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Attorneys for Plaintiff Incentive Capital, LLC

**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.

**STIPULATION OF DISMISSAL AND
 [PROPOSED] ORDER GRANTING
 DISMISSAL WITH PREJUDICE**

Civil No.: 2:11-CV-00288

Judge Clark Waddoups

* * * * *

The undersigned, for and on behalf of the above named Plaintiff and Defendants, hereby stipulate and agree to the dismissal, with prejudice, of all claims, with the parties to bear their own costs and attorneys fees. Filed concurrently herewith is an Application for Writ of Execution and a Writ of Execution that shall survive the dismissal of this case and have full force and effect on the parties.

DATED this 16th day of November, 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, Ted Baer

KASOWITZ, BENSON, TORRES & FRIEDMAN LLP

By: /s/ David J. Shapiro

David J. Shapiro

Attorneys for Defendant Peter Jarowey

MORGAN MINNOCK RICE & JAMES

By: /s/ Dennis R. James

Attorney for Defendant Ted Baer

IT IS HEREBY ORDERED that the above-captioned action is dismissed with prejudice in its entirety as against all parties.

DATED this _____ day of _____, 2011.

BY THE COURT:

Honorable Clark Waddoups
United States District Court