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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 MOTION FOR
 EXTENSION OF TIME TO RESPOND TO
 DEFENDANT TED BAER'S MOTION TO
 DISMISS AND TO DEFENDANT PETER
 JAROWEY'S MOTION TO QUASH**

Civil No. 2:11-cv-00288

Judge Clark Waddoups

(Oral Argument Requested)

Pursuant to DUCivR 7 -1, Plaintiff Incentive Capital, LLC ("Plaintiff" or "Incentive"), by and through counsel of record, hereby moves the Court for a second extension of time to respond to (1) Defendant Ted Baer's ("Baer") Motion to Dismiss for Lack of Jurisdiction ("Motion to

Dismiss”), and (2) Defendant Peter Jarowey’s (“Jarowey”) Motion to Quash Service (“Motion to Quash”).

INTRODUCTION

Plaintiff requests an extension of time until five days after Defendants Robert Atwell, Camelot Distribution Group, Camelot Entertainment Group, Camelot Film Group, Steven Istock, and Jamie Thompson (collectively the “Atwell Defendants”) file their answer to Plaintiff’s Complaint within which to respond to Baer’s Motion to Dismiss and to Jarowey’s Motion to Quash. Said course of action will prevent the piece-meal litigation that would result if Baer’s and Jarowey’s Motions were allowed to proceed without the benefit of the Atwell Defendants’ filed answer. The Court is being put in a situation where it will need to needlessly re-litigate the same issues addressed in Baer’s and Jarowey’s Motions when the Atwell Defendants finally answer the Complaint. Plaintiff requests a reasonable extension of time until less than five business days after the Atwell Defendants respond to Plaintiff’s Complaint before being required to file opposition to Baer’s and Jarowey’s Motions.

STATEMENT OF FACTS

1. On or about March 25, 2011, Plaintiff filed its Complaint (“Initial Complaint”) against Defendants. Dkt. Entry No. 1.
2. On or about April 14, 2011, Plaintiff filed an Amended Complaint (“Complaint”). Dkt. Entry No. 2.
3. All named Defendants were required to answer the Complaint within 30 days of service of the Complaint, or by May 23, 2011. Dkt. Entry Nos. 12 – 18.

4. On or about April 27, 2011, due to the extreme prejudice and irreparable harm caused by Defendants, Plaintiff filed a Motion for Temporary Restraining Order (“First Motion for TRO”). Dkt. Entry No. 19.

5. On or about May 2, 2011, Plaintiff’s First Motion for TRO was denied. Dkt. Entry No. 26.

6. On or about May 5, 2011, due to the continued extreme prejudice and irreparable harm caused by Defendants, Plaintiff filed a second Motion for Temporary Restraining Order (“Second Motion for TRO”). Dkt. Entry No. 28.

7. On or about May 12, 2011, Plaintiff’s Second Motion for TRO was denied. Dkt. Entry No. 41.

8. On or about May 15, 2011, Defendant Baer filed a Motion to Dismiss for Lack of Jurisdiction (“Motion to Dismiss”). Dkt. Entry No. 42.

9. On or about May 17, 2011, the Atwell Defendants filed a Motion for Extension of Time to Answer Plaintiff’s Complaint (“First Atwell Motion to Extend”). Dkt. Entry No. 45.

10. On or about May 20, 2011, the Atwell Defendants’ First Motion to Extend was granted without opportunity for objection by Plaintiff. Dkt. Entry No. 46. The Atwell Defendants were ordered to answer the Complaint by June 27, 2011, or 35 days from the first deadline for their response to Plaintiff’s Complaint. *Id.*

11. On or about May 23, 2011, Defendant Jarowey filed a Motion to Quash Service (“Motion to Quash”). Dkt. Entry No. 47.

12. On or about June 14, 2011, Plaintiff filed a Motion for Extension of Time to Respond to Baer's Motion to Dismiss. Dkt. Entry No. 54. The Court granted Plaintiff until June 24, 2011 to respond to Baer's Motion to Dismiss. Dkt. Entry No. 57.

13. On or about June 15, 2011, Plaintiff filed a Motion for Extension of Time to Respond to Jarowey's Motion to Quash. Dkt. Entry No. 56. The Court granted Plaintiff until June 24, 2011 to respond to Jarowey's Motion to Quash. Dkt. Entry No. 58.

14. On or about June 23, 2011, the Atwell Defendants filed a second Motion for Extension of Time to Answer or Otherwise Respond to Plaintiff's Complaint ("Second Atwell Motion to Extend"). Dkt. Entry No. 59. The Atwell Defendants request an extension until July 22, 2011, or 25 days from the second deadline for their response to Plaintiff's Complaint. *Id.*

ARGUMENT

PLAINTIFF’S MOTION FOR EXTENSION OF TIME TO RESPOND TO BAER’S MOTION TO DISMISS AND JAROWEY’S MOTION TO QUASH SHOULD BE GRANTED TO AVOID RELITIGATION OF THE ISSUES.

Although Defendants Ted Baer (“Baer”) and Peter Jarowey (“Jarowey”) have decided to pursue their own independent defense and courses of action with regard to the present matter, they nonetheless cannot disassociate themselves from the allegations against them in relation to their association with the Atwell Defendants as agents and/or representatives of Camelot Distribution Group, Camelot Entertainment Group, and/or Camelot Film Group (collectively “Camelot”). Both Baer and Jarowey were present at every critical stage of the negotiation, execution and breach of the Note and Security Agreements at issue. *See generally* Complaint. Specifically, Baer served as legal counsel to the Atwell Defendants and acted on their behalf in relation to the Note and Security Agreements in question. *See id.* at ¶ 80. Additionally, Jarowey served as the Atwell Defendants’ consultant in performing due diligence in relation to the same Note and Security Agreements. *See id.* at ¶¶ 76 – 77. As such, the allegations set forth in Plaintiffs Complaint against Baer, Jarowey and the Atwell Defendants are inextricably intertwined.

Based on the interrelatedness of the issues against all named Defendants, this Court would be subject to manage inefficient and piece-meal litigation if Baer’s and Jarowey’s Motions are allowed to proceed without the Atwell Defendants’ answer to Plaintiff’s Complaint. The Atwell Defendants have had ample time to respond to the Complaint – nearly 65 days to be exact, once the June 27, 2011 deadline to answer the Complaint arrives. Yet, the Atwell Defendants seek an additional 25 days in further delay of their response to Plaintiff’s Complaint.

This Court previously granted the Atwell Defendants' First Motion to Extend just one business day after the Motion was filed and without affording Plaintiff the opportunity to respond. By their Second Motion to Extend, the Atwell Defendants indicate their reason for seeking yet another extension – to wait for the pending litigation in a related California Action (United States District Court, Central District of California, Case No. 2:11-CV-02323, Judge Dean D. Pregerson presiding) to be resolved. None of the named parties can foretell what will happen in the California Action, much less when the issues pending before the California federal court will be resolved. As such, and based on the Atwell Defendants' reasoning behind their recently filed Second Motion to Extend, it appears that the Atwell Defendants will continue to seek extensions from this Court indefinitely.

Whether or not the Atwell Defendants will actually continue their present delay in responding to Plaintiff's Complaint undoubtedly affects this Court's proceedings with regard to Baer's and Jarowey's Motions. As previously discussed, the issues presented in Baer's and Jarowey's Motions are based on the same transaction and occurrence as the issues presented in Plaintiff's Complaint – the inducement, execution and breach of the Note and Security Agreements at issue. If Baer's and Jarowey's Motions are allowed to proceed by requiring Plaintiff to respond without the Atwell Defendants' answer to the Complaint, this Court will effectively set a disjointed course of litigation wherein the same issues addressed in Baer's and Jarowey's Motions, and in subsequently related briefs, motions and memoranda, will have to be re-litigated once the Atwell Defendants are either required or decide to answer the Complaint.

In the interests of judicial economy, and to avoid the inevitable piece-meal litigation that will result if Baer's and Jarowey's Motions are allowed to proceed, Plaintiff respectfully requests

that its Motion for Extension of Time be granted. A proposed Order granting the Motion for Extension of Time is attached hereto as Exhibit A.

CONCLUSION

Based on the foregoing, Plaintiff respectfully requests that this Court grant it a reasonable extension of five days after the Atwell Defendants file a response to Plaintiff's Complaint within which to respond to Defendant Ted Baer's Motion to Dismiss and Defendant Peter Jarowey's Motion to Quash.

DATED this 24th day of June, 2011.

PIA ANDERSON DORIUS REYNARD & MOSS

/Joseph Pia/

Joseph Pia

Attorneys for Plaintiff

CERTIFICATE OF SERVICE

I hereby certify that on this 24th day of June, 2011, a true and correct copy of forgoing
**PLAINTIFF'S MOTION FOR EXTENSION OF TIME TO RESPOND TO DEFENDANT
TED BAER'S MOTION TO DISMISS AND TO DEFENDANT PETER JAROWEY'S
MOTION TO QUASH** was served by electronic mail on the following:

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By: /s/ Joseph Pia