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*Attorneys for Plaintiff Incentive Capital, LLC*

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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.

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

Civil No.: 2:11-CV-00288

Judge Clark Waddoups

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\* \* \* \* \*

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 16<sup>th</sup> 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

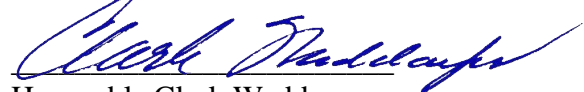
By: /s/ Dennis R. James

*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 28<sup>th</sup> day of November, 2011.

BY THE COURT:



Honorable Clark Waddoups  
United States District Court