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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.

**DECLARATION OF JOSEPH G. PIA**

**IN SUPPORT OF PLAINTIFF'S EX  
PARTE MOTION FOR TEMPORARY  
RESTRAINING ORDER AND MOTION  
FOR PRELIMINARY INJUNCTION**

Civil No. 2:11-cv-00288

Judge Paul Warner

JOSEPH G. PIA, under penalty of perjury, declares and says:

1. I am an individual over the age of 18, and have personal knowledge of the facts set forth herein.

2. I am a resident of and live in the state of Utah, where I work for the law firm of Pia Anderson Dorius Reynard & Moss ("PADRM").

3. PADRM is counsel to Plaintiff Incentive Capital, LLC.

4. The above-captioned Ex Parte Motion for Temporary Restraining Order and Preliminary Injunction is being filed Ex Parte (without notice to the Defendants) for at least the following reasons:

a. Camelot Entertainment Group, Inc., a Delaware corporation ("CEG"), Camelot Film Group, Inc., a Nevada corporation ("CFG"), and Camelot Distribution Group, Inc., a Nevada corporation ("CDG") (collectively "Camelot"), Robert P. Atwell, an individual ("Mr. Atwell"), Jamie Thompson, an individual ("Mr. Thompson"), Steven Istock, an individual ("Mr. Istock"), Ted Baer, an individual ("Mr. Baer"), and Peter Jarowey, an individual ("Mr. Jarowey") (collectively "Atwell Defendants") (Camelot and Atwell Defendants may be collectively referred to herein as the "Defendants") have been holding themselves out as the owner to the world of the 880 film library despite all right, title, and interest of the same being transferred to Incentive Capital, LLC ("Incentive" or "Plaintiff") *via* a foreclosure sale;

b. Camelot and the Atwell Defendants are wrongfully withholding the physical assets of the Library, including DVDs, audio/visual recordings, masters, files, contracts,

and the like, all of which now belong to Incentive and are interfering with ongoing business relations of Incentive relative to exploitation of the library;

c. Titles in the library are licensed and being sold in nearly every territory throughout the world in every venue and media such as theatrical, television, video on demand, internet, DVD, and the like. The exceeding complexity of selling and licensing the library is dependent upon being able to locate all the physical assets and files and other information associated with the various rights of the library titles;

d. If notice is provided to the Defendants, they will remove or transfer the assets to other undisclosed locations and/or will destroy records and other files and electronic information regarding each of the titles in the library, which information is irreplaceable and necessary for exploiting the library;

e. The largest film market of the year is in Cannes, France beginning in two weeks, mid-May 2011. The market is held only once a year, and it is to the strong economic benefit of the Defendants to conceal information and physical elements of the library until after the market has passed;

f. Camelot will undoubtedly seek to continue to exploit the library at the Cannes Film Market and enter into deals that irreparably, and materially injure Incentive and its ability to market the library at the same film market;

g. Camelot has created a cloud on the title and is continuing to hold itself out as the owner of the library; so much so, that Camelot has recently brought a copyright

infringement lawsuit against over 5,000 infringers on one of the titles of the library that is now not owned Camelot, but rather by Incentive. *See Camelot Distribution Group, Inc. v. Does 5865, inclusive*, Central District of California, Case No.: CV11-01949 DDP (FMOX) (“Infringement Suit”).

h. Camelot’s wrongful Infringement Suit is precluding Incentive from bringing the same suit and otherwise protecting its intellectual property.

5. Camelot is running rampant in violation of Incentive’s unique intellectual property rights and if not immediately restrained, will continue to cause irreparable harm.

Dated: April 27, 2011

Salt Lake City, Utah



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JOSEPH G. PIA