

**ONTARIO
SUPERIOR COURT OF JUSTICE
COMMERCIAL LIST**

THE HONOURABLE MR.

)

TUESDAY, THE 2nd DAY

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JUSTICE MORAWETZ

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OF JUNE, 2009



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

ORDER

(Approval of DIP Side Letter)

THIS MOTION, made by the Applicants for an Order: (i) authorizing InterTAN Canada Ltd. ("InterTAN") to execute a side letter (the "DIP Side Letter") modifying the DIP Facility (as defined below); and (ii) approving the DIP Side Letter, was heard this day at 330 University Avenue, Toronto, Ontario.

ON READING the Notice of Motion and, the Seventh Report of the Monitor dated May 26, 2009 and the Appendices thereto (the "Seventh Report"), and on hearing the submissions of counsel for the Applicants, the Monitor, Bank of America, N.A. (Canadian Branch), in its capacity as a lender and agent, 4458729 Canada Inc. and Bell Canada, no one else appearing although duly served as set out in the Affidavit of Service of Gillian Scott dated May 27, 2009.

SERVICE

1. **THIS COURT ORDERS** that the time for service of the Notice of Motion and the Motion Record herein is hereby abridged so that this Motion is properly returnable today and any further service of the Notice of Motion and the Motion Record is hereby dispensed with.

APPROVAL OF DIP SIDE LETTER

2. **THIS COURT ORDERS** that InterTAN is hereby authorized to execute the DIP Side Letter, substantially in the form attached as Appendix "1" to the Seventh Report, which modifies the Senior Secured, Super-Priority, Debtor-in-Possession Credit Agreement, dated as of November 12, 2008 (as amended, supplemented, modified or restated) (the "DIP Facility") between Circuit City Stores, Inc. ("Circuit City"), certain other U.S. debtor affiliates of Circuit City, InterTAN, Bank of America, N.A., as Administrative Agent and Collateral Agent, and Bank of America, N.A. (acting through its Canadian Branch), as Canadian Administrative Agent and Canadian Collateral Agent and certain other lenders party thereto.

3. **THIS COURT ORDERS** that the DIP Side Letter is hereby approved.

4. **THIS COURT ORDERS** that the definition of "DIP Facility" contained in paragraph 35 of the Amended and Restated Initial Order dated November 10, 2008 shall be and be deemed to include the DIP Side Letter.

5. **THIS COURT HEREBY REQUESTS** the aid and recognition of any court, tribunal, regulatory or administrative body having jurisdiction in Canada or in the United States of America, including the United States Bankruptcy Court for the Eastern District of Virginia, to give effect to the terms of this Order and to assist the Applicants, the Monitor and their

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

Court File No: 08-CL-7841

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

ORDER
(Approval of DIP Side Letter)
June 2, 2009

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

Lawyers for the Applicants