

VAN COTT, BAGLEY, CORNWALL & McCARTHY
 John A. Snow (3025) jsnow@vancott.com
 Karen O'Brien (11739) kobrien@vancott.com
 Jonathan M. Levitan (Ca Bar No. 106798) *admitted pro hac vice*
 36 South State Street, Suite 1900
 Salt Lake City, Utah 84111
 Telephone: (801) 532-3333
 Facsimile: (801) 534-0058

*Attorneys for Defendants Camelot Entertainment
 Group, Inc., Camelot Film Group, Inc., Camelot Distribution
 Group, Inc, Steven Istock, Robert P. Atwell and Jamie R. Thompson*

**IN THE UNITED STATES DISTRICT COURT
 FOR THE DISTRICT OF UTAH, CENTRAL DIVISION**

<p>INCENTIVE CAPITAL, LLC, <div style="text-align: right;">Plaintiff,</div> v. CAMELOT ENTERTAINMENT GROUP, INC., ET. AL., <div style="text-align: right;">Defendants.</div></p>	<p>MOTION TO EXTEND TIME TO ANSWER OR OTHERWISE RESPOND TO THE COMPLAINT</p> <p>NO HEARING REQUESTED</p> <p>Case No. 2:11-CV-00288</p> <p>Judge Clark Waddoups</p>
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Pursuant to DUCiv R 7-1, Defendants Camelot Entertainment Group, Inc., Camelot Film Group, Inc., Camelot Distribution Group, Inc, Steven Istock, Jamie Thompson and Robert P. Atwell, (jointly "Defendants"), hereby move this court for an order extending the time that said Defendants must file an Answer or otherwise respond to the Complaint. The Answer by Defendants is currently due May 23, 2011.

This Motion is based on the following facts:

1. Defendants dispute that any amount of money is owed to Incentive by or from any of them.

2. On February 15, 2011 Camelot Entertainment Group, Inc. (“Camelot”) filed a complaint in the Superior Court for the State of California, County of Los Angeles, which is entitled Camelot Entertainment Group, Inc v. Incentive Capital LLC, Case Number BC 455114. In the Complaint filed in the California action Camelot alleged, among other things, that Incentive had been paid in full by the tender of cash and shares to Incentive.

3. On March 11, 2011 Incentive removed the State Court action to the United States District Court, Central District of California. (The “California Action”). The removal was based on diversity of citizenship. The California Action is assigned Case Number CV-11-02323-DDP-FMXo, which is pending before Judge Dean D. Pregerson.

4. Incentive has filed a motion to dismiss the California Action or, in the alternative, to transfer that action to this Court. The Motion is scheduled to be heard on **June 13, 2011**. Camelot has filed an opposition to the motion.

5. The Complaint in the California Action has previously been filed in this Court as part of plaintiff’s second application for a Temporary Restraining Order and Preliminary Injunction.

6. If Camelot, or any of the other Defendants were to respond in this action it would raise exactly the same defenses and claims that it alleges in the California Action, namely that the indebtedness to Incentive has been fully satisfied by Camelot's tender and delivery of shares as mandated in the Escrow Agreement between the parties.

REASON FOR THIS APPLICATION

1. If Camelot *loses* the motion to dismiss/transfer the California Action on June 13, 2011, it will not seek to transfer this action to California and will respond to the Complaint filed in this action with an answer and crossclaim, which will essentially duplicate the claims in the California Action.

2. If Camelot were to *prevail* on June 13, 2011, it would then seek to transfer this action to California in the interests of justice and other grounds.

CONCLUSION

For the foregoing reasons it is respectfully requested that this Motion to Extend Time to Answer or otherwise respond be granted to allow Defendants to and including June 27, 2011, two weeks after the California hearing on June 13, 2011, to answer or otherwise respond to the Complaint filed in this action, so that the interests of judicial economy and clarity be served.

DATED this 17th day of May, 2011.

VAN COTT BAGLEY CORNWALL & McCARTHY

/s/ John A. Snow

John A. Snow

Attorneys for Defendants Camelot Entertainment
Group, Inc., Camelot Film Group, Inc., Camelot
Distribution Group, Inc., Steven Istock, Robert
P. Atwell and Jamie R. Thompson

CERTIFICATE OF SERVICE

I hereby certify that on the 17th day of May, 2011, I electronically filed the foregoing **MOTION TO EXTEND TIME TO ANSWER OR OTHERWISE RESPOND TO THE COMPLAINT** with the Clerk of Court using the CM/ECF system, which sent notification to the following:

Joseph G. Pia
Nathan S. Dorius
PIA ANDERSON DORIOUS REYNARD & MOSS
222 South Main Street, Suite 1800
Salt Lake City, Utah 84101
joe.pia@padrm.com
nathan@padrm.com

/s/John A. Snow

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