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November 29, 2017

Matthew Milne-Smith
Davies Ward Phillips & Vineberg LLP
155 Wellington Street West
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Dear Mr. Milne-Smith:

Re: The Catalyst Capital Group Inc.

I am writing in response to your letter dated November 24, 2017. I am responding on behalf of Mr. Moore who has reviewed and concurs with the contents of this letter.

We note that your November 24, 2017 letters have been included in the motion record publicly filed and which apparently appears on your website at Tabs GG and HH. As well, Mr. Moore's initial response by e-mail on November 27th is included in the motion record at Tab II. Evidently, that motion record has been made available to the press and forms the genesis of the front page article in today's National Post. We would therefore expect that this correspondence also be provided to the court on the public record.

You have irresponsibly alleged, based upon an incomplete and inaccurate account of tape recordings of two conversations which took place on September 18, 2017, that the application made to Justice Rouleau on September 25, 2017, was without a good faith basis for seeking the potential admission of fresh evidence or the adjournment of the appeal. We unequivocally reject the suggestion that counsel failed to properly and ethically consider the substance of the tapes and their potential evidentiary impact on the appeal in accordance with established principles of law. Neither Mr. Moore nor I had any pre-knowledge nor involvement in the events which led to the interviews of Frank Newbould or the resulting tape recordings nor with respect to any other similar investigative activities in relation to any West Face personnel and we have been assured by Catalyst that the same applies to them.

We agree that the unauthorized means by which the tape recordings were obtained was unacceptable. Nevertheless, our duty as counsel to our clients, once the recordings came into our possession, was to objectively and dispassionately assess the impact of the contents of the tape recordings, which we believe were improperly but not unlawfully obtained. Indeed, contrary to the mischaracterization contained in the National Post article referred to in your letters, we arrived at the initial conclusion, and remain of the view, that portions of the tape recordings are equally, if not more unacceptable and troubling than the manner in which the recordings were obtained. In our view, a proper assessment had to be conducted as to whether or not reliance could or should be placed upon this material, together with certain other historical facts, in relation to an application for the introduction of fresh evidence. Regardless of our ultimate determination of this issue, a virtually unique and unprecedented legal dilemma had been

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presented in a situation not of our choosing or making. It required a careful assessment and legal research to arrive at an appropriate determination.

We are confident that any objective assessment of our actions will not only demonstrate the bona fide justification for the adjournment application but will also demonstrate appropriate professional judgment and restraint.

We will respond to your further correspondence under separate cover.

Yours truly,

A handwritten signature in black ink, reading "Brian H. Greenspan". The signature is fluid and cursive, with the first name "Brian" being more prominent and the last name "Greenspan" following in a similar style.

Brian H. Greenspan

BHG:st

cc.: Kent Thomson and Andrew Carlson *via email*

Rob Centa and Kris Borg-Olivier *via email*

David Moore *via email*