

Court File No. CV-16-11272-00CL

**ONTARIO
SUPERIOR COURT OF JUSTICE
(COMMERCIAL LIST)**

B E T W E E N :

THE CATALYST CAPITAL GROUP INC.

Plaintiff

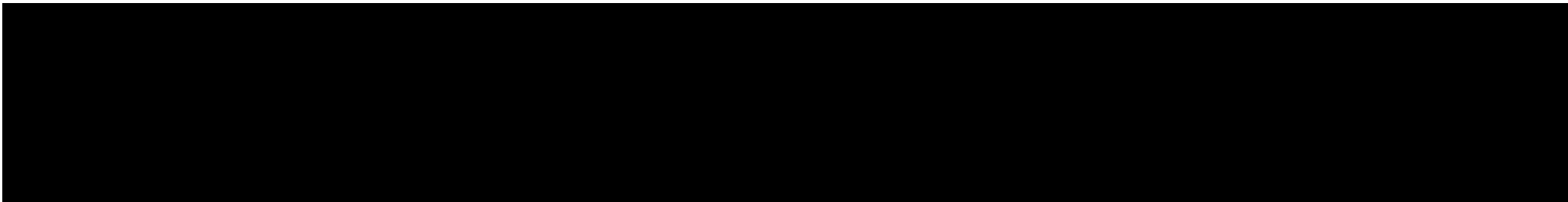
- and -

BRANDON MOYSE and WEST FACE CAPITAL INC.

Defendants

**UNDERTAKINGS, UNDER ADVISEMENTS, AND REFUSALS
(Examination for Discovery of Gabriel de Alba held May 11, 2016)**

(Revised – June 2, 2016)



No.	Category	Page No.	Question / Undertaking	Answer or precise basis for refusal
5.	U/T	23	To advise who was on Catalyst's core deal team for Mobilicity as of the end of 2013.	The team that was responsible for the Mobilicity file as at the end of 2013 was Newton Glassman, Gabriel de Alba, James Riley, Zach Michaud and Andrew Yeh.

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14.	U/T	71-72	To advise if any drafts of the share purchase agreement being negotiated between Catalyst and VimpelCom contained a condition that the deal could not close unless Catalyst obtained certain regulatory concessions from the government.	The drafts of the share purchase agreement exchanged by Catalyst and VimpelCom contained certain regulatory conditions. None were expressly predicated on Catalyst obtaining regulatory concessions.
15.	U/A	83	To produce the notebooks of all members of the Catalyst investment team relating to WIND.	Catalyst's investment team has reviewed all notebooks and notes and cannot locate any existing notebooks or notes concerning WIND.

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18.	U/T	88	To confirm that CCG0011325, the black line version of the draft share purchase agreement being negotiated between Catalyst and VimpelCom, is the last draft of the share purchase agreement that Mr. Moyse saw.	The share purchase agreement (CCG0011363) attached to CCG0011362 is the last draft of the agreement that was sent to Mr. Moyse.
19.	U/T	89	To confirm that there is no evidence that anyone at Catalyst discussed any of the revisions set forth in CCG0011325 with Mr. Moyse.	There is no evidence that anyone at Catalyst discussed the revisions in CCG0011325 with Moyse.

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21.	U/T	98	To advise what measures Catalyst took to cut off Mr. Moyse's access to Catalyst's servers.	On May 26, 2014, Catalyst contacted its IT provider and asked that Mr. Moyse's permissions to access Catalyst's servers be revoked. Immediately thereafter Catalyst contacted Marty Musters to perform an investigation of Mr. Moyse's work computer.
22.	U/T	98	To advise what evidence Catalyst has of confidential Catalyst information passing to Mr. Moyse after May 26, 2014.	Catalyst does not have evidence at this time of confidential Catalyst information passing to Mr. Moyse after May 26, 2014. Catalyst cannot identify any documents in the present productions as evidence that Moyse received Catalyst's confidential information after May 26, 2014.

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28.	U/T	113-114, 116-117	To the extent that Catalyst is going to allege that Mr. Moyse was on or participated in any calls between May 16 and May 25, 2014 while he was on vacation in South East Asia, to advise on what evidentiary basis such an allegation will be made.	Catalyst does not allege that Mr. Moyse participated in any Catalyst calls concerning WIND between May 16 and May 25, 2014.

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32.	U/T	123-124	To advise whether, since Mr. Moyse's departure, anyone at Catalyst told him anything about the WIND deal, Catalyst's strategies, or the course of Catalyst's negotiations with VimpelCom.	Catalyst is not aware of anyone at Catalyst communicating to Moyse anything about the WIND deal since his departure.

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34.	U/T	136	To confirm that Catalyst is not pursuing a claim in this proceeding that AAL Telecom Holdings Incorporated, any of its subsidiaries or any of its three principals (Mr. Scheschuk, Mr. Lacavera or Mr. Lockie) have breached any kind of legal duty or obligation to Catalyst in respect of their discussions with West Face.	Confirmed.
36.	U/T	156	To advise if Catalyst asked for any regulatory concessions from the government, other than those outlined in its March 27, 2014 and May 12, 2014 presentations to the government.	No. The presentations outline the concessions sought by Catalyst from the federal government.
38.	U/T	165-166	In reference to CCG0026625, to confirm that this version of the share purchase agreement being negotiated between Catalyst and VimpelCom contained the final draft of clause 6.3(d) and that there were no further negotiations on this topic from August 1, 2014 forward.	Confirmed.

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47.	U/A	202-204	To advise who at Catalyst was consulted in answering the undertaking "To advise whether VimpelCom ever asked for a break fee" given at the cross-examination of Mr. Riley on May 13, 2015.	Mr. Riley asked Zach Michaud however Mr. Riley recalls that he asked Mr. Michaud whether there was a break fee in the transaction (not whether VimpelCom <i>asked</i> for a break fee) and Mr. Michaud advised that there was not. Additionally, Mr. Riley answered the undertaking to the best of his recollection and did not recall that VimpelCom asked for a break fee. At the time that VimpelCom proposed the break fee, Mr. de Alba was principally negotiating for Catalyst.
48.	U/A	208-209	To the extent that Catalyst intends to lead evidence at trial concerning a breach of exclusivity by VimpelCom, to advise what this evidence will be, including identifying which communications between West Face and VimpelCom Catalyst alleges were in breach of exclusivity.	Catalyst does not intend to lead evidence concerning a breach of the exclusivity agreement between Catalyst and VimpelCom in this proceeding.

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50.	R/F	213	To advise whether Catalyst undertook further efforts after exclusivity expired to acquire WIND.	Catalyst is answering this question pursuant to Rule 34.12 and maintains its objection on the ground that the question is irrelevant. Yes.
51.	R/F	213	To advise whether Catalyst had any communications with VimpelCom between August 25 and September 16, 2014.	Catalyst is answering this question pursuant to Rule 34.12 and maintains its objection on the ground that the question is irrelevant. Yes.