

In the Matter of the *Securities Act*, R.S.N.S. 1989,
Chapter 418, as amended

and

In the Matter of Daniel F. Potter, Kenneth G. MacLeod,
Raymond G. Courtney 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

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 (the Commission") on December 15, 2010 at 11:00 a.m.

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

AGREEMENTS:

1. Discovery of R. Scott Peacock, Brian Connell-Tombs and Alexis Meanchoff shall reconvene June 20 to 24, 2011, provided a decision in *Staff of the Nova Scotia Securities Commission v. Daniel F. Potter, et al.*, Hfx No. 334479 is issued in advance of the discovery dates.
2. Disclosure by Daniel F. Potter, Kenneth G. MacLeod and Calvin W. Wadden pursuant to Rule 8.3 shall be completed by November 30, 2011.
3. The hearing shall be held January 31 to March 15, 2012. The hearing shall be held four days per week (Monday to Thursday inclusive).

UNDERTAKINGS:

Mr. Dunlop will immediately advise the Commission and its counsel if the National Bank Financial Ltd. proceeding scheduled to begin in October 2011 is settled or adjourned.

ORDERS:

The style of cause shall hereafter be:

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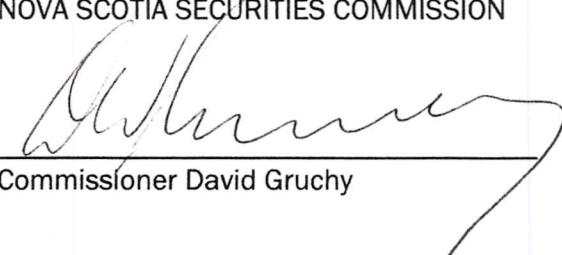
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DATED at Halifax, Province of Nova Scotia, this 8th day of February, 2011.

NOVA SCOTIA SECURITIES COMMISSION



Commissioner David Gruchy