

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

- AND -

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

- AND -

IN THE MATTER OF THE APPLICATION OF DAN POTTER and  
KNOWLEDGE HOUSE INC. UNDER sections 6(1) and 151 of the Act  
for orders removing Agnes E. MacNeil as counsel to the Commission  
herein, revoking or varying the Notice of Hearing dated May 19, 2006;  
quashing or revoking the Statement of Allegations attached thereto  
and providing for certain disclosure by Commission Staff

**INTERLOCUTORY NOTICE  
(APPLICATION INTER PARTES)**

**TAKE NOTICE** that an application will be made by Dan Potter ("Potter") and Knowledge House Inc. ("KHI"), collectively (the "Applicants"), to a panel of the Commission on the 25<sup>th</sup> and 26<sup>th</sup> of July, 2006, at nine o'clock in the forenoon, or as soon thereafter as the application can be made for:

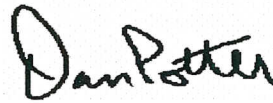
1. An ORDER removing Agnes E. MacNeil as counsel to the Commission in this matter on the basis of actual bias or a reasonable apprehension of bias in that she has previously advocated and made legal arguments in the Courts on behalf of Commission Staff and the Commission in relation to the very issues which are to be decided by the Commission in the context of the application set out in this Interlocutory Notice and in the Applicants' Originating Notice (Application Inter Partes) dated June 27, 2006.
2. An ORDER quashing, revoking or varying the Notice of Hearing dated May 19, 2006 arising from the investigation in the matter of Knowledge House Inc. on the basis that it references and attaches the May 18, 2006 Statement of Allegations of Commission Staff;
3. An ORDER quashing or revoking the Statement of Allegations of Commission Staff dated May 18, 2006 attached to the Notice of Hearing referred to in the preceding paragraph on the grounds that by allowing the allegations to be issued and/or remain outstanding prior to its determination of the application set out in the Applicants' Originating Notice (Application Inter Partes) dated June 27, 2006, the Commission will have pre-judged the merits and outcome

of the application which prejudices and embarrasses a fair hearing of the application;

4. An Order requiring disclosure by Commission Staff to the Applicants on or before <>, 2006, of the following:
  - (a) copies of any and all documents, including, but not limited to reports, letters, faxes, emails, records of instant messages, memoranda (including memoranda to self or to file) and notations in time keeping or activity dockets by, with, between or among any person or persons, whether involved in or as third parties to the subject investigation, including, but not limited to, any person or persons from or on behalf of National Bank Financial Ltd. that touch or concern the coming into possession and/or accessing of a compact disc (CD) containing a copy of the Dan Potter email account and of other CDs containing copies of other KHI email accounts and of the emails and other documents stored therein;
  - (b) copies of any and all documents, including, but not limited to reports, letters, faxes, emails, records of instant messages, memoranda (including memoranda to self or to file) and notations in time keeping or activity dockets relating to communications by, with, between or among any person or persons involved in the subject investigation and any other person or persons, including, but not limited to, any person or persons from or on behalf of the Royal Canadian Mounted Police touching or concerning the giving over of copies of the CDs referred to in the preceding sub-paragraph or of any information stored on or derived from such CDs; and
  - (c) other than copies of privileged communications with legal counsel, copies of any and all documents, including, but not limited to reports, letters, faxes, emails, records of instant messages, memoranda (including memoranda to self or to file) and notations in time keeping or activity dockets that touch or concern communications between or among any person or persons involved in the subject investigation and any person or persons who provide or provided information technology services, consulting, expert opinion or other advisory services to or for the benefit of the investigation that touch or concerning the copying or accessing of the CDs referred to in the preceding sub-paragraphs.
5. Such other ORDERS as may be considered just and necessary.

**AND TAKE NOTICE** that such documents, written submissions and other material as may be advisable will be filed with the Commission and copies served on all other persons who have status in the proceeding before the hearing of the application.

**DATED** at Halifax, Nova Scotia, this 27<sup>th</sup> day of June, 2006.



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On behalf of Knowledge House Inc.  
and himself

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