

Court File No. 08-CL-7841

**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

**AFFIDAVIT OF MARK J. WONG
(Sworn December 3, 2008)**

I, Mark J. Wong, of the Town of Caledon, in the Province of Ontario, MAKE
OATH AND SAY:

1. I am the Vice-President, General Counsel and Secretary of the Applicant, InterTAN Canada Ltd. ("InterTAN"). As such, I have personal knowledge of the matters deposed to herein. Where I have relied on other sources for information, I have specifically referred to such sources and verily believe them to be true.

Introduction

2. On November 10, 2008, the Applicants commenced an application under the *Companies' Creditors Arrangement Act*, R.S.C. 1985, c. C-36, as amended (the "CCAA"), and were granted an Initial Order which provided, *inter alia*, a stay of proceedings in favour of the Applicants until and including December 9, 2008, or such later date as the Court may order (the "Initial Order"). I provided an affidavit, sworn November 10, 2008, in support of the Applicants' CCAA Application (the "Initial Wong Affidavit"). A copy of the Initial Wong Affidavit (without exhibits) is attached as Exhibit "A". A copy of the Initial Order is attached as Exhibit "B".

3. 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 which time the Initial Order

might be supplemented or otherwise varied. There was a hearing on November 26, 2008 where the Court reviewed the First Report of the Monitor, dated November 24, 2008. At the November 26, 2008 hearing, the Court also set December 5, 2008 for a further court hearing with regard to the Court's review of a proposed sale process, a proposed stay extension, and to deal with certain landlord concerns.

4. Circuit City Stores Inc. ("Circuit City"), a publicly-held Virginia corporation, is InterTAN's ultimate parent company. On November 10, 2008, Circuit City and certain of its affiliates (the "U.S. Debtors") filed for and were granted bankruptcy protection pursuant to Chapter 11 of title 11 of the *United States Code* in the United States Bankruptcy Court for the Eastern District of Virginia (the "Chapter 11 Proceedings"). The Applicants' CCAA proceeding is running concurrently with the U.S. Debtors' Chapter 11 Proceedings.

Communications with Stakeholders

5. InterTAN has been operating its consumer electronics business as a going concern since the granting of the Initial Order. As part of the continued operation of its business, InterTAN, with the assistance of its communications consultant, Longview Communications, Inc., engaged in an extensive and wide-ranging communication campaign to inform its stakeholders about the CCAA proceeding.

A) Press Releases

6. InterTAN issued two press releases on November 10, 2008 (the "Press Releases"). The first press release was issued prior to the hearing of the Initial Application and the second press release was issued following the granting of the Initial Order by the Court. These Press Releases were issued in both English and French, and were widely disseminated through the media. Copies of the Press Releases are attached as Exhibit "C".

B) Stakeholder Communications

7. In addition to the Press Releases, InterTAN has also engaged in a targeted communications process and has sent correspondence directly to members of each of the

following stakeholder groups: a) employees; b) landlords; c) joint venture managers; d) dealers; e) North American based suppliers; and f) foreign based suppliers (the "Stakeholder Letters").

8. There were two separate sets of Stakeholder Letters, one dated November 10, 2008 (the "Pre-Filing Letter") and one dated November 11, 2008 (the "Post-Filing Letter") sent to the stakeholder groups. In general, the Pre-Filing Letter informed the recipient of the basic facts surrounding the CCAA proceeding, the basic terms being sought under the Initial Order, and provided a telephone number for a member of InterTAN's management team, whom the recipient was advised to contact, should they have any questions. The Post-Filing Letter was a shorter communication, which confirmed the granting of the Initial Order and InterTAN's continued access to credit, and for a second time, the recipient was advised to contact a member of InterTAN's management team should they have any questions. Sample copies of the Stakeholder Letters are attached as Exhibit "D".

C) Distribution of the Initial Order

9. On November 19, 2008, in accordance with paragraph 49 of the Initial Order, the Applicants, with the assistance of the Monitor, sent a Notice, which included a copy of the Initial Order, to all of their known creditors, landlords or property managers, other than employees and creditors to which the Applicants owe less than \$10,000, (the "Notice to Creditors"). The Notice to Creditors was sent to the addresses that appeared on the Applicants' records as of such date. A copy of the Notice to Creditors (without the attachment) is attached as Exhibit "E". Also pursuant to paragraph 49 of the Initial Order, the Applicants have sent a copy of the Initial Order to all parties that have filed a Notice of Appearance in respect of this CCAA Application and to all other persons who requested a copy of the Initial Order.

Sale Process

10. As stated in paragraph 110 of the Initial Wong Affidavit, Circuit City and InterTAN had previously explored the option of selling all or a portion of the Canadian business (the "Initial Sale Process"). In early 2008, Circuit City considered its strategic alternatives with respect to InterTAN, and engaged Goldman, Sachs & Co. ("Goldman") as Circuit City's financial advisor to canvass the market with a view to pursuing a potential divestiture transaction involving the shares of InterTAN. Goldman prepared disclosure and marketing materials

concerning the business that were distributed to those potential strategic and financial purchasers that entered into a confidentiality agreement with Circuit City. Although Goldman did receive significant expressions of interest from potential purchasers interested in an acquisition transaction concerning the business of InterTAN as a stand-alone entity, none of them resulted in a completed transaction, partially as a result of Circuit City having embarked on a global review of strategic alternatives involving both the business of Circuit City and the business of InterTAN.

11. In October, 2008, Circuit City retained Rothschild Inc. ("Rothschild U.S.") to pursue strategic alternatives for the U.S. Debtors, including the potential sale of InterTAN. The U.S. Debtors have previously filed an application seeking authority to retain and employ Rothschild U.S., which application will be heard by the U.S. Bankruptcy Court on December 5, 2008. The order sought specifically references the potential sale of InterTAN and remuneration for Rothschild U.S. flowing from such a sale. A copy of the application of the U.S. Debtors (without exhibits) is attached as Exhibit "F".

12. InterTAN has also been working with N M Rothschild & Sons Canada Securities Limited ("Rothschild Canada") to pursue a transaction with respect to the Canadian business. The Rothschild Canada team that is charged with managing the Canadian sales process is located in Canada, and they are working in co-ordination with their U.S. counterparts at Rothschild U.S.

13. The DIP Facility approved by the Initial Order and the U.S. Bankruptcy Court contains certain timelines and covenants with respect to a sales process for Circuit City and its related U.S. affiliates. However, the DIP Facility does not specifically mandate any benchmarks for a sale of the business of InterTAN or related assets. The DIP Facility simply provides that for any sale of the Canadian assets to be permitted by the lenders thereunder, it would have to be in accordance with the CCAA and the terms of the Initial Order, approved by the Canadian Court, and for cash consideration in excess of InterTAN's pre and post-filing liabilities.

14. Rothschild U.S. and Rothschild Canada have recommended to the Applicants the implementation of a "two-track" sale process as a restructuring alternative whereby potential purchasers would be able to: 1) pursue a transaction involving the acquisition of InterTAN as part of an acquisition of Circuit City's global operations (the "Global Sale Process"); or 2) pursue a transaction involving the acquisition solely of InterTAN in accordance with the letter to be sent to prospective purchasers which is attached as Exhibit "G" (the "CCAA Sale Process").

Parties interested in buying the business of InterTAN can participate in either process. The proposed "two-track" sale process is designed to create maximum flexibility in order to provide for the greatest number of options for potential purchasers and with a view to maximizing the potential realizable value of the business of InterTAN for the benefit of all InterTAN stakeholders.

A) Activities Conducted to Date

15. Rothschild Canada has worked closely with InterTAN's management team and external advisors to commence the marketing of InterTAN's business and to build on the Initial Sales Process.

16. Rothschild Canada has developed a comprehensive list of potential purchasers located in the U.S., Canada and elsewhere, including certain entities that previously expressed an interest in the business of InterTAN during the Initial Sale Process, as well as other potential strategic and financial purchasers who, in the opinion of Rothschild Canada, might be interested in considering an acquisition transaction. As of December 1, 2008, Rothschild Canada had contacted 75 entities, including 19 potential strategic purchasers and 56 potential financial purchasers, concerning a possible transaction involving the business of InterTAN.

17. Rothschild Canada has also worked closely with InterTAN's management team to create certain marketing documents for the business of InterTAN including a "Teaser" and a comprehensive management presentation. The Teaser provides a high-level overview of the business of InterTAN and is intended to assist potential purchasers in determining whether or not to proceed with an in-depth investigation. As of December 1, 2008, Teasers have been distributed to 39 potential purchasers.

18. As part of the Initial Sale Process, a confidential online data room was set up containing information that would be pertinent to a potential purchaser including: financial, operational, leasehold and other relevant information (the "InterTAN Data Room"). Rothschild Canada and InterTAN have worked with InterTAN's financial and legal advisers to update the InterTAN Data Room. It is anticipated that the InterTAN Data Room will be a critical tool for prospective purchasers participating in the CCAA Sale Process. Certain potential purchasers that have expressed interest and executed a non-disclosure agreement in connection with the CCAA

Sale Process have been granted access to the InterTAN Data Room. As of December 1, 2008, InterTAN or Circuit City have entered into non-disclosure agreements with 16 potential purchasers interested in a transaction involving InterTAN or its business, 13 of which have been granted access to the InterTAN Data Room.

19. As of December 1, 2008 InterTAN's management team, together with the assistance of its financial advisors and Rothschild Canada, has met with and delivered management presentations to three potential purchasers. Rothschild Canada is currently working to schedule additional management presentations in the coming weeks. These management presentations provide the opportunity for potential purchasers to ask Rothschild Canada and InterTAN management specific questions about the business.

20. On Thursday, November 13, 2008, InterTAN, the Monitor and Rothschild Canada met to discuss the proposed CCAA Sale Process. On Wednesday, November 19, 2008, the Monitor and its counsel met with legal and financial advisors to InterTAN and legal and financial advisors to the U.S. Debtors in Washington, D.C. to discuss, *inter alia*, the CCAA Sale Process.

21. On Monday December 1, 2008, the Monitor and its counsel met with legal and financial advisors to InterTAN to discuss, *inter alia*, the CCAA Sale Process and the progress that has been made to date. In addition, the Monitor has been: (i) granted access to the InterTAN Data Room; (ii) provided with copies of all non-disclosure agreements entered into between InterTAN and prospective purchasers; and (iii) is receiving regular updates and communications from Rothschild Canada concerning, among other things, ongoing communication with prospective purchasers and the level of activity in the InterTAN Data Room. In addition, the draft sale process order proposed by the Applicants was developed in consultation with the Monitor and provides for an enhanced role for the Monitor in such process.

B) The Chapter 11 Sale Process

22. The Global Sale Process is being implemented by Rothschild U.S. and management of the U.S. Debtors as part of the Chapter 11 Proceedings. The Global Sale Process provides the flexibility for the assets of the U.S. Debtors to be sold separately from the assets of InterTAN. The timeline for the Global Sale Process is as follows:

- (a) Rothschild U.S. is currently soliciting preliminary indications of interest from selected interested parties;
- (b) interested parties must submit a purchase proposal to Rothschild U.S. no later than 5 p.m. EST, Friday December 12, 2008;
- (c) Rothschild U.S. will notify all parties who have submitted proposals as to whether or not they will be invited to conduct further confirmatory due diligence on Circuit City and its affiliated companies and its assets including attending meetings with management;
- (d) parties invited to continue the process beyond the December 12, 2008 date must submit final, definitive offers to become a stalking-horse bidder for Circuit City and its affiliated companies, or their assets, by approximately January 15, 2009; and
- (e) the stalking-horse bid will be subject to a subsequent auction pursuant to section 363 of the Bankruptcy Code, anticipated to be held in late February 2009, and subsequent court approvals.

A copy of a letter that is being sent to all prospective purchasers setting out the details of the Global Sale Process is attached as Exhibit "H".

C) The CCAA Sale Process

23. As set out above, InterTAN, with the assistance of Rothschild Canada and its legal and financial advisors, has taken concrete steps building on the Initial Sale Process to market the Canadian business to a wide pool of potential purchasers. The timeline for the proposed CCAA Sale Process is as follows:

- (a) potential purchasers with an interest in InterTAN will be required to submit a preliminary non-binding indication of interest to Rothschild Canada via email or courier by no later than 5:00 p.m. Toronto time on December 17, 2008;

- (b) InterTAN, with the assistance of Rothschild Canada and the Monitor, will review the indicative bids and select a limited group of potential purchasers to conduct further due diligence and meet with members of the management of InterTAN;
- (c) Rothschild Canada will then distribute a definitive purchase-and-sale agreement (the "Agreement") only to the potential purchasers that are invited to participate in the next stage of the CCAA Sale Process; and
- (d) potential purchasers will have to submit a firm proposal, together with a mark-up of the Agreement, by no later than 5:00 p.m. Toronto time on January 15, 2009.

The Applicants will then seek any further relief necessary from the Court to implement any sale transaction.

24. The proposed CCAA Sale Process timeline has been developed to take into account the following factors:

- (a) the previous marketing of the business in the Initial Sale Process;
- (b) the work already undertaken by Rothschild Canada and InterTAN to date;
- (c) the necessity for the harmonization of the CCAA Sale Process with the Global Sale Process;
- (d) the necessity for a quick and efficient process to maximize enterprise value while at the same time providing prospective purchasers with sufficient time to evaluate the acquisition opportunity; and
- (e) flexibility in determining how best to proceed to a definitive transaction after the receipt of initial bids.

Stay Extension

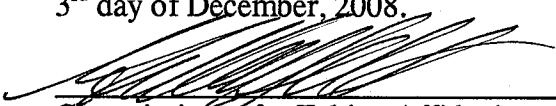
25. InterTAN has been and continues to act in good faith and with due diligence to pursue a restructuring, including a going concern transaction, in order to maximize enterprise value. It has engaged with its stakeholders and its stores remain open for business and stocked during the critical holiday selling season.

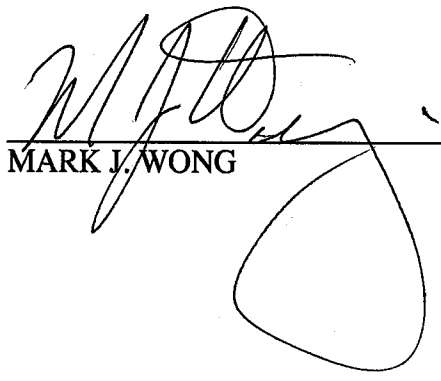
26. The Stay Period granted under the Initial Order currently expires on December 9, 2008. It is my belief that the Stay Period should be extended to January 30, 2009 in order to allow the CCAA Sale Process to continue and firm proposals for the business to be received and analyzed in consultation with the Monitor, all with the objective of obtaining the best possible result for a restructuring and to maximize the return for the benefit of all stakeholders.

27. It is my belief that the implementation of the CCAA Sale Process will achieve the best possible result for a restructuring and maximize the enterprise value of InterTAN.

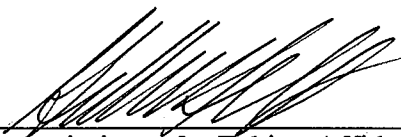
SWORN BEFORE ME at the CITY of
Toronto, in the Province of Ontario, this
3rd day of December, 2008.

}
}
}
}
}
}


Commissioner for Taking Affidavits
GILLIAN S.G. SCOTT


MARK J. WONG

This is Exhibit "D" referred to in the
Affidavit of **Mark J. Wong**, sworn
before me on December 3, 2008.



A Commissioner for Taking Affidavits
GILLIAN S. G. SCOTT



November 10, 2008

Dear [insert vendor contact name]

As you may know, our US parent company, Circuit City, has taken a number of actions in recent months to strengthen its financial position in the face of some very difficult economic and business challenges. These efforts included the recent closure of 155 stores across the US, along with certain workforce reductions in the field and at the company's US headquarters in Richmond, Virginia.

Despite these efforts, Circuit City's financial health continued to deteriorate to the point that some vendors imposed significantly tougher terms of the company, while others halted new merchandise shipments entirely.

As you can appreciate, this put the company in an impossible position, especially going into the busy holiday selling season. In the face of this challenge, Circuit City determined the best course of action was to take this action and try to restructure its business.

To this end, earlier today Circuit City filed a voluntary petition for reorganization under Chapter 11 of the United States Bankruptcy Code. The company has asked the Court to give it the time and resources it needs to address its financial challenges while it continues its normal operations. As part of its restructuring, Circuit City has secured a commitment for US\$1.1 billion of new debtor-in-possession financing provided by a group of banks as part of the bankruptcy filing. This should enable vendors to supply Circuit City with greater confidence and will provide the company with time to develop a restructuring plan to position itself to compete more effectively.

So what does this mean for InterTAN?

InterTAN has a different business model than Circuit City, with smaller stores and a different product mix. This has contributed to solid business and financial performance over the past few years. The problem is that InterTAN depends on Circuit City for access to the credit we need to fund our operations. Once Circuit City made the decision to file for protection, we were compelled to file for the Canadian equivalent of Chapter 11 bankruptcy protection, known as the Companies' Creditors Arrangement Act (CCAA).

We made this filing a short while ago. If, as we expect, our application is granted, we will secure ongoing access to credit through Circuit City that will enable us to meet future operating needs. Our plan is to remain open, staffed and committed to providing our customers with superior service and selection in the months ahead. A copy of the InterTAN news release addressing this filing is attached and additional information is available on the Internet at www.marketwire.com.

For our Asian suppliers, we expect that the Court will grant us complete authority to continue to pay for all branded and private label merchandise on a timely basis, for all amounts incurred both before and after the commencement of these proceedings.

We will continue to keep you informed as we progress with a restructuring, and it is our intention to emerge from protection as a strong, sustainable enterprise. It also remains our objective to continue our valuable shared relationship for the benefit of both parties.

If you have any further questions, please feel free to Bruce Dinan, Senior Vice President, Merchandising, at (705) 728-2262. On behalf of InterTAN, I thank you for your continued support.

Sincerely,

A handwritten signature in black ink, appearing to read "Ron Cuthbertson". The signature is fluid and cursive, with the first name "Ron" being more prominent.

Ron Cuthbertson
Chief Executive Officer
Circuit City Global Sourcing



INTERTAN CANADA LTD

279 Bayview Drive, Barrie, Ontario L4M 4W5

November 11, 2008

Dear [insert North American Vendor contact name]

As you may know, our US parent company, Circuit City, has taken a number of actions in recent months to strengthen its financial position in the face of some very difficult economic and business challenges. These efforts included the recent closure of 155 stores across the US, along with certain workforce reductions in the field and at the company's US headquarters in Richmond, Virginia.

Despite these efforts, Circuit City's financial health continued to deteriorate to the point that some vendors imposed significantly tougher terms of the company, while others halted new merchandise shipments entirely.

As you can appreciate, this put the company in an impossible position, especially going into the busy holiday selling season. In the face of this challenge, Circuit City determined the best course of action was to take this action and try to restructure its business.

To this end, yesterday Circuit City filed a voluntary petition for reorganization under Chapter 11 of the United States Bankruptcy Code. The company has asked the Court to give it the time and resources it needs to address its financial challenges while it continues its normal operations. As part of its restructuring, Circuit City has secured a commitment for US\$1.1 billion of new debtor-in-possession financing provided by a group of banks as part of the bankruptcy filing. This should enable vendors to supply Circuit City with greater confidence and will provide the company with time to develop a restructuring plan to position itself to compete more effectively.

So what does this mean for InterTAN?

InterTAN has a different business model than Circuit City, with smaller stores and a different product mix. This has contributed to solid business and financial performance over the past few years. The problem is that InterTAN depends on Circuit City for access to the credit we need to fund our operations. Once Circuit City made the decision to file for protection, we were compelled to file for the Canadian equivalent of Chapter 11 bankruptcy protection, known as the Companies' Creditors Arrangement Act (CCAA).

As expected, our application was granted by the Ontario Superior Court of Justice yesterday. As a result, we have secured ongoing access to credit through Circuit City that will enable us to meet future operating needs. For our North American suppliers, the Court has granted us complete authority to continue to pay for all branded and private label merchandise on a timely basis, for all amounts incurred after the commencement of these proceedings. Our plan is to remain open, staffed and committed to providing our customers with superior service and selection in the months ahead.

It is regrettable that the company has been forced to take this action, particularly at this time of year, but it was absolutely necessary in order to secure our business. It will take the best efforts of all of us over the days ahead, but I continue to believe *The Source* has a great future as Canada's neighbourhood electronics store.

Thank you for your continued support and your patience as we work through this process. We will continue to keep you informed over the coming days and weeks. In the meantime, if you have any further questions, please feel free to contact Bruce Dinan, Senior Vice President, Merchandising, at (705) 728-2262. On behalf of InterTAN, I thank you for your continued support.

Sincerely,

A handwritten signature in black ink, appearing to read "Ron Cuthbertson". The signature is fluid and cursive, with the first name "Ron" being more prominent.

Ron Cuthbertson
President
InterTAN Canada

**INTERTAN CANADA LTD**

279 Bayview Drive, Barrie, Ontario L4M 4W5

November 11, 2008

Dear [insert North American Vendor contact name]

To follow up on our announcement yesterday, InterTAN Canada has now been granted creditor protection under the Companies' Creditors Arrangement Act.

As expected, for our North American suppliers, the Court has granted us complete authority to continue to pay for all branded and private label merchandise on a timely basis, for all amounts incurred after the commencement of these proceedings.

If you have any further questions, please feel free to contact Bruce Dinan, Senior Vice President, Merchandising at (705) 728-2262.

On behalf of InterTAN, I thank you once again for your continued support.

Sincerely,

Ron Cuthbertson
President
InterTAN Canada



INTERTAN CANADA LTD

279 Bayview Drive, Barrie, Ontario L4M 4W5

November 10, 2008

Dear [insert North American Vendor contact name]

As you may know, our US parent company, Circuit City, has taken a number of actions in recent months to strengthen its financial position in the face of some very difficult economic and business challenges. These efforts included the recent closure of 155 stores across the US, along with certain workforce reductions in the field and at the company's US headquarters in Richmond, Virginia.

Despite these efforts, Circuit City's financial health continued to deteriorate to the point that some vendors imposed significantly tougher terms of the company, while others halted new merchandise shipments entirely.

As you can appreciate, this put the company in an impossible position, especially going into the busy holiday selling season. In the face of this challenge, Circuit City determined the best course of action was to take this action and try to restructure its business.

To this end, earlier today Circuit City filed a voluntary petition for reorganization under Chapter 11 of the United States Bankruptcy Code. The company has asked the Court to give it the time and resources it needs to address its financial challenges while it continues its normal operations. As part of its restructuring, Circuit City has secured a commitment for US\$1.1 billion of new debtor-in-possession financing provided by a group of banks as part of the bankruptcy filing. This should enable vendors to supply Circuit City with greater confidence and will provide the company with time to develop a restructuring plan to position itself to compete more effectively.

So what does this mean for InterTAN?

InterTAN has a different business model than Circuit City, with smaller stores and a different product mix. This has contributed to solid business and financial performance over the past few years. The problem is that InterTAN depends on Circuit City for access to the credit we need to fund our operations. Once Circuit City made the decision to file for protection, we were compelled to file for the Canadian equivalent of Chapter 11 bankruptcy protection, known as the Companies' Creditors Arrangement Act (CCAA).

We made this filing a short while ago. If, as we expect, our application is granted, we will secure ongoing access to credit through Circuit City that will enable us to meet future operating needs. Our plan is to remain open, staffed and committed to providing our customers with superior service and selection in the months ahead.

A copy of the InterTAN news release addressing this filing is attached and additional information is available on the Internet at www.marketwire.com.

For our North American suppliers, we expect that the Court will grant us complete authority to continue to pay for all branded and private label merchandise on a timely basis, for all amounts incurred after the commencement of these proceedings.

It is regrettable that the company has been forced to take this action, particularly at this time of year, but it was absolutely necessary in order to secure our business. It will take the best efforts of all of us over the days ahead, but I continue to believe *The Source* has a great future as Canada's neighbourhood electronics store.

Thank you for your continued support and your patience as we work through this process. We will continue to keep you informed over the coming days and weeks. In the meantime, if you have any further questions, please feel free to contact Bruce Dinan, Senior Vice President, Merchandising at (705) 728-2262. On behalf of InterTAN, I thank you for your continued support.

Sincerely,

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Ron Cuthbertson
President
InterTAN Canada

**INTERTAN CANADA LTD**

279 Bayview Drive, Barrie, Ontario L4M 4W5

November 11, 2008

To our joint venture partners:

To follow up on our announcement yesterday, InterTAN Canada has now been granted creditor protection under the Companies' Creditors Arrangement Act.

As expected, the Court has granted us ongoing access to credit through Circuit City that will enable us to meet current operating needs. You will be paid all your Joint Venture Manager Share amounts owing to you in accordance with customary payments practices. Our plan is to remain open, staffed and committed to providing our customers with superior service and selection in the months ahead.

If you have any questions about today's announcement, please feel free to reach out to Benoit Dube, Vice President, Corporate Stores at (705) 728-2262.

Once again, we appreciate your support, loyalty and collaboration.

Sincerely,

Ron Cuthbertson
President
InterTAN Canada



INTERTAN CANADA LTD

279 Bayview Drive, Barrie, Ontario L4M 4W5

November 10, 2008

To our joint venture partners:

As many of you know, our parent company, Circuit City, has taken a number of actions in recent months to strengthen its financial position in the face of some very difficult economic and business challenges. These efforts included the recent closure of 155 stores across the US, along with certain workforce reductions in the field and at the company's US headquarters in Richmond, Virginia.

Despite these efforts, Circuit City's financial health continued to deteriorate to the point that some vendors imposed significantly tougher terms of the company, while others halted new merchandise shipments entirely.

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To this end, earlier today Circuit City filed a voluntary petition for reorganization under Chapter 11 of the United States Bankruptcy Code. The company has asked the Court to give it the time and resources it needs to address its financial challenges while it continues its normal operations. As part of its restructuring, Circuit City has secured a commitment for US\$1.1 billion of new debtor-in-possession financing provided by a group of banks as part of the bankruptcy filing. This should enable vendors to supply Circuit City with greater confidence and will provide the company with time to develop a restructuring plan to position itself to compete more effectively.

So what does this mean for InterTAN?

InterTAN has a different business model than Circuit City, with smaller stores and a different product mix. This has contributed to solid business and financial performance over the past few years. The problem is that InterTAN depends on Circuit City for access to the credit we need to fund our operations. Once Circuit City made the decision to file for protection, we were compelled to file for the Canadian equivalent of Chapter 11 bankruptcy protection, known as the Companies' Creditors Arrangement Act (CCAA).

We made this filing a short while ago. If, as we expect, our application is granted, we will secure ongoing access to credit through Circuit City that will enable us to meet current operating needs. Our plan is to remain open, staffed and committed to providing our customers with superior service and selection in the months ahead. As part of our filing, we have proposed that you will be paid all your Joint Venture Manager Share amounts owing to you in accordance with customary payments practices.

If our business in Canada is going to emerge from protection as a strong, sustainable enterprise, we are going to need to work together and focus on making the best of a very difficult situation.

As always, we appreciate your hard work and dedication. We will provide an update on the court's decisions as soon as one is available. In the meantime, should you have any questions about today's announcement, please feel free to reach out to Benoit Dube, Vice President, Corporate Stores at (705) 728-2262. I have attached a copy of our news release from earlier today for reference.

Sincerely,

A handwritten signature in black ink, appearing to read 'Ron Cuthbertson', written in a cursive style.

Ron Cuthbertson
President
InterTAN Canada

November 11, 2008

All InterTAN employees:

To follow up on our announcement yesterday, InterTAN Canada has now been granted creditor protection under the Companies' Creditors Arrangement Act. Attached is a news release that we have just distributed to the public.

The court has approved that:

- InterTAN will continue to pay its employees and provide employee benefits in the normal course;
- The Source stores will stay open, and will continue to honour customer programs such as returns, exchanges and gift cards; and
- Vendors and other business partners will be paid for goods and services provided post-filing.

We all have a lot of work to do to gear up for what we hope will be a busy holiday season.

I thank you once again for your continued dedication and support. Now let's get back out on the floor and take care of our customers.

Sincerely,

Ron Cuthbertson
President
InterTAN Canada

DRAFT – CONFIDENTIAL
Project Mercury – CND Employee Letter (intent to file)
V3 November 9, 2008 (7:00pm EST)

November 10, 2008

All InterTAN employees:

As many of you know, our parent company, Circuit City, has taken a number of actions in recent months to strengthen its financial position in the face of some very difficult economic and business challenges. These efforts included the recent closure of 155 stores across the US, along with certain workforce reductions in the field and at the company's US headquarters in Richmond, Virginia.

Despite these efforts, Circuit City's financial health continued to deteriorate to the point that some vendors imposed significantly tougher terms of the company, while others halted new merchandise shipments entirely.

As you can appreciate, this put the company in an impossible position, especially going into the busy holiday selling season. In the face of this challenge, Circuit City determined the best course of action was, in effect, to call a "time out" and try to restructure its business.

To this end, earlier today Circuit City filed a voluntary petition for reorganization under Chapter 11 of the United States Bankruptcy Code. First, let me tell you what this means for our corporate parent; then I will outline what this means for InterTAN.

Circuit City has asked the Court to give it the time and resources it needs to address its financial challenges while it continues its normal operations. As part of its restructuring, the company has secured a commitment for US\$1.1 billion of new debtor-in-possession financing provided by a group of banks as part of the bankruptcy filing. This should enable vendors to supply Circuit City with greater confidence and will provide the company with time to develop a restructuring plan.

So what does this mean for InterTAN?

InterTAN has a different business model than Circuit City, with smaller stores and a different product mix. This has contributed to solid business and financial performance over the past few years. The problem is InterTAN depends on Circuit City for access to the credit we need to fund our operations. Once Circuit City made the decision to file for protection, we were compelled to file for the Canadian equivalent of Chapter 11 bankruptcy protection, which in Canada is called the Companies' Creditors Arrangement Act, or "CCAA".

We made this filing a short while ago. If, as we expect, our application is granted, we will secure ongoing access to credit through Circuit City that will enable us to meet future operating needs.

The most important thing I can say to all of you is that our plan is to remain open, staffed and committed to providing our customers with superior service and selection in the months ahead.

To be clear, this means:

- You will continue to be paid and receive your benefits in the normal course of business;
- We will continue to honour customer programs such as returns, exchanges, warranties, and gift cards;
- Our vendors and business partners will be paid for goods and services delivered after the filing; and
- We all have a lot of work to do to gear up for what we hope will be a busy holiday season.

It is regrettable that the company has been forced to take this action, particularly at this time of year, but it was absolutely necessary in order to secure our business. It will take the best efforts of all of us over the days ahead, but I continue to believe *The Source* has a great future as Canada's neighbourhood electronics store.

As always, we appreciate your hard work and dedication. We will provide an update on the Court's decision as soon as one is available. I have attached a copy of our news release from earlier today for reference.

Sincerely,

Ron Cuthbertson
President
InterTAN Canada

**INTERTAN CANADA LTD**

279 Bayview Drive, Barrie, Ontario L4M 4W5

November 11, 2008

To our dealer partners:

To follow up on our announcement yesterday, InterTAN Canada has now been granted creditor protection under the Companies' Creditors Arrangement Act.

As expected, the Court has granted us ongoing access to credit through Circuit City that will enable us to meet current operating needs. Our plan is to remain open, staffed and committed to providing our customers with superior service and selection in the months ahead.

Should you have any questions about today's announcement, please feel free to reach out to John Adriaanse, Vice President, Dealer Division at (705) 728-2262.

Once again, we appreciate your support, loyalty and collaboration.

Sincerely,

Ron Cuthbertson
President
InterTAN Canada



INTERTAN CANADA LTD

279 Bayview Drive, Barrie, Ontario L4M 4W5

November 10, 2008

To our Dealer Partners:

As many of you know, our parent company, Circuit City, has taken a number of actions in recent months to strengthen its financial position in the face of some very difficult economic and business challenges. These efforts included the recent closure of 155 stores across the US, along with certain workforce reductions in the field and at the company's US headquarters in Richmond, Virginia.

Despite these efforts, Circuit City's financial health continued to deteriorate to the point that some vendors imposed significantly tougher terms of the company, while others halted new merchandise shipments entirely.

As you can appreciate, this put the company in an impossible position, especially going into the busy holiday selling season. In the face of this challenge, Circuit City determined the best course of action was, in effect, to call a "time out" and try to restructure its business.

To this end, earlier today Circuit City filed a voluntary petition for reorganization under Chapter 11 of the United States Bankruptcy Code. The company has asked the Court to give it the time and resources it needs to address its financial challenges while it continues its normal operations. As part of its restructuring, Circuit City has secured a commitment for US\$1.1 billion of new debtor-in-possession financing provided by a group of banks as part of the bankruptcy filing. This should enable vendors to supply Circuit City with greater confidence and will provide the company with time to develop a restructuring plan to position itself to compete more effectively.

So what does this mean for InterTAN?

InterTAN has a different business model than Circuit City, with smaller stores and a different product mix. This has contributed to solid business and financial performance over the past few years. The problem is that InterTAN depends on Circuit City for access to the credit we need to fund our operations. Once Circuit City made the decision to file for protection, we were compelled to file for the Canadian equivalent of Chapter 11 bankruptcy protection, known as the Companies' Creditors Arrangement Act (CCAA).

We made this filing a short while ago. If, as we expect, our application is granted, we will secure ongoing access to credit through Circuit City that will enable us to meet current operating needs. Our plan is to remain open, staffed and committed to providing our customers with superior service and selection in the months ahead.

To be clear, this means:

- Our vendors and business partners will be paid for goods and services delivered after the filing, and we do not anticipate any disruption in supply;
- We will continue to support *The Source* brand through advertising and marketing activities across Canada;
- We will continue to honour customer programs such as The Source Card, returns, exchanges, warranties, and gift cards; and
- We all have a lot of work to do to gear up for what we hope will be a busy holiday season.

It is regrettable that the company has been forced to take this action, particularly at this time of year, but it was absolutely necessary in order to secure our business. It will take the best efforts of all of us over the days ahead, but I continue to believe *The Source* has a great future as Canada's neighbourhood electronics store.

It will take the best efforts of all of us over the days ahead, but I continue to believe *The Source* has a great future as Canada's neighbourhood electronics store.

As always, we appreciate your support, loyalty and collaboration. We will provide an update on the Court's decision as soon as one is available. In the meantime, should you have any questions about today's announcement, please feel free to reach out to John Adriaanse, Vice President, Dealer Division at (705) 728-2262.

I have attached a copy of our news release from earlier today for reference.

Sincerely,

A handwritten signature in black ink, appearing to read 'Ron Cuthbertson', written in a cursive style.

Ron Cuthbertson
President
InterTAN Canada

**INTERTAN CANADA LTD**

279 Bayview Drive, Barrie, Ontario L4M 4W5

November 11, 2008

Dear [insert landlord contact name]

To follow up on our announcement yesterday, InterTAN Canada has now been granted creditor protection under the Companies' Creditors Arrangement Act.

As expected, the Court has granted us ongoing access to credit through Circuit City that will enable us to meet future operating needs. Our plan is to remain open, staffed and committed to providing our customers with superior service and selection in the months ahead.

If you have any further questions, please feel free to contact me at (705) 728-2262. On behalf of InterTAN, I thank you once again for your continued support.

Sincerely,

Ron Cuthbertson
President
InterTAN Canada



INTERTAN CANADA LTD

279 Bayview Drive, Barrie, Ontario L4M 4W5

November 10, 2008

Dear [insert landlord contact name]

As you may know, our US parent company, Circuit City, has taken a number of actions in recent months to strengthen its financial position in the face of some very difficult economic and business challenges. These efforts included the recent closure of 155 stores across the US, along with certain workforce reductions in the field and at the company's US headquarters in Richmond, Virginia.

Despite these efforts, Circuit City's financial health continued to deteriorate to the point that some vendors imposed significantly tougher terms of the company, while others halted new merchandise shipments entirely.

As you can appreciate, this put the company in an impossible position, especially going into the busy holiday selling season. In the face of this challenge, Circuit City determined the best course of action was to take this action and try to restructure its business.

To this end, earlier today Circuit City filed a voluntary petition for reorganization under Chapter 11 of the United States Bankruptcy Code. The company has asked the Court to give it the time and resources it needs to address its financial challenges while it continues its normal operations. As part of its restructuring, Circuit City has secured a commitment for US\$1.1 billion of new debtor-in-possession financing provided by a group of banks as part of the bankruptcy filing. This should enable vendors to supply Circuit City with greater confidence and will provide the company with time to develop a restructuring plan to position itself to compete more effectively.

So what does this mean for InterTAN?

InterTAN has a different business model than Circuit City, with smaller stores and a different product mix. This has contributed to solid business and financial performance over the past few years. The problem is that InterTAN depends on Circuit City for access to the credit we need to fund our operations. Once Circuit City made the decision to file for protection, we were compelled to file for the Canadian equivalent of Chapter 11 bankruptcy protection, known as the Companies' Creditors Arrangement Act (CCAA).

We made this filing a short while ago. If, as we expect, our application is granted, we will secure ongoing access to credit through Circuit City that will enable us to meet future operating needs. Our plan is to remain open, staffed and committed to providing our customers with superior service and selection in the months ahead. A copy of the InterTAN news release addressing this filing is attached and additional information is available on the Internet at www.marketwire.com.

It is regrettable that the company has been forced to take this action, particularly at this time of year, but it was absolutely necessary in order to secure our business. It will take the best efforts of all of us over the days ahead, but I continue to believe *The Source* has a great future as Canada's neighbourhood electronics store.

Thank you for your continued support and your patience as we work through this process. We will continue to keep you informed over the coming days and weeks. In the meantime, if you have any further questions, please feel free to contact me at (705) 728-2262. On behalf of InterTAN, I thank you for your continued support.

Sincerely,

A handwritten signature in black ink, appearing to read 'Ron Cuthbertson', written in a cursive style.

Ron Cuthbertson
President
InterTAN Canada



November 11, 2008

Dear [insert vendor contact name]

To follow up on our announcement yesterday, InterTAN Canada has now been granted creditor protection under the Companies' Creditors Arrangement Act.

As expected, for our Asian suppliers, the Court has granted us complete authority to continue to pay for all branded and private label merchandise on a timely basis, for all amounts incurred both before and after the commencement of these proceedings.

If you have any further questions, please feel free to Bruce Dinan, Senior Vice President, Merchandising, at (705) 728-2262.

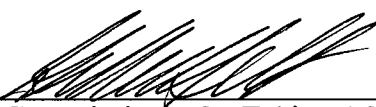
On behalf of InterTAN, I thank you once again for your continued support.

Sincerely,

A handwritten signature in black ink, appearing to read 'Ron Cuthbertson', is written over a light blue horizontal line.

Ron Cuthbertson
Chief Executive Officer
Circuit City Global Sourcing

This is Exhibit "G" referred to in the
Affidavit of **Mark J. Wong**, sworn
before me on December 3, 2008.



A Commissioner for Taking Affidavits
GILLIAN S. G. SCOTT

[December 5, 2008]

[Name]
[Title]
[Address]

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Re: InterTAN Canada Ltd.

Dear [Name],

On behalf of Circuit City Stores, Inc. ("Circuit City") and InterTAN Canada Ltd. ("InterTAN Canada"), we would like to thank you for the interest you have expressed in connection with a possible acquisition of the assets and assumption of the liabilities of InterTAN Canada (a "Transaction"). This letter provides certain background information regarding Circuit City and InterTAN Canada, and outlines the process we intend to pursue in order to explore and consummate a sale transaction.

Background Information

As you may know, InterTAN Canada's indirect U.S. parent, Circuit City, commenced a voluntary bankruptcy proceeding under Chapter 11 of the U.S. Bankruptcy Code on November 10, 2008 (the "Chapter 11 Proceeding"). On the same date, InterTAN Canada commenced a voluntary proceeding under the *Companies' Creditors Arrangement Act* (Canada) in the Province of Ontario (the "CCAA Proceeding").

In connection with the Chapter 11 Proceeding, Circuit City has engaged Rothschild Inc., as its exclusive investment banker and financial advisor, to assist in the evaluation of strategic and financial alternatives. InterTAN Canada and Circuit City have also engaged N M Rothschild & Sons Canada Ltd. ("Rothschild Canada") to act as exclusive financial advisor in connection with a possible Transaction. On behalf of InterTAN Canada, we are presently soliciting preliminary indications of interest from selected parties.

Proposed Transaction

Circuit City and InterTAN Canada are seeking to sell and transfer the tangible and intangible assets and liabilities required to operate InterTAN Canada, on a stand-alone basis, as a going-concern. Specific items to be transferred include, but are not limited to, the following:

- 100% of the assets and liabilities (excluding all intercompany balances) of InterTAN Canada. If a purchaser is interested in acquiring the shares of InterTAN Canada as an alternative structure, Circuit City may be willing to entertain such discussions.

N M Rothschild & Sons Canada Ltd.
BCE Place, Canada Trust Tower
161 Bay Street, Suite 3150, P.O. Box 206
Toronto, Ontario M5J 2S1

Peter Teti
Director
Telephone +1 416 369 2656
Facsimile +1 416 864 1261
Email peter.teti@ca.rothschild.com

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- Ownership of “The Source by Circuit City” name, trademarks and other intellectual property owned by Circuit City or its U.S. subsidiaries relating to InterTAN Canada’s business (the “Intellectual Property”).
- Exclusive ownership of, or a contractual interest in, Circuit City Global Sourcing Limited (“CCGS”) in connection with the sourcing and procurement of private label products sold by InterTAN Canada.

Circuit City and InterTAN Canada intend to consummate a sale of the business of InterTAN Canada on an “as-is, where-is” basis.

Sales Process

The sales process described herein is being conducted by InterTAN Canada and Rothschild Canada in connection with the CCAA Proceeding under the supervision of a judge of the Ontario Superior Court of Justice, Commercial List (the “CCAA Court”) and the closing of the Transaction will be subject to receiving the prior approval of the CCAA Court.

While InterTAN Canada is not a party to the Chapter 11 Proceeding, any Transaction that involves the Intellectual Property and/or CCGS may involve approval of the U.S. Bankruptcy Court (as to that aspect of such a Transaction).

We understand that Circuit City’s current intent is to pursue a transaction with respect to Circuit City’s business using a “stalking-horse bidder” process. En bloc offers to purchase the business of Circuit City and InterTAN Canada will be considered. Any sale concerning the assets of InterTAN Canada will require CCAA Court approval.

If, after reviewing the confidential information provided to you, you wish to proceed with a further in-depth evaluation of InterTAN Canada with the objective of making a definitive proposal with respect to a Transaction, InterTAN Canada requests that you prepare and deliver a preliminary, non-binding indication of interest (a “Proposal”) no later than **5:00 pm Toronto time on December 17, 2008**, addressing each of the key points identified under the heading “Proposal” below. The proposal may be submitted by email or courier. Preliminary indications of interest should be sent to:

Peter Teti, Director
N M Rothschild & Sons Canada Ltd.
BCE Place, Canada Trust Tower
161 Bay Street, Suite 3150, P.O. Box 206
Toronto, Ontario M5J 2S1
Tel: +1 416 369 2656
Email: peter.teti@ca.rothschild.com

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Under no circumstances should you contact anyone at InterTAN Canada. All communications relating to a potential Transaction involving InterTAN Canada should be addressed directly to Peter Teti at Rothschild Canada, as indicated in the Management Communication Protocol dated November 2008, a copy of which is attached to this letter.

InterTAN Canada and Rothschild Canada contemplate selecting a limited group of interested parties to conduct further due diligence and to meet with members of the management of InterTAN Canada. Instructions concerning the next phase of the process will be communicated by Rothschild Canada at a later date. In assessing the qualifications of the parties who have submitted Proposals, Rothschild Canada and its clients will consider, in their sole discretion, such factors as the indicated value level for the Transaction, the party's financial capability, its ability to consummate a Transaction with InterTAN Canada on a timely basis and in a manner that will satisfy the objectives that its advisors deem relevant. Rothschild Canada and its clients retain the right to pursue or reject Proposals in their sole discretion without assigning any reasons therefor. Rothschild Canada currently intends to distribute a definitive purchase-and-sale agreement (the "Agreement") only to the parties that are invited to participate in the next phase of the sales process and to request that they submit a firm proposal in respect of a Transaction, together with a mark-up of the Agreement, by no later than **5:00 pm Toronto time on January 15, 2009**. Rothschild Canada reserves the right to amend these preliminary procedures and/or terminate discussions at any time and in any respect.

Proposal

Your Proposal should address the following areas:

- **Purchase Price and Consideration:** A good faith but non-binding indication of the economic terms of the potential Transaction, including the range of prices at which you would consider acquiring the assets and assuming the liabilities (or acquiring the shares) of InterTAN Canada, excluding all intercompany balances.
- **Sources of Financing:** Identification of the source(s) of any debt and/or equity financing to be employed in undertaking the Transaction, the expected timing of its availability and any material conditions and/or contingencies relating thereto. If financing will be required from any external sources, please provide contact information for all participating institutions so that Rothschild Canada may independently verify the proposed financing.
- **Due Diligence:** A description of the due diligence you would expect to perform prior to completion of a potential Transaction, including an indication of the principal areas of investigation, a detailed list of necessary information and an indicative timetable for the completion of such investigations.

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- **Approvals:** A list of corporate, shareholder, regulatory and/or other approvals and consents required in order for you to consummate a Transaction, and the timing of and procedures necessary to obtain all such approvals and consents.
- **Management Participation:** an indication of any non-monetary requirements regarding employment agreements and also as, to equity participation of management (if any).
- **Contact Information:** A list of the names and contact information for you and your financial advisor, legal counsel, industry consultants (if any), and any other persons acting on your behalf in connection with a potential Transaction.
- **Additional Information:** Please provide any additional information you believe would be material in our evaluation of your Proposal.

Each party will bear all costs of its own investigation and evaluation of InterTAN Canada, including the fees and disbursements of its own counsel and financial advisor. Further, the terms of the Non-Disclosure Agreement which you have already signed will apply pursuant to the terms of that agreement. InterTAN Canada reserves the right to amend any written material furnished, or information orally transmitted, to any party.

Neither InterTAN Canada nor Rothschild Canada shall have any obligation to continue negotiations or discussions with any interested party, regardless of whether its proposal contains the highest purchase price, and each reserves the right to modify or terminate these procedures, to negotiate with one or more parties at any time, to terminate discussions with any party, to enter into a definitive agreement for any Transaction and to reject any or all proposals, in each case without prior notice and without assigning any reasons therefor. By submitting a Proposal, you acknowledge the foregoing and agree not to make any claims against InterTAN Canada, Rothschild Canada or any of their affiliates or advisors if you are not selected or invited to participate in any further stage, if any, in the process.

Unless and until a definitive agreement has been executed, neither InterTAN Canada nor any of its affiliates or representatives, including Rothschild Canada, will have any liabilities or obligations to any party. No representation or warranty, other than those to be made to any party in a definitive agreement, is made as to the accuracy or completeness of any information furnished, either written or oral. By submitting a Proposal, you acknowledge that you are relying solely upon your own independent investigation and evaluation of InterTAN Canada.

We appreciate your interest in InterTAN Canada to date and we look forward to continuing to discuss the opportunity with you.

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Yours sincerely,

Peter Teti
Director

Appendix A

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To: Prospective Purchasers of the Business of InterTAN Canada Ltd.

Re: Management Communication Protocol

Rothschild has been engaged by Circuit City Stores, Inc. (“**Circuit City**”) and by InterTAN Canada Ltd. (“**InterTAN**”) to explore strategic alternatives regarding Circuit City, including a possible sale of the Canadian business, whether as part of a transaction involving Circuit City or on a stand alone basis.

In connection with the Canadian sales process, Rothschild Canada has begun to contact potential purchasers of the Canadian business, has prepared a datasite and is currently working with InterTAN management in connection with management presentations to prospective purchasers.


In order to most effectively conduct this sales process and to ensure that Circuit City and InterTAN management are able to devote their time and attention, especially during this important retail selling season, to the Canadian business, prospective purchasers must adhere to this communication protocol:

- Members of InterTAN’s management team will only be available to prospective purchasers during management presentations scheduled by Rothschild and in such other circumstances as Rothschild determines necessary to advance the sales process.
- Any communication with InterTAN management outside of a scheduled management presentation must be pre-cleared with Peter Teti, Director, Rothschild Canada.
- Members of InterTAN’s management and outside advisory teams have been instructed to direct any and all inquiries from prospective purchasers to Rothschild.

Failure to adhere to this communication protocol may result in disqualification of the prospective purchaser from the Canadian sales process and/or the rejection of any bid made by such prospective purchaser.

Any questions regarding this communication protocol should be directed to Peter Teti at Rothschild Canada and to Reggie Hedgebeth, Sr. Vice President and General Counsel of Circuit City Stores, Inc.

This is Exhibit "**H**" referred to in the Affidavit of **Mark J. Wong**, sworn before me on December 3, 2008.



A Commissioner for Taking Affidavits
GILLIAN S. G. SCOTT

[November X, 2008]

[Name]
[Title]
[Address]

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Re: Circuit City Stores, Inc.

Dear [Name],

On behalf of our client, Circuit City Stores, Inc. ("Circuit City" or the "Company"), we would like to thank you for your interest to date in the Company and its assets.

As we have discussed, the Company and its advisory team are in the process of reviewing potential strategic alternatives in the context of its ongoing Chapter 11 case. The Company has engaged Rothschild Inc. as its exclusive investment banker and financial advisor, to assist in the evaluation of strategic and financial alternatives. Given the need to evaluate alternatives and pursue the selected course of action rapidly in the current economic environment, we are presently soliciting preliminary indications of interest from selected interested parties.

At present, we are open to considering a range of potential transactions for the sale of the Company or its assets. The Company reserves the right to pursue any transaction structure, or none at all. The Company's principal objective in considering proposals for a transaction is to determine whether such a transaction can, with substantial certainty, be expected to deliver greater risk-adjusted value and recovery for its stakeholders than its stand-alone alternatives.

If, after reviewing the confidential information provided to you, you wish to proceed with further in-depth evaluation of the Company with the objective of making a definitive proposal, the Company requests that you prepare a preliminary indication of interest (a "Proposal") in accordance with the guidelines set forth below.

We ask that your Proposal be submitted by email, fax or courier no later than 5PM EST, Friday December 12. Please direct your Proposal as follows:

c/o Steven Tishman
Managing Director
Rothschild Inc.
1251 Avenue of the Americas
New York, NY 10020
Tel: +1 212 403 5293
Email: steven.tishman@us.rothschild.com

Rothschild Inc.
1251 Avenue of the Americas
New York, NY 10020
www.rothschild.com

Steven Tishman
Managing Director
Telephone +1 212 403 5293
Facsimile +1 212 403 5479
Email steven.tishman@us.rothschild.com

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Any questions regarding the process should be directed to Steven Tishman (contact details above), Bernard Douton (+1 212 403 5254, bernard.douton@us.rothschild.com) or Nicholas Barnes (+1 212 403 3727, nicholas.barnes@us.rothschild.com) at Rothschild. Under no circumstances should you contact directly anyone at the Company.

Your Proposal should address the following areas:

- **Scope of Interest:** Whether your interest is limited to specific assets (e.g. regions/markets/divisions), and/or whether you are considering acquisition of the assets of the Company's Canadian subsidiary InterTAN Canada Ltd. as part of any transaction;
- **Consideration/Economic Structure:** A good faith but non-binding indication of the economic terms of your potential transaction, including the range of values at which you would consider acquiring the Company or its relevant assets, as well as any liabilities that you would propose to assume. In addition, please advise whether you are considering providing interim junior DIP financing as a bridging element of your transaction structure;
- **Sources of Financing:** Identification of the source(s) and composition of any debt and/or equity financing to be employed in undertaking the transaction, the expected timing of its availability and any contingencies thereto. If financing will be required from any external sources, please provide contact information for all participating institutions, so that Rothschild may verify the proposed financing;
- **Due Diligence:** A description of the due diligence you would expect to perform prior to completion of a potential transaction, including an indication of the principal areas of investigation, a detailed list of necessary information and an indicative timetable for these investigations;
- **Approvals:** A list of corporate, shareholder, regulatory or other approvals required in order for you to consummate a transaction, and the timing of and procedures necessary to obtain such approvals;
- **Contact Information:** A list of the names and contact information for you and your financial advisor, legal counsel, industry consultants, if any, and any other persons acting on your behalf in connection with this potential transaction; and
- **Additional Information:** Please provide any additional information you believe would be material in our evaluation of your Proposal.

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After receipt of the Proposals, Rothschild will notify all parties who have submitted Proposals as to whether or not they will be invited to conduct further confirmatory due diligence on the Company and its assets, including management meetings. In assessing the qualifications of the parties who have submitted Proposals, the Company and its advisors will consider, at their sole discretion, such factors as the indicated value level, the party's financial capability, its ability to consummate a transaction with Circuit City on a timely basis and in a manner that will satisfy the objectives set forth above and such other factors as Circuit City and its advisors deem relevant. The Company retains the right to pursue or reject Proposals in its sole discretion without assigning specific reasons therefor.

We expect to invite qualified parties that continue in the process beyond the December 12 date to submit final, definitive offers to become a stalking-horse bidder for the Company or its assets by approximately January 15, 2009, including mark-ups of a purchase agreement that we will distribute to qualified parties. The stalking-horse bid will be subject to a subsequent auction pursuant to section 363 of the Bankruptcy Code, currently anticipated to be held in late February. All interested parties, whether or not selected into the post-December 12 evaluation period, will be notified of the stalking-horse bid and bidding procedures in order to allow open participation in the auction, and will retain access (if desired) to the online data room.

Each party will bear all costs of its own investigation and evaluation of the Company, including the fees and disbursements of its own counsel and financial advisor. Further, the terms of the Non-Disclosure Agreement which you have already signed will apply pursuant to the terms of that agreement.

Circuit City reserves the right to amend any written material furnished, or information orally transmitted, to any party. The Company further reserves the right to modify or terminate these procedures, to negotiate with one or more parties at any time, to terminate discussions with any party, to enter into a definitive agreement for any transaction and to reject any or all proposals, in each case without prior notice and without assigning specific reasons therefor. By submitting a Proposal, you acknowledge the foregoing and agree not to make any claims against Circuit City, Rothschild or any of their affiliates or advisors in the event that you are not invited into a further stage, if any, in the process.

Unless and until a definitive agreement has been executed, neither Circuit City nor any of its affiliates or representatives, including Rothschild, will have any liabilities or obligations to any party. No representation or warranty, other than those to be made to any party in a definitive agreement, is made as to the accuracy or completeness of any information furnished, either written or oral. By submitting a Proposal, you acknowledge that you are relying solely upon your own independent investigation and evaluation of the Company.

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We appreciate your interest in the Company to date, and we look forward to continuing to discuss the opportunity with you.

Yours sincerely,

Steven Tishman

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

AFFIDAVIT OF MARK WONG
(Sworn 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

F# 1113457