

**ONTARIO
SUPERIOR COURT OF JUSTICE**

B E T W E E N :

THE CATALYST CAPITAL GROUP INC.

Plaintiff

- and -

BRANDON MOYSE and WEST FACE CAPITAL INC.

Defendants

UNDERTAKINGS and UNDER ADVISEMENTS			
Outstanding undertakings given on the examination of cross-examination of James A. Riley on July 29, 2014			
	Question No.	Specific undertaking	Answer
1.	64	To inquire with Mr. de Alba as to whether Mr. Moyse had the authority, the autonomy to make unilateral decisions without the approval of Mr. de Alba with respect to him working with Advantage Rent A Car.	No one person at Catalyst has the authority to make unilateral decision. Mr. Moyse had authority to make decisions, which in certain circumstances required further approval. The word “unilateral” is inappropriate in this context, as many decisions at Catalyst (for example, funding decision) require senior approval and may require approval from more than one partner.
2.	180-81	To inquire whether Mr. Moyse received a copy of the WIND share purchase agreement, and if so, whether Catalyst is able to determine whether he opened the email.	Mr. Moyse did receive a copy of the WIND share purchase agreement. Catalyst is unable to determine if Mr. Moyse opened the email.

3.	231 (U/A)	To produce a copy of Mr. Muster's report.	<p>There was no formal report from Mr. Musters, other than his affidavit. After he imaged Mr. Moyse's work hard drive, Mr. Musters sent Catalyst's counsel an email summarizing some information he found that might merit further investigation. That email is attached.</p> <p>Following receipt of the email, Catalyst's counsel gave Mr. Musters specific instructions to report on specific dates and files, which led to the creation of the exhibits to Mr. Musters' and Mr. Riley's affidavits regarding Mr. Moyse's file access.</p>
3.	255	Inquire with Mr. de Alba as to the frequency of him using his America Online account to access or transfer Catalyst documents.	<p>Mr. de Alba only uses his America Online ("AOL") account for personal purposes. Mr. de Alba could only find two instances when Mr. Moyse transferred files to Mr. de Alba's AOL account. On both occasions, the transfer happened when Catalyst's remote access system was not working, which is an extremely rare event.</p> <p>It was not Mr. de Alba's practice, and certainly not a "common practice," for Mr. de Alba to use his AOL account for work purposes. It was highly unusual for him to do so.</p>
4.	281 - 283	Inquire whether paragraphs 38, 39 and 40 as contained in Mr. Moyse's affidavit are accurate (i.e., last sentence in paragraph 38, paragraph 39 with respect to the particular folder in the box account and that he did not have control over this folder. With respect to paragraph 40, the first sentence and the last sentence that the folders were in some instances created by Mr. Moyse and other instances created by others, meaning Catalyst individuals, but at all times created with the full knowledge of Catalyst).	<p>Catalyst acknowledges that a Box folder was created by an associate corporation (NMRC) and used by some Catalyst employees, however, Mr. de Alba never authorized the use of the Box account and had no knowledge that the Box account had been created.</p>

5.	379	Advise whether Catalyst takes the position that Mr. Moyse accessed Masonite files prior to his resignation which belonged to Catalyst.	Catalyst can neither confirm nor deny that Mr. Moyse accessed its Masonite files prior to his resignation.
6.	404	Confirm whether or not that the documents listed as Catalyst Z drive (with the file name), starting from number 255 are Masonite documents (Riley affidavit, Tab T).	The documents are not Masonite documents.
7.	469 – 471	Advise whether other Catalyst individuals had input into creating the findings contained on page 180 of West Face's Motion Record and with respect to all four of the research memos attached to Mr. Moyse's March 27, 2014 email.	<p>Other Catalyst employees were definitely involved in creating and developing the Homburg research memo.</p> <p>To the best of Catalyst's knowledge, all of the confidential memos disclosed by Mr. Moyse to West Face were not exclusively Mr. Moyse's work product. In any event, Catalyst owns all of the work product created by Mr. Moyse while he was employed at Catalyst, including the confidential analyses of prospective investment situations that he disclosed to West Face.</p>
8.	498 – 499	Advise whether Mr. Moyse invested in Fund III.	Yes, Mr. Moyse invested in Fund III.
9.	732	Advise whether Catalyst was actively pursuing further investment in Homburg or in related investments.	Catalyst was actively pursuing further investments in the Homburg situation or in related investments as of March 27, 2014, when Mr. Moyse disclosed the confidential Homburg memo to West Face.