

Joseph G. Pia (9945)  
 Nathan S. Dorius (8977)  
 PIA ANDERSON DORIUS REYNARD & MOSS  
 222 South Main Street, Suite 1800  
 Salt Lake City, Utah 84101  
 Telephone: (801) 350-9000  
 Facsimile: (801) 950-9010  
 E-mail: [joe.pia@padrm.com](mailto:joe.pia@padrm.com)  
[nathan@padrm.com](mailto:nathan@padrm.com)

*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.

**PLAINTIFF'S SECOND MOTION FOR  
 TEMPORARY RESTRAINING ORDER  
 AND MOTION FOR PRELIMINARY  
 INJUNCTION**

Civil No. 2:11-cv-00288

Judge Clark Waddoups

**(Expedited Hearing Requested)**

---

Pursuant to Federal Rule of Civil Procedure 65, Plaintiff Incentive Capital, LLC  
 (“Incentive”), by and through counsel Pia Anderson Dorius Reynard & Moss (“PADRM”)

hereby respectfully submits this Second Motion for Temporary Restraining Order and Motion for Preliminary Injunction against the above-captioned Defendants.

The First Motion was filed with counsel's understanding that a non-evidentiary hearing on the TRO would be held first, followed by an evidentiary hearing for the preliminary injunction. Plaintiff did not understand that the TRO hearing would require the presentation of evidence, and therefore Plaintiff's manager was not available at the hearing, nor were any of Defendants' representatives available for cross-examination.

This second Motion for a Temporary Restraining Order and Preliminary Injunction ("Second Motion") includes a Declaration of James Mecham the Manager of Incentive Capital, LLC, who is prepared to testify according to his declaration. Mr. Mecham's testimony provides sufficient evidentiary basis for granting the requested restraining order and injunction. Plaintiff also intends to cross-examine one or more representatives of the Defendants at the preliminary injunction hearing to further support the fact that Defendants are planning to dispose of the unique assets that are the heart of this action.

In this Second Motion, Plaintiff has narrowed the relief sought to prohibitory rather than mandatory relief, seeking merely to preserve the status quo. The status quo is that the Liberation Library, composed of approximately 880 unique media titles known as the "Liberation Assets" and 13 other films known as the "Distribution Assets," remain in its present state without additional encumbrances, sales, or licensing of the individual media titles until such time that the legal dispute between Plaintiff and Defendant Camelot as to rightful ownership is resolved.

For the reasons set forth in the accompanying Memorandum, and oral argument, Plaintiff respectfully submits that this narrow relief should be granted to preserve the core asset at issue, so that a trial on the merits will not be rendered futile.

DATED this 5<sup>th</sup> day of May, 2011.

PIA ANDERSON DORIUS REYNARD & MOSS, PLLC

/s/ Joseph G. Pia

---

Joseph Pia

*Attorneys for Plaintiff*

**CERTIFICATE OF SERVICE**

I hereby certify that on this 5<sup>th</sup> day of May, 2011, I caused to be emailed via electronic mail a true and correct copy of the foregoing **PLAINTIFF'S SECOND MOTION FOR TEMPORARY RESTRAINING ORDER AND MOTION FOR PRELIMINARY INJUNCTION** to the following:

John A. Snow  
Vancott  
36 South State Street  
Suite 1900  
Salt Lake City, Utah 84111

PIA ANDERSON DORRUS REYNARD & MOSS, LLC

/s/ JOSEPH G. PIA  
\_\_\_\_\_  
Joseph G. Pia