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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.

**MEMORANDUM IN OPPOSITION TO
MOTION FOR RECONSIDERATION OF
ORDER GRANTING PLAINTIFF'S
MOTION FOR EXTENSION OF TIME TO
RESPOND TO DEFENDANT TED
BAER'S MOTION TO DISMISS**

Civil No. 2:11-cv-00288

Judge Clark Waddoups

Pursuant to DUCivR 7 -1, Plaintiff Incentive Capital, LLC ("Plaintiff" or "Incentive"), by and through counsel of record, hereby files this Memorandum in Opposition to Defendant Ted Baer's Motion for Reconsideration of this Court's Order on Plaintiff's Motion for Extension of

Time to Respond to Defendant Ted Baer’s Motion to Dismiss for Lack of Jurisdiction (“Motion for Reconsideration”).

ARGUMENT

This Court, for good cause, granted Plaintiff’s Motion for Extension of Time referenced in Defendant Ted Baer’s (“Baer”) Motion for Reconsideration. Plaintiff requested the extension of time in order to prevent the piece-meal litigation that would result if Baer’s previously filed Motion to Dismiss was allowed to proceed. Although Baer has pursued his own independent course of action with regard to the present matter, he nonetheless cannot disassociate himself from the allegations against him in relation to his association with Defendants Robert Atwell, Camelot Distribution Group, Camelot Entertainment Group, Camelot Film Group, Steven Istock, and Jamie Thompson (collectively the “Atwell Defendants”) as an agent and/or representative of Camelot Distribution Group, Camelot Entertainment Group, and/or Camelot Film Group (collectively “Camelot”). Baer was 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. As such, the allegations set forth in Plaintiff’s Complaint against Baer and the Atwell Defendants are inextricably intertwined.

Without the benefit of the Atwell Defendants’ filed answer, proceeding on Baer’s Motion to Dismiss would place the Court in a situation where it would be required to needlessly re-litigate the same issues addressed in Baer’s Motion to Dismiss once the Atwell Defendants finally answer the Plaintiff’s Complaint.

Under DUCivR 7-1(B), the Court has the authority to rule on certain motions, including motions to extend time for performance of an act, at its own discretion. *See* DUCivR 7-1 (“A memorandum opposing any motion that is not a motion filed pursuant to Fed. R. Civ. P. 12(b), 12(c), and 56 must be filed within fourteen (14) days after service of the motion *or within such time as allowed by the court.*”) Such was the case in this matter when the Court granted the Atwell Defendants’ First Motion for Extension of Time to Answer Plaintiff’s Complaint (“First Atwell Motion to Extend”) on May 17, 2011. *See* Dckt. Entry No. 46. The First Atwell Motion to Extend was granted just three days later on May 20, 2011, without opportunity for objection by Plaintiff. *Id.*

The Court has already addressed the issues presented in Plaintiff’s Motion for Extension of Time and found good cause to grant Plaintiff its request. Further, the deadline for Plaintiff’s response to Baer’s Motion to Dismiss is just around the corner – just five days after the July 27, 2011 deadline for the Atwell Defendants’ answer to Plaintiff’s Complaint. Reconsideration of this Court’s previous order granting Plaintiff’s Motion for Extension of Time will be a waste of judicial resources and will impose further unnecessary expense upon the parties involved.

CONCLUSION

Based on the foregoing, Plaintiff respectfully requests that this Court deny Defendant Ted Baer’s Motion for Reconsideration.

DATED this 19th day of July, 2011.

PIA ANDERSON DORRUS REYNARD & MOSS

/Joseph Pia/

Joseph Pia
Attorneys for Plaintiff

CERTIFICATE OF SERVICE

I hereby certify that on this 19th day of July, 2011, a true and correct copy of forgoing
**MEMORANDUM IN OPPOSITION TO MOTION FOR RECONSIDERATION OF
ORDER GRANTING PLAINTIFF'S MOTION FOR EXTENSION OF TIME TO
RESPOND TO DEFENDANT TED BAER'S MOTION TO DISMISS** was served by
electronic mail on the following:

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By: /s/ Joseph Pia