive pursuant to the Merger had such holder exercised such Intellicell Notes and Intellicell Warrants in full immediately prior to the closing of the Merger. Thus, there are an aggregate of $1,300,000 of Intellicell Notes outstanding which are convertible into an aggregate of 1,477,273 shares of common stock of the Company (at a conversion price of $0.88) and warrants to purchase an aggregate of 2,903,914 shares of common stock of the Company (at an exercise price of $0.88).

Assuming that the transactions contemplated by the Consorteum Purchase Agreement and the Amendment Agreement and consummated, the Company's only remaining outstanding notes (other than as described above) consist of an aggregate of $750,000 of notes of the Company, $375,000 of which has been amended and is convertible into an aggregate of 187,500 shares of common stock of the Company (based upon a conversion price of $2.00 per share) and the remaining $375,000 is not convertible

Trading Information

Our common stock trades in the over-the-counter market and is quoted on the Pink Sheets under the trading symbol CWLC.PK

Our series B preferred stock and series C preferred stock are not, and will not be, registered or listed for trading.

Dividends

We have not paid any dividends on our common stock and we do not intend to pay any dividends on our common stock in the foreseeable future.

Transfer Agent

The transfer agent for the Company’s common stock is Continental Stock Transfer & Trust Company and its telephone number is 212-509-4000.

Item 3.02 Unregistered Sales of Equity Securities.

Please see Item 1.01 (Entry into a Material Definitive Agreement) and Item 2.01 (Completion of Acquisition or Disposition of Assets) of this current report on Form 8-K, which is incorporated herein by reference.

Item 5.01 Change in Control of Registrant.

Please see Item 2.01 (Completion of Acquisition or Disposition of Assets) of this current report on Form 8-K, which is incorporated herein by reference.

Item 5.02 Departure of Directors or Principal Officers; Election of Directors; Appointment of Principal Officers; Compensatory Arrangements of Certain Officers.

Please see Item 1.01 (Entry into a Material Definitive Agreement) and Item 2.01 (Completion of Acquisition or Disposition of Assets) of this current report on Form 8-K, which is incorporated herein by reference.

Item 5.03 Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.

Please see Item 1.01 (Entry into a Material Definitive Agreement) and Item 2.01 (Completion of Acquisition or Disposition of Assets) of this current report on Form 8-K, which is incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits.

(a) Financial Statements of Businesses Acquired

The financial information required hereunder will be submitted by an amendment to this Current Report on Form 8-K within 75 calendar days from the date of the closing of the Merger (as defined above).

(b) Pro Forma Financial Information

The financial information required hereunder will be submitted by an amendment to this Current Report on Form 8-K within 75 calendar days from the date of the closing of the Merger (as defined above).

(d) Exhibits

The exhibits listed in the following Exhibit Index are filed as part of this report.

2.1	Merger Agreement, dated as of April 26, 2011, between Media Exchange Group, Inc., Intellicell Acquisition Corp. and Intellicell Biosciences, Inc. (filed as Exhibit 2.1 to the Company’s Current Report on Form 8-K filed with the SEC on June 7, 2011 and incorporated herein by reference).
2.2	Amended and Restated Merger Agreement, dated as of June 3, 2011, between Media Exchange Group, Inc., Intellicell Acquisition Corp. and Intellicell Biosciences, Inc. (filed as Exhibit 2.2 to the Company’s Current Report on Form 8-K filed with the SEC on June 7, 2011 and incorporated herein by reference).
3.1	Certificate of Designation for the Company’s Series B Convertible Preferred Stock
3.2	Certificate of Designation for the Company’s Series C Convertible Preferred Stock
3.3	Certificate of Correction to the Certificate of Designation for the Company’s Series C Convertible Preferred Stock
3.4	Certificate of Merger, dated June 3, 2011, of Intellicell Acqusitiion Corp. with and into Intellicell Biosciences, Inc.
3.5	Certificate of Correction to the Certificate of Designation for the Company's Series B Convertible Preferred Stock.

3.6	Amendment to the Certificate of Designation for the Company's Series C Convertible Preferred Stock.
10.1	Asset Purchase Agreement, dated June 6, 2011, by and between Media Exchange Group, Inc. and Consorteum Holdings, Inc. (filed as Exhibit 10.1 to the Company’s Current Report on Form 8-K filed with the SEC on June 7, 2011 and incorporated herein by reference).
10.2	Assignment and Assumption Agreement, dated June 6, 2011, by and between Media Exchange Group, Inc. and Consorteum Holdings, Inc. (filed as Exhibit 10.2 to the Company’s Current Report on Form 8-K filed with the SEC on June 7, 2011 and incorporated herein by reference).
10.3	Amendment Agreement, dated June 6, 2011, by and between Consorteum Holdings, Inc. and Media Exchange Group, Inc. (filed as Exhibit 10.3 to the Company’s Current Report on Form 8-K filed with the SEC on June 7, 2011 and incorporated herein by reference).
10.4	Form of Guaranty for lease dated June 2011.
99.1	Press Release, dated June 7, 2011 (filed as Exhibit 99.1 to the Company’s Current Report on Form 8-K filed with the SEC on June 7, 2011 and incorporated herein by reference).

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 hereunto duly authorized.

MEDIA EXCHANGE GROUP, INC.

Date: June 17, 2011

By: /s/ Dr. Steven Victor
Dr. Steven Victor
Chief Executive Officer