Dennis R. James, No. 1642 Brian H. Hess, No. 10313 MORGAN, MINNOCK, RICE & JAMES, L.C. Kearns Building, Eighth Floor 136 South Main Street Salt Lake City, Utah 84101 Telephone No.: (801) 531-7888 Facsimile No.: (801) 531-9732

djames@mmrj.com

Attorneys for Defendant Ted Baer

IN THE UNITED STATES DISTRICT COURT

DISTRICT OF UTAH, CENTRAL DIVISION

INCENTIVE CAPITAL, LLC, a Utah Limited : MOTION TO DISMISS
Liability Company, : PLAINTIFF'S AMENDED

: COMPLAINT FOR LACK OF

Plaintiff, : **JURISDICTION**

VS.

: CAMELOT ENTERTAINMENT GROUP, :

INC., a Delaware Corporation; CAMELOT : Civil No. 2:11-CV-00288

FILM GROUP, INC., a Nevada Corporation; : CAMELOT DISTRIBUTION GROUP, INC., a : Honorable Clark Waddoups

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.

Defendant Ted Baer appears specially, by and through Dennis R. James and Brian H. Hess of Morgan, Minnock, Rice & James, L.C. and hereby motions the Court pursuant to Federal Rule 12(b)(2) to dismiss Plaintiff Incentive Capital LLC's Amended Complaint for lack of personal jurisdiction. Under the Due Process Clause, Defendant Ted Baer lacks the required minimum

contacts with the forum state for the exercise of personal jurisdiction to be proper. Supporting authorities and the grounds for granting Defendant Ted Baer's Motion to Dismiss are more fully set forth in the accompanying Memorandum filed herewith.

DATED this 16th day of May, 2011.

MORGAN, MINNOCK, RICE & JAMES, L.C.

/s/ Dennis R. James

Dennis R. James Brian H. Hess Counsel for Defendant Ted Baer

CERTIFICATE OF SERVICE

I hereby certify that on this 16th day of May, 2011, I electronically filed a true and correct copy of the foregoing **MOTION TO DISMISS PLAINTIFF'S AMENDED COMPLAINT FOR LACK OF JURISDICTION** with the Clerk of Court using the CM/ECF system which sent notification of such filing to the following:

Joseph G. Pia
Nathan S. Dorius
PIA ANDERSON DORIUS REYNARD & MOSS, PLLC
joe.pia@padrm.com
nathan@padrm.com
Attorneys for Plaintiff

| /s/ L | ynette Ambrose |
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