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**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.

**[PROPOSED] ORDER GRANTING
 PLAINTIFF'S EX PARTE MOTION FOR
 TEMPORARY RESTRAINING ORDER
 AND MOTION FOR PRELIMINARY
 INJUNCTION**

Civil No. 2:11-cv-00288

Judge Paul Warner

(Oral Argument Requested)

This matter came before the Court on Plaintiff's Motion for Temporary Restraining Order and Injunction in which Plaintiff seeks to enjoin Defendants from continuing to hold themselves out as the owner of the Liberation Library, a library of approximately 880 film titles, including

an additional 13 titles set forth in that certain Transfer Statement transferring all such right, title, and interest to Plaintiff Incentive Capital, LLC. Having reviewed Plaintiff's motion, having considered the arguments by counsel, and otherwise being fully advised, the Court

HEREBY ORDERS, ADJUDGES AND DECREES AS FOLLOWS:

1. Plaintiff's motion for a temporary restraining order is GRANTED until such time as there is a hearing and further argument on Plaintiff's motion for a preliminary injunction, as follows:

- a. Defendants shall be prohibited from holding themselves out as the owner of the Liberation Library.
- b. Defendants shall cease from further interfering with the commercialization, distribution and exploitation of the Liberation Library.
- c. Defendants shall cease from distributing the Liberation Library or any interests therein, and from collecting or retaining any proceeds or payments received by Defendants under any such distribution or licensing agreements.
- d. Defendants shall cease from diverting and/or converting revenues received from Defendants' wrongful distribution and exploitation of the Liberation Library and any interests therein, and Defendants shall be enjoined from withholding any such payments and revenues from Plaintiff.
- e. Defendants shall cease from preventing Plaintiff from receiving all revenues generated from Defendants' past, current and potential

distribution and exploitation of the Liberation Library and any interests therein.

- f. Defendants shall be enjoined from withholding from Plaintiff the current physical location of the Liberation Library and all assets included therein and parts thereof, including DVDs, audio/visual recordings, masters and the like, and the name and contact information of any bailee or other third party in custody of said assets.
- g. Defendants shall cease preventing Plaintiff's access to all tangible and electronic documentation and information relating to past, current and potential distribution and exploitation of the Liberation Library, including distribution and/or licensing contracts pertaining to said assets.
- h. Defendants shall cease from contacting any individual or entity, including buyers, purchasers, or distributors, with whom Defendants may have entered into any form of distribution or licensing agreement or contract which is or may be based on Defendants' wrongful ownership claim to the Liberation Library, or with whom Defendants may have begun such negotiations.
- i. Defendants shall cease all legal action against any individual or entity which is or may be based on Defendants' wrongful ownership claim to the Liberation Library.
- j. Defendants, directly and through their agents, shall cease from contacting any individual or entity against whom Defendants have instituted any

infringement suit which is or may be based on Defendants' wrongful ownership claim to the Liberation Library.

- k. Defendants shall cease from taking loans or other financing collateralized against the Liberation Library, or any of the assets therein, or otherwise encumbering the Liberation Library, and Defendants shall immediately disclose any loans or other financing that they have obtained that actually or potentially create such encumbrances.
- l. Defendants shall cease from issuing or facilitating the issuance of any negative statements or other damaging information about Plaintiff, its managers, members, affiliates and the like.
- m. Plaintiff shall have the unfettered right to commercialize, distribute and exploit the Liberation Library in all media world-wide.

DATED this ____ day of April, 2011.

BY THE COURT:

The Honorable Paul Warner
United States District Court for the
District of Utah