

IN THE MATTER OF THE *SECURITIES ACT*,
R.S.N.S. 1989M CHAPTER 418, AS AMENDED ("Act")

- AND -

IN THE MATTER OF KENNETH G. MACLEOD
AND CALVIN W. WADDEN

- AND -

IN THE MATTER OF AN INVESTIGATION IN RESPECT OF
KNOWLEDGE HOUSE INC.

- AND -

IN THE MATTER OF THE MOTIONS OF DANIEL F. POTTER.
KNOWLEDGE HOUSE INC., KENNETH G. MACLEOD
AND CALVIN W. WADDEN

MEMORANDUM

This Memorandum is prepared pursuant to Nova Scotia Securities Commission General Rules of Practice and Procedure Rule 9.8.

The following agreements, undertakings and orders were made or given at the Pre-Hearing Conference held by teleconference on June 1, 2012.

In attendance were:

1. Heidi Schedler for Staff of the Nova Scotia Securities Commission;
2. Dale Dunlop for Calvin Wadden and Kenneth MacLeod; and
3. Dan Potter for himself and Knowledge House Inc.

AGREEMENTS:

None.

UNDERTAKINGS:

None.

ORDERS:

1. The discovery examinations of R. Scott Peacock, Brian Connell-Tombs and Alexis Meanchoff and disclosure by parties other than Staff pursuant to Rule 8.3 of the Commission's General Rules of Practice and Procedure are deferred without date pending the Nova Scotia Court of Appeal's decision in *National Bank Financial Ltd. and Hicks v. Nova Scotia Security Commission et al.*, CA No. 392519 ("NBFL v. NSSC").
2. A Pre-Hearing Conference will be held one week after the Court of Appeal issues its decision in *NBFL v. NSSC* to set dates for the hearing and other procedural matters.
3. The hearing of this matter scheduled for October 1 to 26, 2012 is adjourned. The parties shall reserve February 1 to 28, 2013, as tentative dates for the hearing of this matter.
4. The parties shall reserve the week of October 22 to 26, 2012 for the hearing of any forthcoming motions or other procedural issues.

DATED at Halifax, Province of Nova Scotia, this 28th day of June, 2012.

NOVA SCOTIA SECURITIES COMMISSION



Commissioner David Gruchy