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6 **Attorneys for Defendants Camelot Entertainment Group, Inc., Camelot Film Group, Inc.,**  
 7 **Camelot Distribution Group, Inc, Steven Istok and Robert P. Atwell**

8 **UNITED STATES DISTRICT COURT**  
 9 **DISTRICT OF UTAH, CENTRAL DISTRICT**

10  
 11 **INCENTIVE CAPITAL, LLC,**  
 12  
 13 **Plaintiff,**

13 **vs.**  
 14 **CAMELOT ENTERTAINMENT**  
 15 **GROUP, INC, ET.AL.**  
 16  
 17 **Defendants.**

**CASE NO.: CIVIL 2-11-CV-00288**

**DECLARATION OF ROBERT P.**  
**ATWELL IN OPPOSITION TO**  
**APPLICATION FOR TEMPORARY**  
**RESTRAINING ORDER AND**  
**PRELIMINARY INJUNCTION**

**JUDGE PAUL WARNER**

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I, ROBERT P. ATWELL, DECLARE:

1. I am the Chairman and CEO of Camelot Entertainment Group, Inc.
2. If called upon to testify I could and would competently testify to the foregoing.
3. Practically the entire Camelot company is planning to go to Cannes this year. Cannes is the primary market for the sale of independent movies. It is held every year and is quite often a make or break market for companies like Camelot.
4. Here are the Camelot personnel going to Cannes, their titles and respective dates of departure:  
Michael Kananack, Co-President of Distribution May 5<sup>th</sup>  
Jessica Kelly, Co-President of Distribution May 8<sup>th</sup>  
Melissa Foran Marketing Assistant May 7<sup>th</sup>  
Ryan Keller Sales Coordinator May 7<sup>th</sup>  
Steven Istock President of Camelot Entertainment Group May 8<sup>th</sup>  
Shannon Donahue Assistant to the President May 8<sup>th</sup>
5. The Camelot presence in Cannes is essential to the very survival of Camelot. Any attempt to hinder, circumvent or restrict Camelot's efforts at Cannes would have a devastating and possibly fatal effect on Camelot.
6. Camelot disputes that any amount of money is owed to Incentive. On February 15, 2011 Camelot filed a complaint in the Superior Court for the State of California, County of Los Angeles. That action was entitled Camelot Entertainment Group, Inc v. Incentive Capital LLC, Case Number BC 455114. In that complaint Camelot alleged, among other things, that Incentive had been paid in full by the tender of cash and shares to Incentive.
7. On March 11, 2011 Incentive removed the State Court action to the United States District Court,



1 Central District of California. The removal was based on diversity of citizenship. That action is  
2 entitled Camelot Entertainment Inc .v. Incentive Capital, LLC ., Case Number CV-11-02323-  
3 GAF-JEMx. It is pending before Judge Gary Fees.

4 8. Camelot filed a motion to remand the action back to State court but that motion was denied on  
5 or about May 3, 2011.

6 9. Incentive has filed a motion to dismiss the California Federal Action or, in the alternative, to  
7 transfer that action to this Court. The Motion is scheduled to be heard on June 6, 2011. Camelot  
8 intends to oppose the motion. The opposition is not yet due.

9 10. Notwithstanding the representations to this Court by Incentive, Camelot opposed the  
10 foreclosure sale upon which Incentive relies. Attached hereto is a letter dated February 18, 2011  
11 from Michael O'Brien, Camelot's lawyer in Utah, to Mr. Pia, Incentive's lawyer, confirming  
12 Camelot's opposition to the sale. The letter was written and delivered to Mr. Pia before the sale was  
13 held and was ignored.

14 11. If this court were to grant the relief sought by Incentive the result would be extremely  
15 prejudicial and possibly fatal to Camelot.

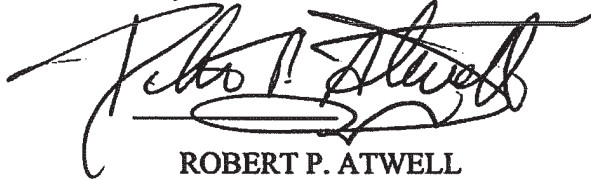
16 12. Apart from the severe, and possibly irreparable, damage to Camelot's reputation I estimate that  
17 the loss to Camelot from not participating in Cannes would be about one million dollars. This is  
18 based on estimated lost sales, sales from previous Cannes appearances and projections of the sales  
19 Camelot would enjoy at Cannes. In addition sales that are generated at Cannes occur year round ,  
20 one of two annual markets.

21 13. It is essential for any distribution company to be seen as a player at the primary movie market  
22 in the world, Cannes. Any restriction on the participation of Camelot at Cannes would have a  
23 devastating effect on the whole company. Indeed, as I have said, it may well be fatal

24 14. It is not just sales which occur at Cannes. Many films are screened and reviewed upon a buyer's  
25 request. Some of the films are sold in packages which often include new and old (library) titles.

1 These sales often originate at Cannes, where all the buyers congregate, butt continue all year round.  
2 The "tail" effect of Cannes is huge.  
3 Pursuant to 28 U.S. C. Section 1746 I declare, under penalty of perjury, under the laws of the  
4 United States of America and under laws of the State of California that the foregoing is true and  
5 correct.

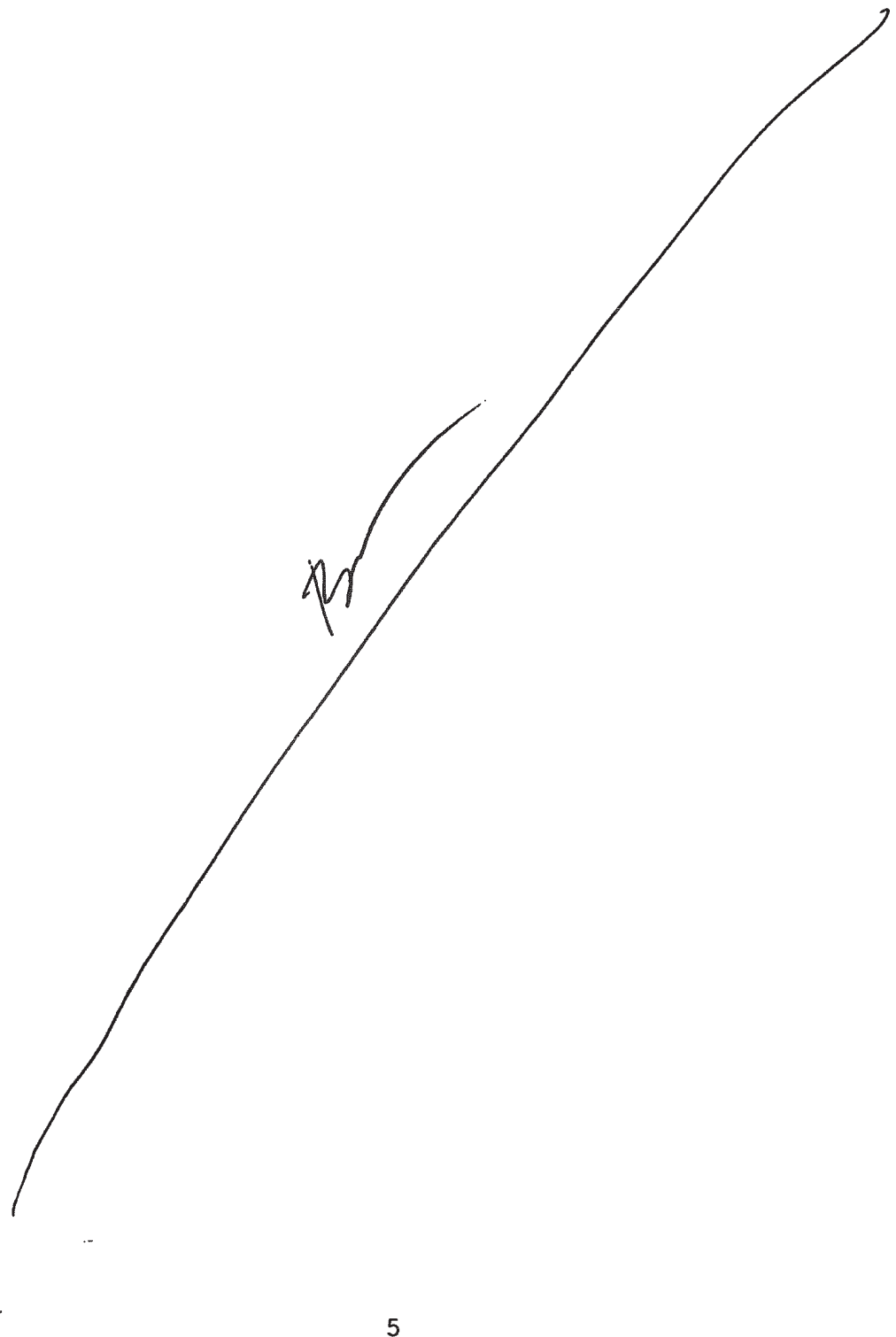
6 Executed in Irvine, California on May 4, 2011

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9 ROBERT P. ATWELL

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