

ONTARIO
SUPERIOR COURT OF JUSTICE
COMMERCIAL LIST

THE HONOURABLE MR.

)

TUESDAY, THE 10th DAY

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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

ORDER
(Pre-Filing Claims Process)

THIS MOTION made by InterTAN Canada Ltd. and Tourmalet Corporation ("the Applicants"), pursuant to the *Companies' Creditors Arrangement Act*, R.S.C. 1985, c. C-36, as amended (the "CCAA"), for an order approving a Claims Process with respect to claims against the Applicants that existed as at November 10, 2008, and which have not been cured during the filing period (the "Pre-Filing Claims Process") was heard this day at 330 University Avenue, Toronto, Ontario.

ON READING the Notice of Motion, the Affidavit of Mark Wong sworn February 5, 2009 and the Exhibits thereto, the Fourth Report of Alvarez & Marsal Canada ULC in its capacity as Court-appointed monitor of the Applicants (the "Monitor") 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, and such other counsel as were present, no one else appearing although duly served as set out in the Affidavit of Gillian Scott dated February 6, 2009 .

SERVICE

1. THIS COURT ORDERS that the time for service of the Notice of Motion and Motion Record herein be and is hereby abridged and that the motion is properly returnable today and service on any interested party other than those parties served is hereby dispensed with.

CLAIMS PROCESS

Notice of Claims

2. THIS COURT ORDERS that the Applicants shall cause a Proof of Claim and Instruction Letter, substantially in the form attached hereto as Schedule "A", and a copy of this Order (the "Claims Package") to be sent to each known creditor who has a Pre-Filing Claim (as defined herein) at the last recorded address as set out in the books and records of the Applicants, by prepaid mail on or before February 13, 2009.
3. THIS COURT ORDERS that the Applicants shall cause a notice, substantially in the form attached hereto as Schedule "B" (the "Notice to Creditors"), to be placed in the Globe and Mail (National Edition) and La Presse (the French language translation thereof) prior to February 13, 2009.
4. THIS COURT ORDERS that the Monitor shall cause the Notice to Creditors and the Claims Package to be posted on the Monitor's Website from February 13, 2009 until the Claims Bar Date (as defined herein).
5. THIS COURT ORDERS that the Applicants or the Monitor shall send a copy of the Claims Package to any person requesting such material, as soon as practicable.

Proofs of Claim

6. THIS COURT ORDERS that any person and/or entity asserting a Pre-Filing Claim against one or both of the Applicants shall set out its aggregate Pre-Filing Claim in a Proof of Claim, substantially in the form attached as Schedule "A", and deliver the Proof of Claim to the Applicants at the address set forth in paragraph 13(a) hereof so that it is

received no later than 5:00 p.m. (Toronto time) on March 16, 2009 (the "Claims Bar Date"). A "Pre-Filing Claim" means any right of a person and/or entity against one or both of the Applicants, in connection with any indebtedness, liability or obligation of any kind whatsoever and any interest accrued thereon or costs payable in respect thereof, whether liquidated, unliquidated, reduced to judgment, fixed, contingent, matured, unmatured, disputed, undisputed, legal, equitable, secured, unsecured, by guarantee, surety, or otherwise, and whether or not such right is executory or anticipatory in nature, including without limitation, any claim made or asserted against any one or both of the Applicants through any affiliate, associate or related person as such terms are defined in the *Business Corporations Act*, R.S.O. 1990, c. B-16, as amended, or any right or ability of any person to advance a claim for contribution or indemnity or otherwise with respect to any matter, action, cause or chose in action, together with any other claims of any kind that, if unsecured, would be a debt provable in bankruptcy within the meaning of the *Bankruptcy and Insolvency Act*, R.S.C. 1985, c. B-3, which, in each of the foregoing cases, shall have existed and arose as at November 10, 2008 and which have not been paid or settled after November 10, 2008. For greater certainty, the following parties shall not be required to file a Proof of Claim under this Pre-Filing Claims Process:

- (a) The DIP Lenders (as defined in the Amended and Restated Initial Order);
- (b) The Applicants' U.S. debtor affiliates;
- (c) Customers with gift cards, store credits or with ongoing warranty programs;
- (d) Employees who continued to be employed by the Applicants after November 10, 2008; and
- (e) Joint Venture Managers in respect of deposits provided to InterTAN pursuant to joint venture agreements.

7. THIS COURT ORDERS that any person and/or entity who does not deliver a Proof of Claim in respect of a Pre-Filing Claim by the Claims Bar Date in accordance with paragraph 6 hereof, or such later date as the Applicants, the Monitor and such person and/or entity may agree, shall be forever barred from asserting such Pre-Filing Claim against either of the Applicants and the Pre-Filing Claim shall be forever extinguished.

Determination of Pre-Filing Claims

8. THIS COURT ORDERS that the Applicants and the Monitor may review each Proof of Claim received by the Claims Bar Date.
9. THIS COURT ORDERS that any further proceedings in respect to this Pre-Filing Claims Process shall be subject to further order of the Court, provided that the Applicants and the Monitor are hereby authorized to attempt to reconcile any discrepancies between Proofs of Claim filed and the books and records of the Applicants.

Notice of Transferees

10. THIS COURT ORDERS that if, after the earlier of: (a) the date of filing a Proof of Claim; and (b) March 16, 2009; the holder of a Pre-Filing Claim, or any subsequent holder of a Pre-Filing Claim who has been acknowledged by the Applicants in respect of such Pre-Filing Claim, transfers or assigns a Pre-Filing Claim to another person, neither the Applicants nor the Monitor shall be obligated to give notice to or to otherwise deal with the transferee or assignee of the Pre-Filing Claim as the creditor in respect thereof unless and until actual notice of transfer or assignment, together with satisfactory evidence of such transfer or assignment, have been delivered to the Applicants. Thereafter, such transferee or assignee shall, for all purposes hereof, constitute the holder of such Pre-Filing Claim, and shall be bound by notices given and steps taken in respect of such Pre-Filing Claim in accordance with the provisions of this Order.
11. THIS COURT ORDERS that if, after the earlier of: (a) the date of filing a Proof of Claim; and (b) March 16, 2009; the holder of a Pre-Filing Claim, or any subsequent holder of the whole of a Pre-Filing Claim who has been acknowledged by the Applicants in respect of such Pre-Filing Claim, transfers or assigns the whole of such Pre-Filing Claim to more than one Person or part of such Pre-Filing Claim to another Person or Persons, such transfer or assignment shall not create a separate Pre-Filing Claim and such Pre-Filing Claim shall continue to constitute and be dealt with as a single Pre-Filing

Claim notwithstanding such transfer or assignment. Neither the Applicants nor the Monitor shall, in each such case, be bound to recognize or acknowledge any such transfer or assignment and shall be entitled to give notices to and to otherwise deal with such Pre-Filing Claim only as a whole and then only to and with the person last holding such Pre-Filing Claim, provided such creditor may, by notice in writing delivered to the Applicants, direct that subsequent dealings in respect of such Pre-Filing Claim, but only as a whole, shall be with a specified person and in such event, such person shall be bound by any notices given or steps taken in respect of such Pre-Filing Claim with such person in accordance with the provision of this Order.

GENERAL PROVISIONS

12. THIS COURT ORDERS that the Monitor, in addition to its prescribed rights and obligations under the CCAA, the Amended and Restated Initial Order dated November 10, 2008 and the Sale Process Order dated December 5, 2008, shall assist the Applicants in connection with the administration of the Pre-Filing Claims Process provided for herein, and is hereby directed and empowered to take such other actions and fulfill such other roles as are contemplated by this Order.
13. THIS COURT ORDERS that any notice or communication required to be delivered pursuant to the terms of this Pre-Filing Claims Process Order shall be in writing and may be delivered by facsimile transmission, personal delivery, courier or prepaid mail addressed to the respective parties as follows:
 - (a) If to one or both of the Applicants, to:
InterTAN Canada Ltd. and/or
Tourmalet Corporation
c/o Alvarez & Marsal Canada ULC
Royal Bank Plaza, South Tower
200 Bay Street, Suite 2000
P.O. Box 22
Toronto, ON M5J 2J1

Attention: Mr. Stephen Moore
Telephone: 416-847-5167
Facsimile: 416-847-5201

- (b) If to a creditor or a claimant, to the last recorded address appearing in the books of the Applicants, or in any Proof of Claim filed.
14. THIS COURT ORDERS that in the event of any strike, lock-out or other event which interrupts postal service in any part of Canada, all notices and communications during such interruption may only be delivered by email, facsimile transmission, personal delivery or courier and any notice or other communication given or made by prepaid mail within the five (5) business day period immediately preceding the commencement of such interruption, unless actually received, shall be deemed not to have been delivered. All such notices and communications shall be deemed to have been received, in the case of notice by email, facsimile transmission, personal delivery or courier prior to 5:00 p.m. (Toronto time) on a business day, when received, if received after 5:00 p.m. (Toronto time) on a business day or at any time on a non-business day, on the next following business day, and in the case of a notice mailed as aforesaid, on the fourth business day following the date on which such notice or other communication is mailed.


JUSTICE MORAWETZ

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

FEB 10 2009

PER / PAR: 

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

Court File No: 08-CL-7841

APPLICANTS

Ontario
SUPERIOR COURT OF JUSTICE
COMMERCIAL LIST

Proceeding commenced at Toronto

ORDER
(Pre-Filing Claims Process)

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