

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 held via teleconference on January 15, 2010 at 10:00 a.m.

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

AGREEMENTS:

None.

UNDERTAKINGS:

Counsel shall meet and determine a series of dates to which all parties consent. These dates shall be:

1. The date on which Counsel will each provide a list of documents over which privilege is claimed.
2. The date on which the reference to the Supreme Court of Nova Scotia will be made regarding the privilege issues.
3. The date for Counsel to file submissions regarding whether the hearing on the motions of Daniel Potter, Knowledge House Inc., Calvin Wadden and Kenneth MacLeod (the "Motions") should be held in advance of the hearing on the merits or at the same time as the hearing on the merits.

4. Hearing dates for the Motions and for the matter on the merits in the event that:
- (a) *The hearing on the Motions will be held in advance of the hearing on the merits; and*
 - (b) The hearing on the Motions is held at the same time as the hearing on the merits.


Counsel is to provide the above list of dates to Commissioner Gruchy by Friday, January 22, 2010.

ORDERS:

None.

DATED at Halifax, Province of Nova Scotia, this 13th day of January, 2010.

NOVA SCOTIA SECURITIES COMMISSION



Commissioner David Gruchy