



Court File No. 08-CL-7841

**ONTARIO**  
**SUPERIOR COURT OF JUSTICE**  
**COMMERCIAL LIST**

THE HONOURABLE MR.	)	FRIDAY, THE 5 <sup>th</sup> DAY
	)	
JUSTICE MORAWETZ	)	OF DECEMBER, 2008

*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**  
**(Sale Process and Stay Extension)**

THIS MOTION, made by the Applicants for an order approving the sale process as described in the affidavit of Mark J. Wong, sworn December 3, 2008 (the "Wong Affidavit"), and extending the Stay Period (as defined in the Amended and Restated Initial Order dated November 10, 2008) from December 9, 2008 until January 30, 2009, was heard this day at 330 University Avenue, Toronto, Ontario.

ON READING the Notice of Motion, the Wong Affidavit and the Exhibits thereto, the Second Report of the Monitor dated December 3, 2008 (the "Second 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 Canadian agent (the "Canadian Agent"), the Cadillac Fairview Corporation Limited, and other various landlords and other counsel, no one else appearing although duly served as set out in the Affidavit of Service of Gillian S.G. Scott dated December 3, 2008:

## **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 hereby abridged and any further service of the Notice of Motion and the Motion Record is hereby dispensed with.

## **SALE PROCESS**

2. THIS COURT ORDERS that the sale process described in the Wong Affidavit (the "CCAA Sale Process") is approved and the Applicants, N M Rothschild & Sons Canada Securities Limited ("Rothschild Canada") and the Monitor are hereby authorized and directed to take such actions as are required to complete the CCAA Sale Process.

3. THIS COURT ORDERS 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 pm Toronto time on December 17, 2008;
- (b) potential purchasers who are invited to participate in the next phase of the 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 pm Toronto time January 15, 2009; and
- (c) the Applicants will then seek any further relief necessary from this Court to implement any sale transaction.

4. THIS COURT ORDERS that, in addition to the duties of the Monitor set out in the Amended and Restated Initial Order, the Monitor is directed and empowered to:

- (a) participate fully in the CCAA Sale Process;
- (b) discuss the implementation of the CCAA Sale Process with the Applicants and Rothschild Canada, including attending regular meetings with, and receiving updates from, Rothschild Canada regarding its activities with respect to the CCAA Sale Process;
- (c) receive and review copies of all offers, including the Indicative Bids, received by the Applicants and Rothschild Canada under the CCAA Sale Process;
- (d) assist the Applicants, its advisors and Rothschild Canada with respect to the evaluation of all offers, including the Indicative Bids, received under the CCAA Sale Process and the process leading to the selection by the Applicants of potential purchasers to participate further in the CCAA Sale Process, prior to the Applicants engaging in negotiations with potential purchasers in respect of a definitive purchase and sale agreement; and
- (e) assist in negotiations and discussions between the Applicants (or its U.S. debtor affiliates) and potential purchasers regarding the negotiation and execution of a definitive purchase and sale agreement in respect of the Applicants' assets or the shares of the Applicants;

and the Applicants and Rothschild Canada shall fully co-operate with the Monitor in the exercise of its duties with respect to the CCAA Sale Process.

#### **APPROVAL OF MONITOR'S ACTIVITIES**

5. THIS COURT ORDERS that the Report of the Proposed Monitor dated November 10, 2008, the First Report of the Monitor dated November 24, 2008 and the Second Report and the activities of the Monitor as detailed in such reports are hereby approved.

## STAY EXTENSION

6. **THIS COURT ORDERS** that the Stay Period is hereby extended until January 30, 2009.

Dr. Paramjit.

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

DEC 05 2008

PER / PAR TV

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

**ORDER**  
(December 5, 2008)

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