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Headnote

Mutual Reliance Review System for Exemptive Relief Applications - issuer bid made through the facilities of the NYSE by U.S. offeror (or its wholly-owned Canadian subsidiary) with in excess of 1,475 registered holders in Canada holding less than 2% of the total outstanding securities subject to the bid - Offeror exempt from formal issuer bid requirements, provided that the issuer bid is made in compliance with the applicable U.S. securities laws and all materials relating to the issuer bid sent to U.S. offerees is also sent to all offerees in the Jurisdictions and filed with the Decision Maker in each Jurisdiction

Applicable British Columbia Provisions

Securities Act, R.S.B.C. 1996, c. 418, ss. 105, 106, 107, 108, 110 and 114(2)(c)

IN THE MATTER OF THE SECURITIES LEGISLATION OF BRITISH COLUMBIA, ALBERTA, NOVA SCOTIA, ONTARIO AND QUEBEC

AND

IN THE MATTER OF THE MUTUAL RELIANCE SYSTEM FOR EXEMPTIVE RELIEF APPLICATIONS

AND

IN THE MATTER OF INTERTAN, INC.

AND

INTERTAN CANADA LTD.

MRRS DECISION DOCUMENT

WHEREAS the local securities regulatory authority (the “Decision Makers”) in each of the provinces of British Columbia, Alberta, Nova Scotia, Ontario and Quebec, (collectively, the “Jurisdictions”) has received an application (the “Application”) from InterTAN, Inc. (“InterTAN”) and its wholly-owned subsidiary, InterTan Canada Ltd. (together, the “Applicants”), for a decision, under the securities legislation of each of the Jurisdictions (the “Legislation”) that, in connection with a proposed issuer bid to be made to holders of shares of common stock of InterTAN US\$1 par value per share (the “Common Shares”), InterTAN be exempt from the provisions in the Legislation relating to delivery of an offer and issuer bid circular and any notices of change or variation thereto, minimum deposit periods and withdrawal rights, take-up of and payment for securities tendered to an issuer bid, disclosure, restrictions upon purchases of

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securities, identical consideration and collateral benefits (collectively, the “Issuer Bid Requirements”);

AND WHEREAS under the Mutual Reliance System for Exemptive Relief Applications (the “System”), the Ontario Securities Commission is the principal regulator for this Application;

AND WHEREAS, unless otherwise defined, the terms herein have the meaning set out in National Instrument 14-101 or in Quebec Commission Notice 14-101;

AND WHEREAS the Applicants have represented to the Decision Makers that:

1. InterTAN is a corporation incorporated under the laws of the State of Delaware with its principal office in Barrie, Ontario.
2. InterTAN is a reporting issuer in Ontario, Nova Scotia and Saskatchewan, but is not a reporting issuer or the equivalent in any other Jurisdiction. It is not in default as a reporting issuer in Ontario, Nova Scotia or Saskatchewan. InterTAN is also a registrant under and is subject to the requirements of the United States Securities Act of 1933 (the “1933 Act”) and the United States Securities and Exchange Act of 1934 (the “1934 Act”), including the reporting requirements thereof.
3. As at March 31, 2003, a total of 20,503,073 Common Shares were issued and outstanding (the “Outstanding Common Shares”).
4. As at March 31, 2003, there were in excess of 1,475 registered holders of record of the Common Shares having addresses in Canada (collectively, the “Canadian Registered Holders”) holding in aggregate, 516,710 Common Shares. As at March 31, 2003, there were 50 or more Canadian Registered Holders resident in each of British Columbia, Alberta, Nova Scotia, Ontario and Quebec. Canadian Registered Holders in each of the Jurisdictions hold less than 2% of the Outstanding Common Shares.
5. The Common Shares are listed for trading on the Toronto Stock Exchange (“TSX”) under the symbol ITA and are also listed on the New York Stock Exchange (“NYSE”) under the symbol ITN. Based on publicly available information, only 243 Common Shares were traded on the TSX during all of 2002 and, during the current year, there have been no trades of Common Shares on the TSX up to April 23, 2003. All other trading activity in Common Shares in 2002 and up to April 23, 2003 occurred through the facilities of the NYSE. Based on information provided by the NYSE, approximately 26.305 million Common Shares were traded through the facilities of the NYSE in

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2002 and approximately 4.86 million Common Shares have been traded on the NYSE up to April 23, 2003 (representing in each case in excess of 99% of the total volume of shares of Common Shares traded on both the TSX and NYSE in the relevant time period).

6. InterTAN Canada is a corporation continued under the laws of British Columbia. It is not a reporting issuer in any of the Jurisdictions and is a wholly-owned subsidiary of InterTAN.
7. InterTAN proposes to offer to repurchase, directly or indirectly through InterTAN Canada, through one or more separate and discrete programs, up to 1,025,000 Common Shares, either in the open market on the NYSE or through privately negotiated transactions at prices equal to market prices on the NYSE, during the period commencing on the date of this MRRS Decision Document and ending on March 31, 2004 (the “2003 Repurchase Program”).
8. As the majority of holders of Common Shares are resident in the United States, InterTAN anticipates that Common Shares repurchased pursuant to the 2003 Repurchase Program will be purchased largely from holders of Common Shares resident in the United States (collectively, the “U.S. Shareholders”).
9. The 2003 Repurchase Program will be completed in compliance with the 1934 Act, the 1933 Act and the rules of the Securities and Exchange Commission made pursuant to such statutes including, without limitation, Rule 10b-18 promulgated under the 1934 Act (collectively, the “Applicable U.S. Securities Laws”). All purchases made through the NYSE will be made through only one broker in any one day, will not be made at the opening of the market or within one half hour of the close, will not be made at prices higher than the highest published independent bid or last reported independent sale price on the NYSE (whichever is higher) and will be in the amount that does not exceed, in any one day, 25% of the average daily trading volume over the past four weeks.
10. All material relating to the 2003 Repurchase Program and any amendment thereto required to be sent by or on behalf of InterTAN to the U.S. Shareholders under Applicable U.S. Securities Laws will also be sent concurrently to all Canadian Registered Holders whose last address, as shown on InterTAN's books, is in any Jurisdiction, and will be concurrently filed with each of the Decision Makers.
11. InterTAN cannot rely on the “normal course issuer bid” exemption from the Issuer Bid Requirements that exists in some Jurisdictions because, in the 12 month period preceding the date hereof, InterTAN has purchased

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approximately 1.065 million Common Shares (representing approximately 5% of the issued and outstanding Common Shares) pursuant to an issuer bid commenced by InterTAN on October 11, 2002.

12. For practical reasons, InterTAN is unable to rely on the “recognized stock exchange” exemption from the Issuer Bid Requirements that exists in some Jurisdictions because (i) the NYSE is not recognized for the purposes of such exemptions; and (ii) due to the lack of a market for the Common Shares on the TSX.
13. Although the laws of the United States of America have been recognized for the purposes of the “de minimis” exemption from the Issuer Bid Requirements that exists in some Jurisdictions, InterTAN cannot rely upon such exemptions because there are 50 or more Canadian Registered Holders whose last address as shown on InterTAN’s books is in each of the Provinces of British Columbia, Alberta, Nova Scotia, Ontario and Quebec.
14. All material changes in the affairs of InterTAN have been generally disclosed as at the date hereof and InterTAN will not purchase Common Shares at any time when it has knowledge of any material fact or material change which has not been generally disclosed.
15. The 2003 Repurchase Program will be made available to the holders of the Common Shares, whose last address as shown on InterTAN’s books is in any Jurisdiction on the same basis, including extending to those holders identical rights and consideration, as to the holders of the Common Shares resident in the United States.

AND WHEREAS pursuant to the System this MRRS Decision Document evidences the decision of each of the Decision Makers (collectively, the “Decision”);

AND WHEREAS each of the Decision Makers is satisfied that the test contained in the Legislation that provides each of the Decision Makers with the jurisdiction to make the Decision has been met;

THE DECISION of the Decision Makers under the Legislation is that the 2003 Repurchase Program is exempt from the Issuer Bid Requirements, so long as:

- (a) the 2003 Repurchase Program and any amendment thereto is made in compliance with the requirements of the Applicable U.S. Securities Laws; and

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- (b) all material relating to the 2003 Repurchase Program and any amendment thereto that is required to be sent by or on behalf of InterTAN to U.S. Shareholders under Applicable U.S. Securities Laws, will be concurrently sent to all Canadian Registered Holders whose last address, as shown on InterTAN's books, is in any Jurisdiction and filed with each of the Decision Makers.

Dated this 9th day of July, 2003.

Paul M. Moore

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