

Court File No. CV-14-507120

**ONTARIO
SUPERIOR COURT OF JUSTICE**

BETWEEN:

THE CATALYST CAPITAL GROUP INC.

Plaintiff

and

BRANDON MOYSE and WEST FACE CAPITAL INC.

Defendants

DOCUMENT REVIEW PROTOCOL

Purpose:

To determine whether forensic images (the "Images") obtained from the personal electronic devices of the defendant Brandon Moyses ("Moyse") contain or contained The Catalyst Capital Group Inc.'s ("Catalyst's") confidential information (the "Catalyst Confidential Information").

To determine, if possible, what use was made of the Catalyst Confidential Information.

To ensure that the abovementioned tasks (the "Review") are completed and a report is delivered to counsel for Catalyst and Moyses (the "Report") by January 30, 2015.

To ensure that the Review is conducted in a manner that,

- a) protects Moyses's confidential information from being accessed by Catalyst or its counsel or their agents;
- b) protects Catalyst's confidential information from being accessed by West Face Capital Inc. ("West Face") or its counsel or their agents;
- c) protects West Face's confidential information from being accessed by Catalyst or its counsel or their agents; and
- c) maintains solicitor-client privilege (collectively, the "Restrictions").

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Protocol:

1. Stockwoods LLP shall be appointed as an Independent Supervising Solicitor ("ISS") no later than December 15, 2014.
2. The costs of the ISS (including all fees and disbursements incurred by the ISS) shall be borne by Catalyst, subject to potential recovery in the cause.
3. The ISS shall,
 - a. be provided with copies of all pleadings and motion materials for Catalyst's motion heard October 27, 2014;
 - b. act as an independent officer of the Court; and
 - c. be at liberty, if necessary, to seek directions from the Court in regards to carrying out its mandate.
4. The ISS shall be instructed, in conjunction with a forensic expert to be retained by the ISS (the "Expert"), to carry out the Review subject to the Restrictions, and to prepare and to deliver the Report to counsel for Catalyst and Moyses by January 30, 2015. The ISS shall determine the identity of the Expert to be retained, but the Expert shall not be Computer Forensics Investigations Inc.
5. All communications to or from the ISS shall be conducted in writing, with copies of the correspondence to counsel for Moyses and Catalyst, or by way of a conference call with counsel for Moyses and Catalyst. Following each conference call, the ISS shall prepare a written summary of the conference call. All written communications shall be retained until the within matter is fully disposed of, including all appeals.
6. The ISS and/or the Expert may consult with Catalyst and/or its counsel in writing regarding search terms or other criteria to be used by the ISS and/or the Expert to identify the Catalyst Confidential Information. Catalyst shall submit any proposed search terms to counsel for Moyses and to the ISS. Moyses shall have five (5) business days to respond to the proposed terms for the purpose of objecting to the inclusion of any of the proposed terms. If Moyses does

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so object, the ISS will decide, at its sole discretion, whether to use a proposed search term as part of its review of the Images.

7. Subject to further order of the court or the consent of Catalyst, Catalyst's proposed search terms will not be communicated to West Face or its counsel.
8. In order to ensure that the Restrictions are maintained and subject to further order of the court or the agreement of the parties, the ISS and the Expert shall not provide Catalyst or its counsel with access to the Images or any work product generated during the Review.
9. The Report shall,
 - a. identify whether the Images contain or contained the Catalyst Confidential Information and, if possible, provide particulars of where on the Images the Catalyst Confidential Information is located or was located, when it was accessed and by whom, and when it was copied, transferred, shared or deleted and by and to whom; and
 - b. in the case of any identified or recovered e-mails sent or received containing or referring to the Catalyst Confidential Information, provide the following particulars:
 - i. Who authored the e-mail;
 - ii. To whom the email was sent, copied and/or blind copied;
 - iii. The date and time when the e-mail was sent;
 - iv. The subject line of the e-mail;
 - v. Whether the e-mail contains any attachments, and if so, the names of the attachments and associated file information (i.e. size, date information);
 - vi. The contents of the e-mail, redacting any information that the ISS deems to be Moyse's confidential information or subject to solicitor-client privilege; and
 - vii. If the email was deleted, when the email was deleted.

10. The ISS shall disclose a draft Report (which will not include the information set out in paragraph 9(b)(vi)) to Catalyst and Moyses. Within ten (10) business days of receiving the draft Report, Moyses may object to the inclusion of a document or documents referred to in the draft Report.

a. If Moyses does so object, he should set out the basis for his objection. If the ISS determines that an objection is justified, it will segregate the documents to which Moyses objected and remove information concerning those documents from the final report.

b. Any document to which Moyses does not object to being included in the draft Report may be included in a final Report. The final Report will include the information set out in paragraph 9(b)(vi).

11. Both Moyses and Catalyst shall be provided with any documents referred to in the final Report. If Catalyst believes that a document has been improperly excluded from the final Report, it may bring a motion for production of that document.

12. West Face shall not be provided with a copy of the draft Report, the final report, or the documents referred to in the draft or final Reports, subject to further order of the court or the consent of Catalyst. However, if the ISS finds in its report that any Catalyst Confidential Information was transferred to West Face, that portion of the report will be provided to counsel for West Face, with appropriate redactions to protect the Catalyst Confidential Information, subject to West Face's right to seek an order from the court for further production of the Report.

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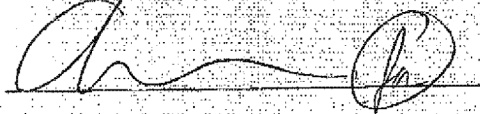
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13. The parties agree that this process shall be completed by January 30, 2015.

THE FOREGOING IS AGREED TO BY THE PARTIES AND THEIR COUNSEL

DATED AT TORONTO, ONTARIO this 12th day of December, 2014

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Lawyers for the Plaintiff

**GROSMAN, GROSMAN AND GALE
LLP**



Lawyers for Brandon Moyse

DENTONS CANADA LLP



Lawyers for West Face Capital Inc.

THE CATALYST CAPITAL GROUP INC.
Plaintiff

-and-

BRANDON MOYSE et al.
Defendants

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DOCUMENT REVIEW PROTOCOL

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