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DISTRICT OF UTAH

BY: _____
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Attorneys for Plaintiffs

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

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.

STIPULATED MOTION AND ORDER TO STAY ALL PROCEEDINGS

Civil No. 2:11-cv-00288

Judge Clark Waddoups

Counsel for Plaintiff Incentive Capital, LLC (“Plaintiff” or “Incentive”) and counsel for Defendants Camelot Entertainment Group, Inc., Camelot Film Group, Inc., Camelot Distribution Group Inc., Robert P. Atwell, Jamie R. Thompson, Steven Istock (“Camelot Defendants”), Ted

Baer, and Peter Jarowey hereby jointly move the Court for the entry of a stay of all proceedings and deadlines in the above-referenced action while the parties seek to effectuate settlement, as follows:

1. That a stay of all proceedings and deadlines be entered for approximately thirty (30) days until November 14, 2011 (“Stay Period”) for all of the parties to continue settlement discussions and settle this case if possible.

2. On or before November 14, 2011, Incentive will inform the Court as to its view of the status of settlement discussions, and either file a dismissal with prejudice, or request that the Court continue the case.

3. If the case is continued, the Defendants, and each of them, will have until November 29, 2011 to file a response to Incentive’s Motion for Writ of Attachment [Docket Entry No. 103].

4. During the Stay Period no attorney is obliged to file an Attorneys’ Planning Report or respond to the Attorneys’ Planning Report which has been filed by Incentive.

5. Should the case proceed beyond the Stay Period, the dates proposed by Incentive in its Attorneys’ Planning Report will necessarily need to be changed. Therefore, Incentive respectfully withdraws the Attorneys’ Planning Report it recently filed [Docket Entry No. 116], and reserves the right to refile such a report at a future date.

6. The parties request that the initial pretrial conference scheduled for November 9, 2011 be postponed and reset at the next available date should this case proceed beyond the Stay Period.

7. Dennis R. James of Morgan Minnock Rice & James has made a special appearance for the purpose of challenging jurisdiction on behalf of his client, Ted Baer. Dennis R. James's signature on this Stipulated Motion shall in no way constitute a waiver or compromise of Ted Baer's position that the Court does not have personal jurisdiction over him in this matter.

8. Wayne G. Petty of Moyle & Draper, P.C. has made a special appearance for the purpose of challenging jurisdiction on behalf of his client, Peter Jarowey. Wayne Petty's signature on this Stipulated Motion shall in no way constitute a waiver or compromise of Peter Jarowey's position that the Court does not have personal jurisdiction over him in this matter.

Dated: October 13, 2011

PIA, ANDERSON, DORIUS, REYNARD &
MOSS

By: /s/ Joseph Pia
Joseph Pia

Attorneys for Plaintiff Incentive Capital, LLC

LEVITAN LAW OFFICES

By: /s/ Jonathan Levitan

VAN COTT BAGLEY CORNALL &
McCARTHY

By: /s/ John Snow
*Attorneys for Defendants Camelot
Entertainment Group, Inc., Camelot Film
Group, Inc., Camelot Distribution Group Inc.,
Robert P. Atwell, Jamie R. Thompson, Steven
Istock,*

MOYLE & DRAPER, P.C.

By: /s/ Wayne G. Petty
Wayne G. Petty

Attorneys for Defendant Peter Jarowey

MORGAN MINNOCK RICE &
JAMES

By: /s/ Dennis R. James

Attorney for Defendant Ted Baer

[ORDER ON FOLLOWING PAGE]

Date: Oct. 14 2011

SO ORDERED:



SAMUEL ALBA
United States Magistrate Judge