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*Attorneys for Plaintiffs*

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**IN THE UNITED STATES DISTRICT COURT**  
**DISTRICT OF UTAH, CENTRAL DIVISION**

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INCENTIVE CAPITAL, LLC, a Utah Limited  
 Liability Company,

Plaintiff,

v.

CAMELOT ENTERTAINMENT GROUP,  
 INC., a Delaware Corporation; CAMELOT  
 FILM GROUP, INC., a Nevada Corporation;  
 CAMELOT DISTRIBUTION GROUP, INC.,  
 a Nevada Corporation, ROBERT P. ATWELL,  
 an individual; JAMIE R. THOMPSON, an  
 individual; STEVEN ISTOCK, an individual;  
 TED BAER, an individual; PETER  
 JAROWEY, an individual,

Defendants.

**PLAINTIFF'S [PROPOSED]  
 ATTORNEYS' PLANNING MEETING  
 REPORT**

Civil No. 2:11-cv-00288-CW

Judge Clark Waddoups  
 Magistrate: Judge Nuffer

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**1. PRELIMINARY MATTERS:**

Approximately two months ago, on August 22, 2011, Plaintiff provided to Defendants' counsel a draft Attorneys' Planning Meeting Report. The parties were unable to agree on discovery deadlines, and more particularly, counsel for Peter Jarowey has stated that "Jarowey will not participate in discovery absent a Court order directing him to do so." Because of the

forgoing and the fact that this case was originally filed on March 25, 2011 and there is still not a discovery schedule, Plaintiff respectfully requests the Court to enter the following order to govern the discovery time-line in this case.

- a. The nature of the claims and affirmative defenses are:

**Plaintiff:** Plaintiff asserts claims of (1) Breach of Contract; (2) Breach of Guaranty; (3) Promissory Estoppel; (4) Quasi Contract, Unjust Enrichment, and/or Quantum Meruit; (5) Breach of Covenant of Good Faith and Fair Dealing; (6) Fraud; (7) Fraud in the Inducement; (8) Alter Ego; (9) Civil Conspiracy; (10) Conversion; (11) Negligent Misrepresentation; (12) Gross Negligence; (13) Constructive Trust; and (14) Declaratory Relief. These claims arise out of certain loans that Camelot took from Incentive to finance the acquisition and distribution of a film and television library (“Liberation Library”).

**Defendants and Counterclaimants Camelot Entertainment Group, Inc., Camelot Film Group, Inc., Camelot Distribution Group, Inc., Robert P. Atwell, Jamie R. Thompson, Steven Istock (the “Camelot Defendants”):** The Camelot Defendants assert Counterclaims in their Answer to the Complaint including (1) Breach of Contract; (2) Declaratory Relief; (3) Unlawful Business Practices; (4) Constructive Fraud; (5) Intentional Interference with Prospective Economic Advantage; (6) Unjust Enrichment.

**Defendants Ted Baer and Peter Jarowey:** Defendants have not yet answered the Complaint. Defendant Baer’s Motion to Dismiss for Lack of Jurisdiction and Defendant Jarowey’s Motion to Quash Service are pending.

- b. Pursuant to Fed. R.Civ.P. 26(f) counsel for all parties have conferred but have been unable to agree to a schedule.
- c. The Plaintiff \_\_\_\_\_ request /  X  does not request an initial pretrial scheduling conference with the court prior to entry of the scheduling order.

- d. The parties will exchange by November 9, 2011 the initial disclosures required by Rule 26(a)(1). By providing 26(a) disclosures, Defendants Baer and Jarowey are not admitting personal jurisdiction.
- e. Pursuant to Fed. R. Civ. P. 5(b)(2)(D), the parties shall receive all items required to be served under Fed.R.Civ.P. 5(a) by either (i) notice of electronic filing, or (ii) e-mail transmission. Such electronic service will constitute service and notice of entry as required by those rules. Any right to service by USPS mail is waived.

**2. DISCOVERY PLAN:** For the purposes of this planning report, the “Parties” mean Plaintiff Incentive Capital, LLC and Defendants Camelot Entertainment Group, Inc., Camelot Film Group, Inc., Camelot Distribution Group, Inc., Robert P. Atwell, Jamie R. Thompson, Steven Istock, Ted Baer, and Peter Jarowey.

- a. Discovery is necessary on the following subjects: All claims and defenses asserted by the parties.
- b. Designate the discovery methods to be used and the limitations to be imposed.
  - (1) Oral Exam Depositions  
Plaintiff(s):   12    
Defendant(s):   5    
Third-Party Defendants:   5    
Maximum no. hrs. per deposition:   7
  - (2) Written Interrogatories are limited to no more than 25.
  - (3) There is no limit on Request for Production of Documents or Requests for Admissions.

**3. AMENDMENT OF PLEADINGS AND ADDITION OF PARTIES:**

- a. The cutoff dates for filing a motion to amend pleadings is: February 1, 2012

*(NOTE: Establishing cutoff dates for filing motions does not relieve counsel from the requirements of Fed.R.Civ.P. 15(a)).*

**4. EXPERT REPORTS:**

Reports from experts under Rule 26(a)(2) will be submitted on:

Plaintiff, Counterclaimant, Third-Party Plaintiffs and Cross-Claim Plaintiffs:

March 15, 2012

Defendant(s), Counterclaim Defendant, Third-Party Defendant and Cross-Claim

Defendant: April 16, 2012.

Counter reports July 2, 2012.

**5. OTHER DEADLINES:**

- a. Discovery cutoff: Fact: April 16, 2012 Expert: May 15, 2012
- b. Final date for supplementation of disclosures under Rule 26(a)(3) and of discovery under Rule 26 (e) May 15, 2012.
- c. Deadline for filing dispositive motions or potentially dispositive motions and Daubert motions is May 31, 2012.

**6. ADR/SETTLEMENT:**

- a. The potential for resolution before trial is: \_\_\_ good  X  fair \_\_\_ poor
- b. This case should not be referred to the court's alternative dispute resolution program at this time.
- c. The case should be re-evaluated for settlement/ADR resolution on:  
April 16, 2012.

**7. TRIAL AND PREPARATION FOR TRIAL:**

- a. The parties should have fourteen days after service of final lists of witnesses and exhibits to list objections under Rule 26(a)(3).
- b. This case should be ready for Jury trial by: December 1, 2012.

c. The estimated length of the trial is 5-7 days.

PIA ANDERSON DORRUS REYNARD & MOSS

/s/ Joseph G. Pia  
Joseph G. Pia  
*Attorney for Plaintiff Incentive Capital, LLC*

Date: October 10, 2011

BY THE COURT:

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**CERTIFICATE OF SERVICE**

I hereby certify that on this 10th day of October, 2011, a true and correct copy of forgoing **ATTORNEYS PLANNING MEETING REPORT** was served by electronic mail on the following:

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By: /s/ Joseph Pia