

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 at the offices of the Nova Scotia Securities Commission on April 1, 2010 at 2:00 p.m.

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

**AGREEMENTS:**

1. The only contested claims of privilege are the claims made by Mr. Potter on behalf of himself and Knowledge House Inc;
2. An oral hearing on the issue of bifurcation of the proceeding shall take place at the offices of the Commission on June 7, 2010 beginning at 9:30 a.m.;
3. June 14-18 and 28-30, 2010 shall be reserved by Ms. Schedler and Mr. Potter for referral of Mr. Potter's privilege claims to the Supreme Court of Nova Scotia; and
4. September 7-10, 2010 shall be reserved by counsel as dates for a hearing of the motion of Daniel Potter and Knowledge House Inc. and the motion of Calvin Wadden and Kenneth MacLeod in the event that the proceeding is bifurcated.

**UNDERTAKINGS:**

1. Mr. Potter will provide the Commission with a list of documents over which privilege is claimed by May 3, 2010;
2. Counsel will provide written submissions to the Commission on the issue of bifurcation of the proceeding by May 21, 2010;
3. Pre-Hearing disclosure of Staff pursuant to Rule 8.2 of the General Rules of Practice and Procedure will be completed by May 31, 2010;
4. Staff will forthwith advise counsel to the Commission whether Staff objects to referring determination of the privilege matter to Justice Scanlan; and
5. Counsel is to provide the Commission with mutually agreeable dates for the hearing on the merits in the event that they are necessary.

**ORDERS:**

None.

DATED at Halifax, Province of Nova Scotia, this 19<sup>th</sup> day of April, 2010.

NOVA SCOTIA SECURITIES COMMISSION



Commissioner David Gruchy