

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

**IN THE MATTER OF THE COMPANIES' CREDITORS
ARRANGEMENT ACT, R.S.C. 1985, c. C-36, AS AMENDED**

**AND IN THE MATTER OF A PLAN OF COMPROMISE OR
ARRANGEMENT OF INTERTAN CANADA LTD. AND
TOURMALET CORPORATION**

APPLICANTS

NOTICE OF MOTION

**(Approval of Pre-Filing Claims Process)
(Returnable February 10, 2009)**

THE APPLICANTS, InterTAN Canada Ltd. ("InterTAN") and Tourmalet Corporation ("Tourmalet") (collectively, the "Applicants") will make a motion before the Honourable Mr. Justice Morawetz on Tuesday February 10, 2009 at 10:00 a.m., or as soon after that time as the motion can be heard, at 330 University Avenue, Toronto, Ontario.

PROPOSED METHOD OF HEARING: The motion is to be heard orally.

THE MOTION IS FOR:

1. An Order, if necessary, abridging the time for service of this Notice of Motion and the Motion Record herein, and directing that any further service of the Notice of Motion and the Motion Record be dispensed with;
2. An Order approving a proposed pre-filing claims process (the "Pre-Filing Claims Process") for soliciting creditor claims against the Applicants that existed as at November 10, 2008; and

3. Such further and other relief as counsel may request and this Honourable Court may deem just.

THE GROUNDS FOR THE MOTION ARE:

1. On November 10, 2008, the Applicants filed for and obtained protection from their creditors under the *Companies' Creditors Arrangement Act*, R.S.C. 1985, c. C-36, as amended (the "CCAA"), pursuant to the Initial Order of the Honourable Justice Morawetz, dated November 10, 2008, as amended (the "Amended and Restated Initial Order");
2. Pursuant to the Amended and Restated Initial Order, Alvarez & Marsal Canada, ULC was appointed as monitor ("Monitor") of the Applicants pursuant to the CCAA;
3. On December 5, 2008, the Honourable Justice Morawetz approved a CCAA sale process for the Applicants, which was subsequently amended by a further order of the Honourable Justice Morawetz on January 14, 2009;
4. The Applicants are of the view that it would be of assistance to this CCAA proceeding to initiate the Pre-Filing Claims Process to solicit claims against the Applicants that existed as at November 10, 2008, and which have not been cured during the filing period. The proposed Pre-Filing Claims Process was developed in consultation with the Monitor;
5. The proposed Pre-Filing Claims Process would allow the Applicants and their stakeholders to have greater certainty as to the universe of potential pre-filing claims, and to ensure that any additional claims not known at the time of the Monitor's First Report are captured;
6. The proposed Pre-Filing Claims Process only requires that creditors file their claims by a specific claims bar date, and does not propose a dispute resolution mechanism at this time;
7. The proposed Pre-Filing Claims Process strikes an appropriate balance by achieving the benefits of greater certainty with respect to the total pre-filing claim amount, and by ensuring that pre-filing claims are known, without requiring the Applicants' creditors to engage in a potentially time-consuming and expensive process to litigate disputed claims when such adjudication may prove to be unnecessary;

8. It is just and convenient and in the interests of the Applicants and their stakeholders that the Order sought be granted;
9. Section 11 of the *CCAA*;
10. Rules 1.04, 2.03, 3.02 and 37 of the *Rules of Civil Procedure*, R.R.O. 1990, Reg. 194, as amended; and
11. Such further and other grounds as counsel may advise and this Honourable Court may permit.

THE FOLLOWING DOCUMENTARY EVIDENCE will be used at the hearing of this motion:

1. The Affidavit of Mark Wong, sworn February 5, 2009 and the Exhibits thereto;
2. The Fourth Report of the Monitor, to be filed with the Court; and
3. Such further and other materials as counsel may advise and this Honourable Court may permit.

February 5, 2009

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TO: THE SERVICE LIST

IN THE MATTER OF THE COMPANIES' CREDITORS ARRANGEMENT
ACT, R.S.C. 1985, c. C-36, AS AMENDED

Court File No: 08-CL-7841

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TOURMALET CORPORATION

APPLICANTS

Ontario
SUPERIOR COURT OF JUSTICE
COMMERCIAL LIST

Proceeding commenced at Toronto

NOTICE OF MOTION

(Approval of Pre-Filing Claims Process)
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