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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.

**[PROPOSED] ORDER GRANTING
PLAINTIFF'S SECOND MOTION FOR
TEMPORARY RESTRAINING ORDER**

Civil No. 2:11-cv-00288

Judge Paul Waddoups

(Expedited Hearing Requested)

This matter is before the Court on Plaintiff's Second Motion for Temporary Restraining Order and Preliminary Injunction. Having considered the briefing of the parties and oral argument, the Court HEREBY ORDERS, ADJUDGES AND DECREES AS FOLLOWS: 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: Defendants are restrained further disposition, sale, licensing, exploitation, or other type of encumbrance of the "Liberation Library" composed of approximately 880 unique media titles known as the "Liberation Assets" and 13 other films known as the "Distribution Assets" as defined further in Plaintiff's Memorandum in Support of its Second Motion for Temporary Restraining Order.

DATED this ____ day of May, 2011.

BY THE COURT:

The Honorable Judge Clark Waddoups
United States District Court for the
District of Utah

CERTIFICATE OF SERVICE

I hereby certify that on this 5th day of May, 2011, I caused to be emailed via electronic mail a true and correct copy of the foregoing [**PROPOSED**] **ORDER GRANTING 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