

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

- AND -

IN THE MATTER OF KENNETH G. MACLEOD
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 by teleconference on November 17, 2011 at 10:00 a.m.

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

AGREEMENTS:

Counsel agrees that the hearing of this matter is tentatively scheduled to be held October 1 to 26, 2012. Subject to the Commission's discretion, the hearing shall be held four (4) days per week (Monday through Thursday, inclusive).

UNDERTAKINGS:

Counsel will keep the Nova Scotia Securities Commission (the "Commission") apprised of the appeal in the matter of *Staff of the Nova Scotia Securities Commission v. Daniel F. Potter, Calvin W. Wadden and Kenneth G. MacLeod*, C.A. No. 351542 and will advise the Commission when the discoveries of R. Scott Peacock, Brian Connell-Tombs and Alexis Meanchoff are scheduled to reconvene and when the discoveries are concluded.

ORDERS:

Counsel shall hold the agreed-upon tentative hearing dates unless directed otherwise by the Commission.

DATED at Halifax, Province of Nova Scotia, this 25th day of November, 2011.

NOVA SCOTIA SECURITIES COMMISSION



Commissioner David Gruchy