

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 MOTIONS for an order removing Agnes E. MacNeil as counsel to the Commission, for the issuance of a notice to produce documents and things and for directions respecting the protection and determination of solicitor and client privilege in relation to certain documents

NOTICE OF MOTION

TAKE NOTICE that motions will be brought before a panel of the Commission by Dan Potter (“Potter”) and Knowledge House Inc. (“KHI”), collectively (the “Applicants”) on July 25 and 26, 2006, at nine a.m. or as soon thereafter as the motions can be heard 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 and representations before the Courts on behalf of Commission Staff and the Commission in relation to issues that are now to be decided by the Commission;
2. A NOTICE to the Commission Staff and other investigators involved in the KHI investigation to produce documents and things requisite to a full hearing of the matters in motions brought before the Commission in respect of the KHI investigation;
3. An ORDER providing for the securing and protection of solicitor and client privilege in relation to certain documents in the possession of Commission Staff;
4. An ORDER providing directions for the procedure to be followed to determine solicitor and client privilege in relation to certain documents in the possession of Commission Staff; and
5. Such other ORDERS as may be considered just and necessary.

AND TAKE NOTICE that on or before July 11, 2006 the Applicants will serve on the other Parties and the Commission further documentation setting out the details of the relief sought, the grounds of the motions, a summary of the evidence and authorities relied upon and such other material as may be advisable.

DATED at Halifax, Nova Scotia, this 30th day of June, 2006.



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On behalf of Knowledge House Inc.
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