

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

- AND -

IN THE MATTER OF KENNETH F. 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

NOTICE OF DISCONTINUANCE

WHEREAS on May 19, 2006 the Nova Scotia Securities Commission ("Commission") issued a Notice of Hearing with attached Statement of Allegations dated May 18, 2006, alleging that Daniel F. Potter, Raymond G. Courtney, Kenneth F. MacLeod and Calvin W. Wadden breached sections 44A(2), 82(1), 113(2) and 116 of the Act while trading in shares of Knowledge House Inc.;

AND WHEREAS the Commission had previously approved Settlement Agreements between the Director of Enforcement and Bruce E. Clarke, Stephen E. Clarke and R. Blois Colpitts on June 28, 2004, October 26, 2005, and March 23, 2006 respectively in relation to facts and transactions which occurred while trading in shares of Knowledge House Inc.;

AND WHEREAS on November 2, 2010 the Commission approved a Settlement Agreement between the Director of Enforcement of the Commission ("Director of Enforcement") and Raymond G. Courtney;

AND WHEREAS on or around March 28, 2011, the Royal Canadian Mounted Policed filed criminal charges against Daniel F. Potter, Bruce E. Clarke and R. Blois Colpitts arising from similar facts underlying the Commission Notice of Hearing dated May 19, 2006 and Statement of Allegations dated May 18, 2006;

AND WHEREAS on May 16, 2011, the Director of Enforcement issued a Notice of Discontinuance, discontinuing the proceedings against Daniel F. Potter;

AND WHEREAS on May 16, 2011, the Director of Enforcement issued an Amended Statement of Allegations, alleging that Kenneth F. MacLeod and Calvin W. Wadden

breached sections 82(1), 113(2) and 116 of the Act while trading in shares of Knowledge House Inc.;

AND WHEREAS the allegations made against Kenneth F. MacLeod and Calvin W. Wadden relate to facts and transactions which occurred between December 1999 and August 2001;

AND UPON considering the alleged involvement of Kenneth F. MacLeod and Calvin W. Wadden, the impact of their alleged involvement on the capital markets, the resources required to bring this matter to a full hearing and the efficacy of the hearing process;

TAKE NOTICE that the Director of Enforcement, considering it to be in the public interest to do so, discontinues the proceedings against Kenneth F. MacLeod and Calvin W. Wadden.

DATED at Halifax, Nova Scotia, this 4th. day of October, 2012.

NOVA SCOTIA SECURITIES COMMISSION


R. Scott Peacock
Director of Enforcement