

ONTARIO
SUPERIOR COURT OF JUSTICE
COMMERCIAL LIST

THE HONOURABLE MR.

)

MONDAY, THE 23RD DAY

)

JUSTICE MORAWETZ

)

OF FEBRUARY, 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

(Approving Third Amendment to DIP Facility)

THIS MOTION, made by the Applicants for an order approving the Third Amendment to the DIP Facility, was heard this day at 330 University Avenue, Toronto, Ontario.

ON READING the Notice of Motion, the Affidavit of Ian Young sworn February 17, 2009 and the Exhibits thereto, the Fifth Report of the Monitor dated February 29, 2009 and the Appendices thereto, 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 Canadian agent (the "Canadian Agent"), and other counsel present, no one else appearing although duly served as set out in the Affidavit of Service of Gillian Scott dated February 18, 2009.

SERVICE

1. THIS COURT ORDERS that the time for service of the Notice of Motion and the Motion Record 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 THIRD AMENDMENT TO THE DIP FACILITY

2. THIS COURT ORDERS that the Third Amendment to Senior Secured, Super-Priority, Debtor-In-Possession Credit Agreement made as of January 17, 2009 (the "Third Amendment") is hereby approved with an effective date of January 17, 2009.

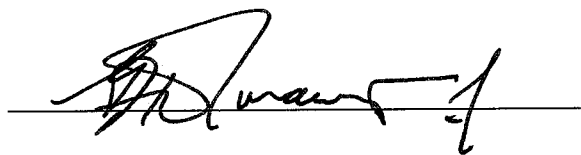
3. THIS COURT ORDERS that the definition of "DIP Facility" contained in paragraph 35 of the Amended and Restated Initial Order dated November 10, 2008 shall be and be deemed to include the Third Amendment.

4. THIS COURT ORDERS that the approval of the Third Amendment shall not be deemed an approval by this Court of the Second Amendment To Senior Secured, Super-Priority, Debtor-In-Possession Credit Agreement made as of December 19, 2008.

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 respective agents in carrying out the terms of this Order.

ENTERED AT / INSCRIT A TORONTO
ON / BOOK NO:
LE / DANS LE REGISTRE NO.:

FEB 23 2009



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

(Approving Third Amendment to DIP Facility)

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