

**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  
(Sale Process and Stay Extension)  
(Returnable December 5, 2008)**

**THE APPLICANTS**, InterTAN Canada Ltd. ("InterTAN") and Tourmalet Corporation ("Tourmalet") (collectively the "Applicants") will make a motion before the Honourable Mr. Justice Morawetz on Friday, December 5, 2008 at 3:00 p.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 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 the sales process (the "CCAA Sale Process") described in the affidavit of Mark Wong, sworn December 3, 2008 (the "Wong Affidavit"), and authorizing and

directing the Applicants, the Applicants' investment banker N M Rothschild & Sons Canada Securities Limited ("Rothschild Canada") and the Monitor to take such actions as are required to complete the CCAA Sale Process.

3. An Order that pursuant to and in accordance with the terms of the CCAA Sale Process:

- (a) preliminary non-binding indications of interest (the "Indicative Bids") shall be provided by potential purchasers by no later than 5:00 p.m. Toronto time on December 17, 2008;
- (b) potential purchasers who are invited to participate in the next phase of the CCAA Sale Process, and wish to proceed, shall provide firm proposals, together with a mark-up of the draft purchase and sale agreement, by no later than 5:00 p.m. Toronto time on January 15, 2009; and
- (c) the Applicants will then seek any further relief necessary from this Court to implement any sale transaction.

4. An Order setting out additional duties of the Monitor in conjunction with the CCAA Sale Process;

5. An Order approving the Report of the Proposed Monitor, Alvarez & Marsal Canada ULC, dated November 10, 2008 (the "Report of the Proposed Monitor"), the First Report of the Monitor, Alvarez & Marsal Canada ULC, dated November 24, 2008 (the "First Report of the Monitor") and the Second Report of the Monitor, Alvarez & Marsal Canada ULC, dated December 3, 2008 (the "Second Report of the Monitor"), and the activities of the Monitor as detailed in such reports; and

6. An Order extending the Stay Period, as defined in the Initial Order, from December 9, 2008 until January 30, 2009.

**THE GROUNDS FOR THE MOTION ARE:**

1. On November 10, 2008, the Applicants applied 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 Mr. Justice Morawetz of the Ontario Superior Court of Justice (Commercial List);

2. The Initial Order required that a further hearing in this Application be held on November 26, 2008 or such alternate date as the Court may fix. At the November 26, 2008 hearing the Court set December 5, 2008 for a further hearing with regard to the Court's review of a proposed sale process, a proposed stay extension and to deal with certain landlord concerns;

3. The Applicants have carried on business as a going concern since the granting of the Initial Order, and have communicated with their stakeholders concerning the CCAA proceeding;

4. Management of InterTAN, together with Rothschild Canada, have developed the CCAA Sale Process;

5. InterTAN believes that the immediate implementation of the CCAA Sale Process will maximize the enterprise value of InterTAN, and that the CCAA Sale Process represents the best possible course for InterTAN to maximize value for its stakeholders;

6. The Stay Period currently expires on December 9, 2008, while the requested CCAA Sale Process requires that firm proposals shall be provided on January 15, 2009;

7. It is necessary to extend the Stay Period to January 30, 2009 in order to allow the CCAA Sale Process to continue;
8. InterTAN is acting in good faith with due diligence;
9. The Initial Order of the Honourable Mr. Justice Morawetz dated November 10, 2008;
10. The Second Report of the Monitor;
11. Sections 11(4), and 11(6) of the *CCAA*;
12. Rules 1.04, 2.03, 3.02 and 37 of the *Rules of Civil Procedure*, R.R.O. 1990, Reg. 194, as amended; and
13. 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 Wong Affidavit, and the Exhibits thereto;
2. The Second Report of the Monitor; and
3. Such further and other materials as counsel may advise and this Honourable Court may permit.

December 3, 2008

**OSLER, HOSKIN & HARCOURT LLP**  
P.O. Box 50

1 First Canadian Place  
Toronto, ON M5X 1B8

Edward Sellers (LSUC #30110F)  
Tel: (416) 862-5959  
Jeremy Dacks (LSUC #41851R)  
Tel: (416) 862-4923  
Marc Wasserman (LSUC #44066M)  
Tel: (416) 862-4908

Fax: (416) 862-6666

Lawyers for the Applicants

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-7851

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

APPLICANTS

*Ontario*  
**SUPERIOR COURT OF JUSTICE  
COMMERCIAL LIST**

Proceeding commenced at Toronto

**NOTICE OF MOTION**  
(Returnable December 5, 2008)

**OSLER, HOSKIN & HARCOURT LLP**  
P.O. Box 50

1 First Canadian Place  
Toronto, ON M5X 1B8

Edward Sellers (LSUC #30110F)  
Tel: (416) 862-5959

Jeremy Dacks (LSUC #41851R )  
Tel: (416) 862-4923

Marc Wasserman (LSUC #44066M )  
Tel: (416) 862-4908

F# 1113457