

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

- AND -

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

- AND -

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

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 on December 2, 2009 at 2:00 p.m. at the Offices of the Commission.

In attendance were Dale Dunlop, Dan Potter, Tim Hill and Heidi Schedler (collectively "Counsel").

AGREEMENTS:

None.

UNDERTAKINGS:

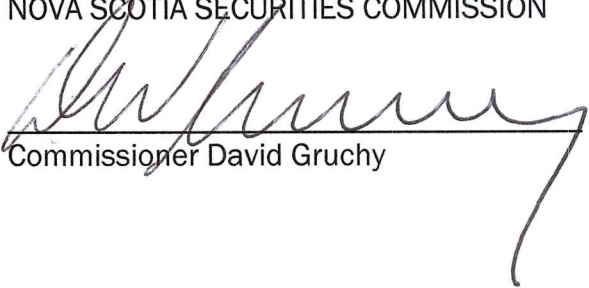
1. Counsel will meet on December 14, 2009 regarding:
 - (a) potential waiver of privilege over documents produced by staff; and
 - (b) preparation of a schedule for the IIROC discovery examinations.
2. Ms. Schedler will send Commissioner Gruchy an update regarding the privilege issues and the proposed discovery schedule for the IIROC investigators by December 18, 2009.

ORDERS:

None.

DATED at Halifax, Province of Nova Scotia, this 11th day of December, 2009.

NOVA SCOTIA SECURITIES COMMISSION


Commissioner David Gruchy