

RADIOSHACK CORP  
Form 10-K  
February 21, 2012

---

---

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

FORM 10-K

(Mark One)

ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the fiscal year ended December 31, 2011

OR

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from \_\_\_\_\_ to \_\_\_\_\_

Commission file number 1-5571

---

RADIOSHACK CORPORATION  
(Exact name of registrant as specified in its charter)

Delaware  
(State or other jurisdiction of incorporation or organization)

75-1047710  
(I.R.S. Employer Identification No.)

Mail Stop CF3-201, 300 RadioShack Circle, Fort Worth,  
Texas

76102

(Address of principal executive offices)

(Zip Code)

Registrant's telephone number, including area code (817) 415-3011

---

SECURITIES REGISTERED PURSUANT TO SECTION 12(b) OF THE ACT:

Title of each class	Name of each exchange on which registered
Common Stock, par value \$1 per share	New York Stock Exchange

SECURITIES REGISTERED PURSUANT TO SECTION 12(g) OF THE ACT: None

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes  No

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. Yes  No

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes  No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate website, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes  No

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K.

Indicate by check mark if the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer  Accelerated filer  Non-accelerated filer  Smaller reporting company

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Act). Yes  No

As of June 30, 2011, the aggregate market value of the voting common stock of the registrant held by non-affiliates of the registrant was \$1,216,598,602 based on the New York Stock Exchange closing price. For the purposes of this disclosure only, the registrant has assumed that its directors, executive officers and beneficial owners of 5% or more of the registrant's common stock as of June 30, 2011, are the affiliates of the registrant.

As of February 14, 2012, there were 99,323,569 shares of the registrant's Common Stock outstanding.

## Documents Incorporated by Reference

Portions of the Proxy Statement for the 2011 Annual Meeting of Stockholders are incorporated by reference into Part III.

## TABLE OF CONTENTS

	Page
PART I	
<u>Item 1.</u>	3
<u>Item 1A.</u>	5
<u>Item 1B.</u>	10
<u>Item 2.</u>	10
<u>Item 3.</u>	13
<u>Item 4.</u>	13
<u>Executive Officers of the Registrant</u>	13
PART II	
<u>Item 5.</u>	14
<u>Item 6.</u>	17
<u>Item 7.</u>	19
<u>Item 7A.</u>	34
<u>Item 8.</u>	34
<u>Item 9.</u>	34
<u>Item 9A.</u>	34
<u>Item 9B.</u>	35
PART III	
<u>Item 10.</u>	35
<u>Item 11.</u>	35
<u>Item 12.</u>	35
<u>Item 13.</u>	36
<u>Item 14.</u>	36
PART IV	
<u>Item 15.</u>	36
<u>Signatures</u>	37
<u>Index to Consolidated Financial Statements</u>	38
<u>Report of Independent Registered Public Accounting Firm</u>	39
<u>Index to Exhibits</u>	77



## PART I

### ITEM 1. BUSINESS.

#### GENERAL

RadioShack Corporation was incorporated in Delaware in 1967. Throughout this report, the terms “our,” “we,” “us” and “RadioShack” refer to RadioShack Corporation, including its subsidiaries. We primarily engage in the retail sale of consumer electronics goods and services through our RadioShack store chain. We seek to differentiate ourselves from our various competitors by providing:

- Innovative mobile technology products and services, as well as products related to personal and home technology and power supply needs at competitive prices
  - Convenient neighborhood locations
  - Knowledgeable, objective and friendly service
  - Unique private brand offers and exclusive branded promotions

Our day-to-day focus is concentrated in four areas:

- Providing our customers with a positive in-store experience
  - Growing gross profit dollars
  - Controlling costs throughout the organization
- Utilizing funds generated from operations to enhance long-term shareholder value

Additional information regarding our business segments is presented below and in Management’s Discussion and Analysis of Financial Condition and Results of Operations (“MD&A”) included elsewhere in this Annual Report on Form 10-K.

#### U.S. RADIOSHACK COMPANY-OPERATED STORES

At December 31, 2011, we operated 4,476 U.S. company-operated stores under the RadioShack brand located throughout the United States, as well as in Puerto Rico and the U.S. Virgin Islands. These stores are located in strip centers and major shopping malls, as well as individual storefronts. Each location carries a broad assortment of both name brand and private brand consumer electronics products.

Our product lines are categorized into three platforms. Our mobility platform includes postpaid and prepaid wireless handsets, commissions and residual income, prepaid wireless airtime, tablet devices, and e-readers. Our signature platform includes home entertainment, wireless, computer, and music accessories; general purpose and special purpose power products; headphones; technical products; and services. Our consumer electronics platform includes laptop computers, personal computing products, digital music players, residential telephones, GPS devices, cameras, digital televisions, and other consumer electronics products. The amount and percentage of our revenue derived from each of our three product platforms during the last three fiscal years is stated in our MD&A.

#### OTHER

In addition to the reportable segment discussed above, we have the following additional sales channels and support operations:

**Target Mobile:** In the fourth quarter of 2009, we commenced a test rollout of retail locations in approximately 100 Target stores (“Target Mobile”). These retail locations, which are not RadioShack-branded, offer wireless handsets with activation of third-party postpaid wireless services. In the third quarter of 2010, we signed a multi-year agreement to operate these locations in certain Target stores throughout most of the United States. At December 31, 2011, we operated 1,496 Target Mobile centers.

**Dealer Outlets:** At December 31, 2011, we had a network of 1,091 RadioShack dealer outlets, including 33 located outside of North America. Our North American outlets provide name brand and private brand products and services, typically to smaller communities. These independent dealers are often engaged in other retail operations and augment their businesses with our products and service offerings. Our dealer sales derived outside of the United States are not significant.

**RadioShack de Mexico:** As of December 31, 2011, there were 227 company-operated stores under the RadioShack brand, 9 dealers, and one distribution center in Mexico.

**RadioShack.com:** Products and information are available through our commercial website [www.radioshack.com](http://www.radioshack.com). Online customers can purchase, return or exchange various products available through this website. Additionally, certain products ordered online may be picked up, exchanged or returned at RadioShack stores.

**Support Operations:** Our retail stores, along with our kiosks and dealer outlets, are supported by an established infrastructure. Below are the major components of this support structure.

**Distribution Centers -** At December 31, 2011, we had three U.S. distribution centers shipping products to our U.S. retail locations and dealer outlets. One of these distribution centers also serves as a fulfillment center for our online customers and as a distribution center that ships store fixtures to our U.S. and Mexico company-operated stores and kiosks.

RadioShack Technology Services (“RSTS”) - Our management information system architecture is composed of a distributed, online network of computers that links all stores, kiosks, customer channels, delivery locations, service centers, credit providers, distribution facilities and our home office into a fully integrated system. Each retail location has its own server to support the point-of-sale (“POS”) system. The majority of our U.S. company-operated stores and kiosks communicate through a broadband network, which provides efficient access to customer support data. This design also allows store management to track daily sales and inventory at the product or sales associate level. RSTS provides the majority of our programming and systems analysis needs.

RadioShack Global Sourcing (“RSGS”) - RSGS serves our wide-ranging international import/export, sourcing, evaluation, logistics and quality control needs. RSGS’s activities support our name brand and private brand businesses.

#### DISCONTINUED OPERATIONS

In February 2009, we signed a contract extension with Sam’s Club through March 31, 2011, with a transition period that ended on June 30, 2011, to continue operating kiosks in certain Sam’s Club locations. As of December 31, 2010, we operated 417 of these kiosks. All of these kiosks were transitioned to Sam’s Club by June 30, 2011. We determined that the cash flows from these kiosks have been eliminated from our ongoing operations. Therefore, these operations were classified as discontinued operations and the operating results of these kiosks are presented in the consolidated statements of income as discontinued operations, net of income taxes, for all periods presented.

#### SEASONALITY

As with most other specialty retailers, our net sales and operating revenues and operating cash flows are greater during the fourth calendar quarter, which includes the majority of the holiday shopping season in the U.S., than during other periods of the year. There is a corresponding pre-seasonal inventory build-up, which requires working capital related to the anticipated increased sales volume. This is described in “Cash Requirements” in our MD&A. Also, refer to Note 16 – “Quarterly Data (Unaudited)” in the Notes to Consolidated Financial Statements for data showing seasonality trends. We expect this seasonality to continue.

#### PATENTS AND TRADEMARKS

We own or are licensed to use many trademarks and service marks related to our RadioShack stores in the United States and in foreign countries. We believe the RadioShack name and marks are well recognized by consumers, and that the name and marks are associated with high-quality products and services. We also believe the loss of the RadioShack name and RadioShack marks would materially adversely affect our business. Our private brands include brands such as RadioShack, AUVIO, Enercell and Gigaware. We also own various patents and patent applications relating to consumer electronics products.

#### SUPPLIERS AND NAME BRAND RELATIONSHIPS

Our business strategy depends, in part, upon our ability to offer name brand and private brand products, as well as to provide our customers access to third-party services. We utilize a large number of suppliers located in various parts of the world to obtain name brand and private brand merchandise. We have formed vendor and third-party service provider relationships with well-recognized companies such as Sprint, AT&T, Verizon Wireless (“Verizon”), T-Mobile, Apple, Casio, Garmin, Hewlett-Packard, HTC, Microsoft, Research In Motion, Samsung and SanDisk. In the aggregate, these relationships have or are expected to have a significant effect on both our operations and financial strategy.

#### ORDER BACKLOG

We have no material backlog of orders in any of our operating segments for the products or services we sell.

#### COMPETITION

Due to consumer demand for wireless products and services, as well as rapid consumer acceptance of new digital technology products, the consumer electronics retail business continues to be highly competitive, driven primarily by technology and product cycles.

In the consumer electronics retail business, competitive factors include convenient retail locations, price, quality, features, product availability, consumer services, distribution capability, brand reputation and the number of competitors. We compete in the sale of our products and services with several retail formats, including national, regional, and independent consumer electronics retailers. We compete with department and specialty retail stores in more select product categories. We compete with wireless providers in the wireless handset category through their own retail and online presence. We compete with big-box retailers, discount and warehouse retailers, and Internet retailers on a more widespread basis. Numerous domestic and foreign companies manufacture products similar to our privately-branded products for other retailers, which are sold under nationally-recognized brand names or private brands.



Management believes two primary factors differentiate us from our competition. First, we have an extensive physical retail presence with convenient locations throughout the United States. Second, our specially trained sales staff is capable of providing cost-effective solutions for our customers' routine electronics needs and distinct electronics wants, assisting with the selection of appropriate products and accessories and, when applicable, assisting customers with service activation.

#### EMPLOYEES

As of December 31, 2011, we employed approximately 34,000 people. Our U.S. employees are not covered by collective bargaining agreements, nor are they members of labor unions. We consider our relationship with our employees to be good.

#### AVAILABLE INFORMATION

We are subject to the reporting requirements of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), and rules and regulations adopted by the U.S. Securities and Exchange Commission ("SEC") under that Act. The Exchange Act requires us to file reports, proxy statements and other information with the SEC. Copies of these reports, proxy statements and other information can be inspected and copied at:

SEC Public Reference Room  
100 F Street, N.E.  
Room 1580  
Washington, D.C. 20549-0213

You may obtain information on the operation of the Public Reference Room by calling the SEC at 1-800-SEC-0330. You may also obtain copies of any material we have filed with the SEC by mail at prescribed rates from:

Public Reference Section  
Securities and Exchange Commission  
100 F Street, N.E.  
Washington, D.C. 20549-0213

You may obtain these materials electronically by accessing the SEC's home page on the Internet at:

<http://www.sec.gov>

In addition, we make available, free of charge on our corporate website, our Annual Report on Form 10-K, Quarterly Reports on Form 10-Q, Current Reports on Form 8-K, and amendments to these reports filed or furnished pursuant to Section 13(a) or 15(d) of the Exchange Act, as well as our proxy statements, as soon as reasonably practicable after we electronically file this material with, or furnish it to, the SEC. You may review these documents, under the heading "Investor Relations," by accessing our corporate website:

<http://www.radioshackcorporation.com>

For information regarding the net sales and operating revenues and operating income for our reportable segment for fiscal years ended December 31, 2011, 2010 and 2009, please see Note 15 – "Segment Reporting" in the Notes to Consolidated Financial Statements.

#### ITEM 1A. RISK FACTORS.

One should carefully consider the risks and uncertainties described below, as well as other information set forth in this Annual Report on Form 10-K. There may be additional risks that are not presently material or known, and the following list should not be construed as an exhaustive list of all factors that could cause actual results to differ materially from those expressed in forward-looking statements made by us. If any of the events described below were to occur, our business, results of operations, financial condition, liquidity or access to the capital markets could be materially adversely affected.

We may be unable to successfully execute our strategy to provide cost-effective solutions to meet the routine consumer electronics needs and distinct consumer electronics wants of our customers.

To achieve our strategy, we have undertaken a variety of strategic initiatives. Our failure to successfully execute our strategy or the occurrence of certain events, including the following, could materially adversely affect our ability to maintain or grow our comparable store sales and our business generally:

- Our inability to recognize evolving consumer electronics trends and offer products that our target customers need or want
- Our employees' inability to provide solutions, answers, and information related to increasingly complex consumer electronics products
- Our inability to keep our extensive store distribution system updated and conveniently located near our customers

Adverse changes in national and world-wide economic conditions could negatively affect our business.

The continued uncertainty in the economy could have a significant negative effect on U.S. consumer spending, particularly discretionary spending for consumer electronics products, which, in turn, could directly affect our sales. Consumer confidence, recessionary and inflationary trends, equity market levels, consumer credit availability, interest rates, consumers' disposable income and spending levels, energy prices, job growth, income tax rates and unemployment rates may affect the volume of customer traffic and level of sales in our locations. Continued negative trends of any of these economic conditions, whether national or regional in nature, could materially adversely affect our results of operations and financial condition.

In addition, potential disruptions in the capital and credit markets could have a significant effect on our ability to access the U.S. and global capital and credit markets, if needed. These potential disruptions in the capital and credit markets could materially adversely affect our ability to borrow under our credit facility, or materially adversely affect the banks that underwrote our credit facility. The availability of financing will depend on a variety of factors, such as economic and market conditions, the availability of credit, and our credit ratings. If needed, we may not be able to successfully obtain any necessary additional financing on favorable terms, or at all.

Our inability to increase or maintain profitability of our operations could materially adversely affect our results of operations and financial condition.

A critical component of our business strategy is to improve our overall profitability. Our ability to increase profitable sales in existing retail locations may be affected by:

- Our ability to offer and sell products with sufficient gross profit to improve our overall profitability
  - Our success in attracting customers into our retail locations
  - Our ability to choose the correct mix of products to sell
- Our ability to keep our retail locations stocked with merchandise customers will purchase
- Our ability to maintain fully-staffed retail locations with appropriately trained employees
  - Our ability to remain relevant to the consumer
- Our ability to sustain existing retail channels such as our Target Mobile centers

Our products and services must appeal to a broad range of consumers whose preferences cannot be predicted with certainty and are subject to frequent change. Our success depends upon our ability to anticipate and respond in a timely manner to trends in consumer preferences relating to consumer electronics. If we fail to identify and respond to these trends in a timely manner, our sales may decline.

In addition, consumer spending remains uncertain, which makes it more challenging for us to maintain or grow our operating income. As a result, we must continue to control our expense structure. Failure to manage our labor and benefit rates, advertising and marketing expenses, or other store expenses could delay or prevent us from achieving increased profitability or otherwise have a material adverse effect on our results of operations and financial condition.

Any reductions or changes in the growth rate of the wireless industry or other changes in the dynamics of the industry could materially adversely affect our results of operations and financial condition.

Sales of wireless handsets and the related commissions and residual income constitute a majority of our total revenue. Consequently, changes in the wireless industry, such as those discussed below, could materially adversely affect our results of operations and financial condition.

Lack of growth in the wireless industry tends to have a corresponding effect on our wireless sales. Wireless handsets are subject to significant technological changes, and it is possible that new products will never achieve widespread consumer acceptance or will be supplanted by alternative products and technologies that do not offer us a similar sales opportunity or are sold at lower price points or margins. Because growth in the wireless industry is often driven by the

adoption rate of new wireless handset and wireless service technologies, the absence of these new technologies, our suppliers not providing us with these new technologies, or the lack of consumer interest in adopting these new technologies, could materially adversely affect our results of operations and financial condition.

Another change in the wireless industry that could materially adversely affect our business is wireless industry consolidation. Consolidation in the wireless industry could lead to a concentration of competitive strength within a few wireless carriers, which could materially adversely affect our business if our ability to obtain competitive offerings from our wireless suppliers is reduced or if competition increases from wireless carrier stores or other retailers.

Our competition is both intense and varied, and our failure to effectively compete could materially adversely affect our results of operations and financial condition.

In the retail consumer electronics marketplace, the level of competition is intense. We compete with consumer electronics retail stores as well as big-box retailers, large specialty retailers, discount and warehouse retailers, and Internet retailers. We also compete with wireless carriers' retail presence, as discussed above. Some of these competitors are large, have great market presence, and possess significant financial and other resources, which may provide them with competitive advantages over us.

Changes in the amount and degree of promotional intensity or merchandising strategy exerted by our current and potential competitors could present us with difficulties in retaining and attracting customers. In addition, pressure from our competitors could require us to reduce prices or increase our costs in one product category or across all our product categories.

Our competitors may use strategies such as lower pricing, value-added services, wider selection of products, larger store size, higher advertising intensity, improved store design, and more efficient sales methods. Some of our competitors may be able to offer innovative, technologically superior, or more desirable products and services that are not available to us, are available in limited quantities, or become available to us after the demand for the products and services has declined. While we attempt to differentiate ourselves from our competitors by focusing on the electronics specialty retail market, our business model may not enable us to compete successfully against existing and future competitors. As a result of this competition, we may experience lower sales, margins or profitability, which could materially adversely affect our results of operations and financial condition.

We are dependent upon our relationships with a limited number of name brand product and service providers, and our inability to create, maintain and renew relationships with these parties on favorable terms could materially adversely affect our results of operations and financial condition.

A significant portion of our net sales and operating revenues is attributable to a limited number of name brand products and service providers. The concentration of revenue in our mobility platform means that our revenue is to a significant degree dependent upon a limited number of service providers such as AT&T, Sprint, and Verizon and related product suppliers such as Apple, HTC and Samsung. In the aggregate, these relationships have or are expected to have a significant effect on both our operations and financial strategy. If we are unable to create, maintain or renew our relationships with such third parties on favorable terms or at all, or if these third parties limit or disrupt the supply of their products or services to us, our results of operations and financial condition could be materially adversely affected.

Certain of our wireless service providers make operational changes from time to time that adversely affect our business and over which we have little, if any, influence. They may not inform us of such a change or may do so only after it is too late for us to adequately predict and plan for the consequences the change will have on our business. The information they provide to us about these changes may be incomplete or inaccurate. Examples of these changes include changes to customer credit requirements, changes to the service providers' service agreements with their customers on issues such as handset upgrade eligibility and contract renewal terms, and other changes that affect our mobility business. If we are not timely, accurately, and adequately informed about these changes or are unable to effectively mitigate the adverse impact of these changes on our business, these changes could materially adversely affect our results of operation and financial condition.

Our inability to increase or maintain our gross margin levels could materially adversely affect our results of operations and financial condition.

We may not be able to increase or maintain our gross margin levels due to various factors, including increased sales of lower margin products or declines in average selling prices of key products. If sales of lower margin items continue to become a larger percentage of our business without an overall growth in our sales, our gross profit could be materially adversely affected.

Our inability to collect receivables from our vendors and service providers could materially adversely affect our results of operations and financial condition.

We maintain significant receivable balances from various vendors and service providers such as Sprint, AT&T, Verizon, and T-Mobile consisting of commissions and other funds related to these relationships. At December 31, 2011 and 2010, our net receivables from vendors and service providers were \$273.8 million and \$291.0 million, respectively. The average payment term for these receivable balances is approximately 45 days. We do not factor these receivables. Changes in the financial condition of one or more of these vendors or service providers could cause

a delay or failure in collecting these receivable balances. A significant delay or failure in collecting these receivable balances could materially adversely affect our results of operations and financial condition.

Our inability to manage our inventory levels effectively, particularly excess or inadequate amounts of inventory, could materially adversely affect our results of operations and financial condition.

We source inventory both domestically and internationally, and our inventory levels are subject to a number of factors, some of which are beyond our control. These factors, including technology advancements, vendor-imposed quantity purchasing requirements, reduced consumer spending and consumer disinterest in our product offerings, could lead to excess inventory levels. Additionally, we may not accurately assess product life cycles, leaving us with excess inventory. To reduce this excess inventory, we may be required to lower our prices, which could materially adversely affect our results of operations and financial condition.

Alternatively, we may have inadequate inventory levels for particular items, including popular merchandise, due to factors such as unanticipated high demand for certain products, unavailability of products from our vendors, import delays, labor unrest, untimely deliveries, or the disruption of international, national or regional transportation systems. The effect of the occurrence of any of these factors on our inventory supply could materially adversely affect our results of operations and financial condition.

Our inability to attract and retain an effective management team or changes in the cost or availability of a suitable workforce to manage and support our strategies could materially adversely affect our results of operation and financial condition.

Our success depends in large part upon our ability to attract, motivate and retain a qualified management team and other employees. Qualified individuals needed to fill necessary positions could be in short supply. The inability to recruit and retain such individuals on a continuous basis could result in high employee turnover at our stores and in our company generally, which could materially adversely affect our results of operations and financial condition. Additionally, competition for qualified employees requires us to continually assess our compensation structure. Competition for qualified employees has required, and in the future could require, us to pay higher wages to attract a sufficient number of qualified employees, resulting in higher labor compensation expense. In addition, mandated changes in minimum wage or health care reform may materially increase our employee-related costs.

Our inability to identify and enter into relationships with developers of new technologies successfully or the failure of these new technologies to be adopted by the market could materially adversely affect our ability to increase or maintain our sales and profitability. Additionally, the absence of new services or products and product features in the categories we sell could materially adversely affect our results of operations and financial condition.

Our ability to maintain and increase revenues depends, to a large extent, on the periodic introduction and availability of new products, services and technologies. If we fail to identify these new products, services and technologies, or if we fail to enter into relationships with their developers prior to widespread distribution within the market, our results of operations and financial condition could be materially adversely affected. Any new products, services or technologies we identify may have a limited sales life.

Furthermore, it is possible that new products, services or technologies will never achieve widespread consumer acceptance, also materially adversely affecting our results of operation and financial condition. Finally, the lack of innovative consumer electronics products, features or services that can be effectively featured in our retail locations could also materially adversely affect our ability to increase or maintain our sales and profitability.

The occurrence of severe weather events or natural disasters could significantly damage or destroy our retail locations, could prohibit consumers from traveling to our retail locations, or could prevent us from resupplying our retail locations or distribution centers, especially during the peak winter holiday shopping season.

If severe weather or a catastrophic natural event, such as a hurricane or earthquake, occurs in a particular region and damages or destroys a significant number of our retail locations in that area, our sales could be materially adversely affected. In addition, if severe weather, such as heavy snowfall or extreme temperatures, discourages or restricts customers in a particular region from traveling to our retail locations, our sales could also be materially adversely affected. If severe weather occurs during the fourth quarter holiday season, the adverse effect on our sales could be even greater than at other times during the year because we generate a disproportionate amount of our sales during this period.

Failure to comply with, or the additional implementation of, laws, rules, and regulations regarding our business could materially adversely affect our results of operations and financial condition.

We are subject to various foreign, federal, state, and local laws, rules and regulations including, but not limited to, the Fair Labor Standards Act and ERISA, each as amended, and regulations promulgated by the Federal Trade Commission, SEC, Internal Revenue Service, Department of Labor, Occupational Safety and Health Administration, and Environmental Protection Agency. Failure to properly adhere to these and other applicable laws, rules and

regulations could result in the imposition of penalties or adverse legal judgments and could materially adversely affect our results of operations and financial condition. Similarly, the cost of complying with newly-implemented laws, rules and regulations could materially adversely affect our results of operations and financial condition.

Risks associated with the suppliers from whom our products are sourced could materially adversely affect our results of operations and financial condition.

We utilize a large number of suppliers located in various parts of the world to obtain private brand merchandise and other products. If any of our key vendors fail to supply us with products, we may not be able to meet the demands of our customers, and our sales and profitability could be materially adversely affected.

We purchase a significant portion of our inventory from manufacturers located in China. Changes in trade regulations (including tariffs on imports) could increase the cost of those items. Although our purchases are denominated in U.S. dollars, changes in the Chinese currency exchange rate against the U.S. dollar or other foreign currencies could cause our vendors to increase the prices of items we purchase from them. The occurrence of any of these events could materially adversely affect our results of operations and financial condition.



Our ability to find qualified vendors that meet our standards and supply products in a timely and efficient manner is a significant challenge, especially with respect to goods sourced from outside the United States. Merchandise quality issues, product safety concerns, trade restrictions, difficulties in enforcing intellectual property rights in foreign countries, work stoppages, transportation capacity and costs, tariffs, political or financial instability, foreign currency exchange rates, monetary, tax and fiscal policies, inflation, deflation, outbreak of pandemics and other factors relating to foreign trade are beyond our control. Concerns regarding the safety of products and services that we source from our suppliers and then sell could cause shoppers to avoid purchasing certain products and services from us, even if the basis for the concern is outside our control. Any lost confidence on the part of our customers would be difficult and costly to reestablish. These and other issues affecting our vendors could materially adversely affect our sales and profitability.

Our business is heavily dependent upon information systems, which could result in higher maintenance costs and business disruption.

Our business is heavily dependent upon information systems, given the number of individual transactions we process each year. Our information systems include an in-store point-of-sale system that helps us track sales performance, inventory replenishment, product availability, product margin and customer information. These systems are complex and require integration with each other, with some of our service providers, and with our business processes, which may increase the risk of disruption.

Our information systems are also subject to damage or interruption from power outages, computer and telecommunications failures, computer viruses, security breaches, catastrophic events and errors by our employees. If we encounter damage to our systems, difficulty implementing new systems, a security breach of our systems, or difficulty maintaining and upgrading current systems, our business operations could be disrupted, our sales could decline, and our expenses could increase.

Failure to protect the integrity and security of our customers' information could materially damage our standing with our customers and expose us to litigation.

Increasing costs associated with information security, including increased investments in technology, the costs of compliance with consumer protection laws, and costs resulting from consumer fraud could materially adversely affect our results of operations. Additionally, if a significant compromise in the security of our customer information, including personal identification data, were to occur, it could materially adversely affect our reputation, results of operations and financial condition, and could increase the costs we incur to protect against such security breaches.

We are subject to other litigation risks and may face liabilities as a result of allegations and negative publicity.

Our operations expose us to litigation risks, such as class action lawsuits involving employees, consumers and shareholders. For example, from time to time putative class actions have been brought against us relating to various labor matters. Defending against lawsuits and other proceedings may involve significant expense and divert management's attention and resources from other matters. In addition, if any lawsuits were brought against us and resulted in a finding of substantial legal liability, it could cause significant reputational harm to us and otherwise materially adversely affect our results of operations and financial condition.

We conduct business outside the United States, which presents potential risks.

We have offices and assets, and generate a portion of our revenue, in Mexico, Hong Kong, and Taiwan. Part of our growth strategy is to expand our international business because we believe the growth rates and the opportunity to

implement operating improvements may be greater than those typically achievable in the United States. International operations entail significant risks and uncertainties, including without limitation:

- Economic, social and political instability in any particular country or region
  - Changes in currency exchange rates
- Changes in government restrictions on converting currencies or repatriating funds
- Changes in U.S. or foreign laws and regulations or in trade, monetary or fiscal policies
  - High inflation and monetary fluctuations
  - Changes in restrictions on imports and exports
- Difficulties in hiring, training and retaining qualified personnel, particularly finance and accounting personnel with U.S. GAAP expertise
  - Inability to obtain access to fair and equitable political, regulatory, administrative and legal systems
    - Changes in government tax policy
- Difficulties in enforcing our contractual rights or enforcing judgments or obtaining a just result in foreign jurisdictions
  - Potentially adverse tax consequences of operating in multiple jurisdictions
- Managing our relationship and contractual rights with any partner we enter into business with in a foreign country

Any of these factors, by itself or in combination with others, could materially adversely affect our results of operations and financial condition.

We may be unable to keep existing retail locations or open new retail locations in desirable places, which could materially adversely affect our sales and profitability.

We may be unable to keep existing retail locations or open new retail locations in desirable places in the future. We compete with other retailers and businesses for suitable retail locations. Local land use, local zoning issues, environmental regulations and other regulations may affect our ability to find suitable retail locations and also influence the cost of leasing, building or buying them. We also may have difficulty negotiating real estate leases and purchase agreements on acceptable terms. Further, to relocate or open new retail locations successfully, we must hire and train employees for them. Construction, environmental, zoning and real estate delays may negatively affect retail location openings and increase costs and capital expenditures. In addition, when we open new retail locations in markets where we already have a presence, our existing locations may experience a decline in sales as a result, and when we open retail locations in new markets, we may encounter difficulties in attracting customers due to a lack of customer familiarity with our brand, our lack of familiarity with local customer preferences, competition with new competitors or with existing competitors with a large, established market presence, and seasonal differences in the market. We cannot be certain that new or relocated retail locations will produce the anticipated sales or return on investment or that existing retail locations will not be materially adversely affected by new or expanded competition in their market areas.

Terrorist activities and governmental efforts to thwart them could materially adversely affect our results of operations and financial condition.

A terrorist attack or series of attacks on the United States could have a significant adverse effect on its economy. This downturn in the economy could, in turn, materially adversely affect our results of operations and financial condition. The potential for future terrorist attacks, the national and international responses to terrorist attacks, and other acts of war or hostility could cause greater uncertainty and cause the economy to suffer in ways that we cannot predict.

#### ITEM 1B. UNRESOLVED STAFF COMMENTS.

None.

#### ITEM 2. PROPERTIES.

Information on our properties is located in our MD&A and financial statements included in this Annual Report on Form 10-K and is incorporated into this Item 2 by reference.

The following items are discussed further in the Notes to Consolidated Financial Statements:

Summary of Significant Accounting Policies – Property, Plant and Equipment Supplemental Balance Sheet Disclosures – Property, Plant and Equipment, Net Commitments and Contingencies	Note 2
	Note 3
	Note 13

We lease, rather than own, most of our retail facilities. Our stores are located in shopping malls, stand-alone buildings and shopping centers owned by other entities. We lease administrative offices throughout the United States and Mexico. We own the property on which our three distribution centers and two manufacturing facilities are located within the United States. Previously, we leased a manufacturing plant in China. Our lease for this plant ended on December 31, 2011. We ceased manufacturing operations in this plant in the second quarter of 2011.

## RETAIL LOCATIONS

The table below shows our retail locations at December 31, 2011, allocated among U.S. and Mexico company-operated stores, Target Mobile centers, discontinued kiosks and dealer and other outlets.

	Average Store Size (Sq. Ft.)	At December 31,		
		2011	2010	2009
U.S. RadioShack company-operated stores	2,473	4,476	4,486	4,476
Target Mobile (1)	16	1,496	850	104
Mexico RadioShack company-operated stores	1,306	227	211	204
Dealer and other outlets (2)	N/A	1,110	1,219	1,321
Discontinued kiosks (3)	N/A	--	417	458
Total number of retail locations (4)		7,309	7,183	6,563

- (1) In 2009 we conducted a test program of retail locations in approximately 100 Target stores. In the third quarter of 2010 we signed a multi-year agreement with Target Corporation to operate Target Mobile centers in certain Target stores.
- (2) Our dealer and other outlets decreased by 109 and 102 locations, net of new openings, during 2011 and 2010, respectively. These declines were primarily due to either the closing of dealer store locations or dealer agreements not being renewed.
- (3) In February 2009, we signed a contract extension with Sam's Club through March 31, 2011, with a transition period that ended on June 30, 2011, to operate kiosks in certain Sam's Club stores. We transitioned all of the remaining kiosks we operated in Sam's Club stores by June 30, 2011.
- (4) In 2011, the Company opened 725 retail locations and closed 599 retail locations. In 2010, the Company opened 871 retail locations and closed 251 retail locations. In 2009, the Company opened 202 retail locations and closed 391 retail locations.

## Real Estate Owned and Leased

	Approximate Square Footage (in thousands)					
	2011			2010		
	Owned	Leased	Total	Owned	Leased	Total
<b>Retail</b>						
U.S. RadioShack company-operated stores	2	11,065	11,067	2	11,133	11,135
Kiosks	--	24	24	--	62	62
Mexico company-operated stores	--	299	299	--	272	272
<b>Support Operations</b>						
Manufacturing	134	--	134	134	320	454
Distribution centers and office space	2,005	677	2,682	2,056	821	2,877
	2,141	12,065	14,206	2,192	12,608	14,800



Edgar Filing: RADIOSHACK CORP - Form 10-K

Below is a listing at December 31, 2011, of our retail locations within the United States and its territories:

	U.S. RadioShack Stores	Target Mobile	Dealers and Other*	Total
Alabama	50	13	22	85
Alaska	--	--	22	22
Arizona	74	38	21	133
Arkansas	27	4	33	64
California	543	236	35	814
Colorado	64	36	29	129
Connecticut	69	18	2	89
Delaware	19	3	--	22
Florida	302	101	28	431
Georgia	102	41	32	175
Hawaii	24	--	--	24
Idaho	18	3	12	33
Illinois	172	77	31	280
Indiana	98	29	37	164
Iowa	33	20	42	95
Kansas	37	12	23	72
Kentucky	55	11	34	100
Louisiana	67	14	16	97
Maine	22	4	12	38
Maryland	98	35	5	138
Massachusetts	115	33	5	153
Michigan	119	54	40	213
Minnesota	59	68	32	159
Mississippi	38	5	13	56
Missouri	71	28	43	142
Montana	7	6	25	38
Nebraska	20	10	19	49
Nevada	38	14	7	59
New Hampshire	31	8	5	44
New Jersey	160	42	5	207
New Mexico	31	6	14	51
New York	334	64	14	412
North Carolina	125	41	33	199
North Dakota	6	4	3	13
Ohio	186	44	23	253
Oklahoma	38	10	26	74
Oregon	52	16	20	88
Pennsylvania	211	55	22	288
Rhode Island	21	4	--	25
South Carolina	55	18	17	90
South Dakota	11	3	11	25
Tennessee	67	25	26	118
Texas	377	129	69	575

Edgar Filing: RADIOSHACK CORP - Form 10-K

Utah	28	10	19	57
Vermont	9	--	8	17
Virginia	123	41	33	197
Washington	90	28	25	143
West Virginia	28	3	8	39
Wisconsin	70	30	51	151
Wyoming	6	1	16	23
District of Columbia	12	1	--	13
Puerto Rico	60	--	--	60
U.S. Virgin Islands	4	--	--	4
	4,476	1,496	1,068	7,040

\*Does not include international dealers.



## ITEM 3. LEGAL PROCEEDINGS.

Refer to Note 13 – “Commitments and Contingencies” in the Notes to Consolidated Financial Statements included in this Annual Report on Form 10-K.

## ITEM 4. MINE SAFETY DISCLOSURES.

Not applicable.

## EXECUTIVE OFFICERS OF THE REGISTRANT (SEE ITEM 10 OF PART III).

The following is a list, as of February 15, 2012, of our executive officers and their ages and positions.

Name	Position (Date Appointed to Current Position)	Executive Officer Since	Age
James F. Gooch	President and Chief Executive Officer (May 2011)	2006	44
Lee D. Applbaum	Executive Vice President – Chief Marketing Officer (September 2008)	2008	41
Dorvin D. Lively	Executive Vice President – Chief Financial Officer and Chief Administrative Officer (August 2011)	2011	53
Scott E. Young	Executive Vice President – Chief Merchandise Officer (April 2010)	2010	50
Gene M. Dinkens	Senior Vice President – Store Operations (June 2011)	2011	42
Mary Ann Doran	Senior Vice President – Human Resources (June 2010)	2010	56
John G. Ripperton	Senior Vice President – Supply Chain (August 2006)	2006	58
Sharon S. Stufflebeme	Senior Vice President – Chief Information Officer (June 2009)	2009	50
Martin O. Moad	Vice President and Controller (August 2007)	2007	55

There are no family relationships among the executive officers listed, and there are no undisclosed arrangements or understandings under which any of them were appointed as executive officers. All executive officers of RadioShack Corporation are appointed by the Board of Directors to serve until their successors are appointed or until their death, resignation, retirement, or removal from office.

Mr. Gooch was appointed President of RadioShack by the Board of Directors in January 2011 and became Chief Executive Officer in May 2011. Mr. Gooch joined RadioShack as Chief Financial Officer in August 2006. Prior to such time, he spent 10 years with Kmart Holding Corporation and subsequently Sears Holdings Corporation after the merger with Sears, Roebuck and Co., all general merchandise retailers. He served in various positions, including Vice President, Controller, Treasurer, and Vice President of Corporate Financial Planning and Analysis. Mr. Gooch also worked at Helene Curtis, a personal care and beauty products company, The Quaker Oats Company, a food products company, and Entertainment Publications, a provider of promotions and discounts. He earned his bachelor’s degree from Michigan State University and his master’s degree in management from the J.L. Kellogg Graduate School of Business at Northwestern University.

Mr. Applbaum was appointed Executive Vice President and Chief Marketing Officer in September 2008. Previously, Mr. Applbaum was Chief Marketing Officer of The Schottenstein Stores Corporation, a private retail holding company, from February 2007 until August 2008, and Senior Vice President and Chief Marketing Officer of David's

Bridal Group, a national bridal retailer, from April 2004 until February 2007. Prior to joining David's Bridal Group, Mr. Applbaum served in various capacities for Footstar, Inc., a footwear retail holding company, from April 2000 until April 2004, including Chief Marketing Officer of Footstar Athletic and Vice President of Marketing of Footaction USA.

Mr. Lively was appointed Executive Vice President - Chief Financial Officer and Chief Administrative Officer in August 2011. Mr. Lively joined the Company from Ace Hardware Corporation, a retail hardware cooperative, where he served as Senior Vice President and Chief Financial Officer from March 2008 to December 2010, and Executive Vice President and Chief Financial Officer from December 2010 to August 2011. From 2004 to 2008, Mr. Lively served as Executive Vice President and Chief Financial Officer of Maidenform Brands, Inc., an intimate apparel company. From 2001 to 2004, he served as Senior Vice President and Corporate Controller of Toys R Us, Inc., a toy and juvenile products retailer. Mr. Lively previously held accounting and finance-related positions at Readers Digest Association, Inc., Silverado Foods, Inc., and Pepsi-Cola International Limited (U.S.A.). Earlier in his career, Mr. Lively worked for the Financial Accounting Standards Board and Arthur Andersen LLP.

Mr. Young was appointed Executive Vice President – Chief Merchandise Officer in April 2010. Previously, Mr. Young served as Divisional President and Chief Marketing Officer of LodgeNet, a media content delivery provider to guest-based businesses, where he had worked since 2006. Before joining LodgeNet, he spent seven years at Best Buy Co., Inc. where he served as Vice President, Merchandising; Vice President, BBY.com; and Vice President, Digital Entertainment. Earlier in his career, Mr. Young worked in the entertainment and music industry for BMG Entertainment, Inc., Ticketmaster Entertainment, Inc. and EMI Group PLC – also known as Capitol Records.

Mr. Dinkens was appointed Senior Vice President – Store Operations in June 2011. Mr. Dinkens joined RadioShack in 2009 and has served as Vice President – Store Operations, East and Vice President – Northeast. Before joining RadioShack, Mr. Dinkens worked for more than sixteen years for Blockbuster Inc., an in-home movie and entertainment company, where he served as Senior Vice President – U.S. Operations, Area Senior Vice President – Eastern United States, and Vice President – International Operations.

Ms. Doran was appointed Senior Vice President – Human Resources in June 2010. Previously, Ms. Doran served as Senior Vice President of Human Resources of Zale Corp., a jewelry retailer, where she had worked since 1996. Ms. Doran's earlier experiences in human resources also include The Bombay Company, Inc., a home furnishings retailer, and the Jordan Marsh Stores Corp., a regional department-store chain that ultimately joined the Macy's organization.

Mr. Ripperton was appointed Senior Vice President – Supply Chain Management in August 2006. Mr. Ripperton joined RadioShack in 2000 and has served as Vice President – Distribution, Division Vice President - Distribution, Group General Manager, and Distribution Center Manager. Prior to joining RadioShack, Mr. Ripperton served in the United States Navy for 25 years and retired with the rank of Captain in the Navy's Supply Corps.

Ms. Stufflebeme was appointed Senior Vice President – Chief Information Officer in June 2009. Previously, Ms. Stufflebeme served as Senior Vice President – Chief Information Officer of 7-Eleven, Inc., a convenience retailer, where she began working in 2004. Before working for 7-Eleven, Inc., she worked for Andersen Consulting, Hitachi Consulting and Michaels Stores, Inc.

Mr. Moad was appointed Vice President and Controller in August 2007. He has worked for RadioShack for more than 25 years, and has served as Vice President and Treasurer, Vice President - Investor Relations, Director - Investor Relations, Vice President – Controller (InterTAN, Inc.), Vice President – Assistant Secretary (InterTAN, Inc.), Assistant Secretary (InterTAN, Inc.), Controller – International Division, and Staff Accountant – International Division. InterTAN, Inc. was an NYSE-listed spin-off of RadioShack's international units.

## PART II

### ITEM 5. MARKET FOR REGISTRANT'S COMMON EQUITY, RELATED STOCKHOLDER MATTERS AND ISSUER PURCHASES OF EQUITY SECURITIES.

#### PRICE RANGE OF COMMON STOCK

Our common stock is listed on the New York Stock Exchange and trades under the symbol "RSH." The following table presents the high and low trading prices for our common stock, as reported in the composite transaction quotations of consolidated trading for issues on the New York Stock Exchange, and the declared dividends for each quarter in the two years ended December 31, 2011.

	Quarter Ended	High	Low	Dividends Declared
December 31, 2011		\$13.94	\$9.15	\$0.50

Edgar Filing: RADIOSHACK CORP - Form 10-K

September 30, 2011	16.25	11.38	--
June 30, 2011	16.70	12.28	--
March 31, 2011	18.74	13.61	--
December 31, 2010	\$23.38	\$17.93	\$0.25
September 30, 2010	23.16	17.87	--
June 30, 2010	24.00	17.70	--
March 31, 2010	23.91	18.55	--

**HOLDERS OF RECORD**

At February 14, 2012, there were 17,055 holders of record of our common stock.

**DIVIDENDS**

On October 25, 2011, we announced that our Board of Directors declared an increase in the annual dividend on the Company's common stock to \$0.50 per share in 2011, compared with \$0.25 per share paid in 2010, and changed the annual dividend payout to a quarterly payout. The annual cash dividend of \$0.50 per share for 2011 was paid on December 15, 2011, to stockholders of record at the close of business on November 25, 2011. The Company expects dividends will be paid on a quarterly basis beginning in the first quarter of 2012.

**PURCHASES OF EQUITY SECURITIES BY RADIOSHACK**

The following table sets forth information concerning purchases made by or on behalf of RadioShack or any affiliated purchaser (as defined in the SEC's rules) of RadioShack common stock for the periods indicated.

Period	Total Number of Shares Purchased	Average Price Paid per Share	Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs (1)	Approximate Dollar Value of Shares That May Yet Be Purchased Under the Plans or Programs (1) (2)
October 1 – 31, 2011	--	\$--	--	\$200,000,000
November 1 – 30, 2011	930,000	\$12.80	930,000	\$188,100,224
December 1 – 31, 2011	--	\$--	--	\$188,100,224
Total	930,000		930,000	

(1) In October 2011, our Board of Directors approved an authorization for a total share repurchase of \$200 million of the Company's common stock to be executed through open market or private transactions. The share repurchase authorization has no stated expiration date. As of December 31, 2011, \$188.1 million of the total authorized amount was available for share repurchases under this program. We announced on January 30, 2012, that we have suspended further share repurchases under this program.

(2) During the period covered by this table, no publicly announced program expired or was terminated.

**SECURITIES AUTHORIZED FOR ISSUANCE UNDER EQUITY COMPENSATION PLANS**

Refer to "Securities Authorized for Issuance Under Equity Compensation Plans" included in Part III, Item 12. of this Annual Report on Form 10-K.

**RECENT SALES OF UNREGISTERED SECURITIES**

Refer to Note 4 – "Indebtedness and Borrowing Facilities" and Note 5 – "Stockholders' Equity" in the Notes to Consolidated Financial Statements included in this Annual Report on Form 10-K.

**RADIOSHACK STOCK COMPARATIVE PERFORMANCE GRAPH**

The following stock performance graph and related information shall not be deemed “soliciting material” or “filed” with the SEC, nor shall such information be incorporated by reference into any of our future filings under the Securities Act of 1933, as amended, or the Exchange Act, except to the extent that we specifically incorporate it by reference in the filing.

The graph below compares the cumulative total shareholder return on RadioShack common stock for the last five years with the cumulative total return on the Standard & Poor's 500 Index and the Standard & Poor's Specialty Retail Index. The S&P Specialty Retail Index is a capitalization-weighted index of domestic equities traded on the NYSE and NASDAQ, and includes high-capitalization stocks representing the specialty retail sector of the S&P 500. The graph assumes an investment of \$100 at the close of trading on December 31, 2006, in RadioShack common stock, the S&P 500 Index and the S&P Specialty Retail Index.

	12/06	12/07	12/08	12/09	12/10	12/11
RadioShack Corporation	\$100.00	\$101.87	\$74.08	\$122.63	\$117.81	\$64.67
S&P 500 Index	100.00	105.49	66.46	84.05	96.71	98.75
S&P Specialty Retail Index	100.00	84.99	64.09	89.41	108.57	120.50

\* Cumulative Total Return assumes dividend reinvestment.

Information Source: Standard & Poor's, a division of The McGraw-Hill Companies Inc.

## ITEM 6. SELECTED FINANCIAL DATA (UNAUDITED).

## RADIOSHACK CORPORATION AND SUBSIDIARIES

Year Ended December 31,

(Dollars and shares in millions, except per share amounts, ratios, locations and square footage)

	2011	2010	2009	2008	2007
<b>Statements of Income Data</b>					
Net sales and operating revenues	\$4,378.0	\$4,265.8	\$4,073.6	\$4,034.8	\$4,075.4
Operating income	\$155.1	\$350.2	\$355.5	\$311.1	\$366.4
Income from continuing operations	\$67.1	\$190.7	\$196.5	\$183.2	\$227.3
Net income	\$72.2	\$206.1	\$205.0	\$189.4	\$236.8
<b>Basic income per share from continuing operations</b>					
Basic income per share from continuing operations	\$0.65	\$1.58	\$1.56	\$1.42	\$1.69
<b>Basic net income per share</b>					
Basic net income per share	\$0.70	\$1.71	\$1.63	\$1.47	\$1.76
<b>Diluted income per share from continuing operations</b>					
Diluted income per share from continuing operations	\$0.65	\$1.55	\$1.56	\$1.42	\$1.67
<b>Diluted net income per share</b>					
Diluted net income per share	\$0.70	\$1.68	\$1.63	\$1.47	\$1.74
<b>Shares used in computing net income per share:</b>					
Basic	102.5	120.5	125.4	129.0	134.6
Diluted	103.3	122.7	126.1	129.1	135.9
Gross profit as a percent of sales	41.4	% 44.9	% 46.0	% 45.4	% 47.5
SG&A expense as a percent of sales	36.0	% 34.8	% 35.2	% 35.6	% 36.0
Operating income as a percent of sales	3.5	% 8.2	% 8.7	% 7.7	% 9.0
<b>Balance Sheet Data</b>					
Inventories	\$744.4	\$723.7	\$670.6	\$636.3	\$705.4
Total assets	\$2,175.1	\$2,175.4	\$2,429.3	\$2,254.0	\$1,989.6
Working capital	\$1,149.2	\$870.6	\$1,361.2	\$1,154.4	\$818.8
<b>Capital structure:</b>					
Current debt	\$--	\$308.0	\$--	\$--	\$--
Long-term debt	\$670.6	\$331.8	\$627.8	\$659.5	\$348.2
Total debt	\$670.6	\$639.8	\$627.8	\$659.5	\$348.2
Total debt less cash and cash equivalents	\$78.9	\$70.4	\$(280.4)	\$(155.3)	\$(161.5)
Stockholders' equity	\$753.3	\$842.5	\$1,048.3	\$860.8	\$769.7
Total capitalization (1)	\$1,423.9	\$1,482.3	\$1,676.1	\$1,520.3	\$1,117.9
Long-term debt as a % of total capitalization (1)	47.1	% 22.4	% 37.5	% 43.4	% 31.1
Total debt as a % of total capitalization (1)	47.1	% 43.2	% 37.5	% 43.4	% 31.1
Book value per share at year end	\$7.59	\$7.97	\$8.37	\$6.88	\$5.87
<b>Financial Ratios</b>					
Return on average stockholders' equity	8.8	% 20.3	% 21.5	% 22.9	% 33.2
Return on average assets	3.5	% 8.9	% 8.9	% 9.3	% 12.3
Annual inventory turnover (2)	3.5	3.5	3.6	3.5	3.3

Edgar Filing: RADIOSHACK CORP - Form 10-K

Other Data

Adjusted EBITDA from continuing operations (3)	\$237.8	\$433.6	\$445.8	\$405.3	\$474.2
Dividends declared per share	\$0.50	\$0.25	\$0.25	\$0.25	\$0.25
Capital expenditures	\$82.1	\$80.1	\$81.0	\$85.6	\$45.3
Number of retail locations at year end:					
U.S. RadioShack company-operated stores	4,476	4,486	4,476	4,453	4,447
Target Mobile Centers	1,496	850	104	--	--
Mexico RadioShack company-operated stores	227	211	204	200	--
Dealer and other outlets	1,110	1,219	1,321	1,411	1,484
Discontinued kiosks	--	417	458	688	739
Total	7,309	7,183	6,563	6,752	6,670
Average square footage per U.S. RadioShack company-operated store					
Comparable store sales (decrease) increase (4)	(2.2 %)	4.1 %	0.8 %	(0.9 %)	(8.3 %)
Common shares outstanding	99.3	105.7	125.2	125.1	131.1

This table should be read in conjunction with our MD&A and the Consolidated Financial Statements and related Notes.



- (1) Total capitalization is defined as total debt plus total stockholders' equity.
- (2) This ratio is calculated by dividing our cost of products sold by our average inventory balance. For comparative purposes, we have included the cost of products sold by and the inventory balances of our discontinued operations in this ratio for all periods presented.
- (3) Adjusted EBITDA from continuing operations (“Adjusted EBITDA”), a non-GAAP financial measure, is defined as earnings from continuing operations before interest, taxes, depreciation, and amortization. Our calculation of Adjusted EBITDA is also adjusted for other income or loss. The comparable financial measure to Adjusted EBITDA under GAAP is income from continuing operations. Adjusted EBITDA is used by management to evaluate the operating performance of our business for comparable periods. Adjusted EBITDA should not be used by investors or others as the sole basis for formulating investment decisions, as it excludes a number of important items. We compensate for this limitation by using GAAP financial measures as well in managing our business. In the view of management, Adjusted EBITDA is an important indicator of operating performance because Adjusted EBITDA excludes the effects of financing and investing activities by eliminating the effects of interest and depreciation costs.
- (4) Comparable store sales include the sales of U.S. and Mexico RadioShack company-operated stores and kiosks with more than 12 full months of recorded sales. Following their closure as Sprint-branded kiosks in August 2009, certain former Sprint-branded kiosk locations became multiple wireless carrier RadioShack-branded locations. At December 31, 2009, we managed and reported 111 of these locations as extensions of existing RadioShack company-operated stores located in the same shopping malls. For purposes of calculating our comparable store sales, we include sales from these locations for periods after they became extensions of existing RadioShack company-operated stores, but we do not include sales from these locations for periods while they were operated as Sprint-branded kiosks.

The following table is a reconciliation of adjusted EBITDA from continuing operations to income from continuing operations.

(In millions)	Year Ended December 31,				
	2011	2010	2009	2008	2007
Reconciliation of adjusted EBITDA from continuing operations to income from continuing operations					
Adjusted EBITDA from continuing operations	\$237.8	\$433.6	\$445.8	\$405.3	\$474.2
Interest expense, net of interest income	(43.7 )	(39.3 )	(39.3 )	(20.3 )	(16.2 )
Income tax expense	(40.2 )	(120.2 )	(118.1 )	(105.2 )	(123.8 )
Depreciation and amortization	(82.7 )	(83.4 )	(90.3 )	(94.2 )	(107.8 )
Other (loss) income	(4.1 )	--	(1.6 )	(2.4 )	0.9
Income from continuing operations	\$67.1	\$190.7	\$196.5	\$183.2	\$227.3



ITEM 7. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS ("MD&A").

This MD&A section discusses our results of operations, liquidity and financial condition, risk management practices, critical accounting policies, and estimates and certain factors that may affect our future results, including economic and industry-wide factors. Our MD&A should be read in conjunction with our consolidated financial statements and accompanying notes included in this Annual Report on Form 10-K, as well as the Risk Factors set forth in Item 1A above.

EXECUTIVE OVERVIEW

RadioShack is a leading national retailer of innovative mobile technology products and services, as well as products related to personal and home technology and power supply needs. We offer a targeted assortment of wireless phones and other electronic products and services from leading national brands, exclusive private brands and major wireless carriers.

Our more than 7,200 locations in the U.S. and Mexico give us a unique competitive advantage in scale, reach and convenience. We seek to differentiate ourselves from our various competitors by providing:

- Innovative mobile technology products and services, as well as products related to personal and home technology and power supply needs, at competitive prices
  - Convenient neighborhood locations
  - Knowledgeable, objective and friendly service
  - Unique private brand offers and exclusive branded promotions

Our day-to-day focus is concentrated on:

- Providing our customers with a positive in-store experience
  - Growing gross profit dollars
  - Controlling costs throughout the organization
- Utilizing funds generated from operations to enhance long-term shareholder value

External Factors Affecting Our Business

In 2011, we continued to experience a highly challenging U.S. economic environment and reduced consumer spending that began in the fourth quarter of 2008. Consumer spending on wireless handsets has increased significantly over the past several years. The spending growth for wireless handsets has been primarily driven by increased purchases of smartphones such as Apple's iPhone and Android-based devices.

A smartphone is a wireless handset that offers more advanced computing ability, connectivity to the Internet, and multimedia capabilities than a basic feature wireless phone. Smartphones typically combine wireless handset capabilities with capabilities previously found on separate devices. Some examples include GPS (global positioning system) navigation, digital music players and camera capabilities. We believe this convergence of capabilities into smartphones has contributed to a decline in these product categories. This convergence trend is likely to continue as

smartphones evolve and as more consumers adopt smartphone technology.

According to the Consumer Electronics Association (“CEA”), in 2012 the consumer electronics industry will surpass \$200 billion in overall revenues in the U.S. for the first time. The industry is expected to grow 3.7 percent in 2012, after reaching an estimated \$195.2 billion in revenues in 2011. Smartphones are expected to continue to be the primary revenue driver for the industry. Smartphone unit sales are expected to increase 24 percent in 2012 to 108.8 million units, with total revenue exceeding \$33 billion.

The innovation in certain mature consumer electronic product categories, such as DVD players, camcorders and audio products, has not been sufficient to maintain average selling prices. These mature products have become commoditized, and we continue to experience price declines and reduced margins for them.

#### Business Performance

2011 was a year of progress and transitions for our business. During 2011, we successfully completed several initiatives:

- Added wireless offerings from Verizon Wireless to our portfolio of top national wireless carriers
- Successfully completed the rollout of our Target Mobile centers to 1,496 Target stores throughout the U.S.
- Closed our Chinese manufacturing plant to transition to a more efficient global sourcing operation
  - Doubled our annual dividend to \$0.50 per share to increase value returned to shareholders
- Maintained our liquidity by entering into a new \$450 million credit facility that expires in January 2016.
  - Enhanced our balance sheet by selling \$325 million of 8-year 6.75% senior notes

During 2011, our Mobility business, which includes postpaid and prepaid wireless handsets, commissions and residual income, prepaid wireless airtime, e-readers, and tablet devices, increased from 44.2% of our net sales and operating revenues in 2010 to 51.4% in 2011. This and other factors discussed later in this MD&A had an effect on the decrease of our gross margin rate in 2011.

During 2011, our business experienced a transition to a lower gross margin rate. This decrease in gross margin rate has been driven primarily by a transition towards lower margin products as discussed later in this MD&A.

**T-Mobile to Verizon Transition:** In 2011, we notified T-Mobile that it had breached its agreement with us through which we offered T-Mobile wireless products and services in our U.S. company-operated stores. We ceased offering T-Mobile wireless products and services in our U.S. company-operated stores on September 14, 2011, and began offering Verizon products and services in our U.S. company-operated stores on September 15, 2011. In conjunction with this transition, we recognized a \$2.6 million inventory valuation loss with respect to T-Mobile wireless handsets we had on hand at June 30, 2011, which was classified as additional cost of products sold. Furthermore, in conjunction with this transition, we incurred an additional charge to earnings of \$23.4 million in the third quarter of 2011 relating to a payment to T-Mobile. We continue to sell T-Mobile wireless products and services in certain Target Mobile centers.

Our sales of Verizon products and services in our U.S. company-operated stores from September 15, 2011, through December 31, 2011, outperformed the sale of T-Mobile products and services in those stores during the same period last year, and we view this as a growth opportunity for us in 2012.

**Target Mobile Centers:** By December 31, 2011, we had successfully completed our rollout of Target Mobile centers in 1,496 Target stores.

**Closure of Chinese Manufacturing Plant:** We ceased production operations in our Chinese manufacturing plant during the second quarter of 2011. Since production operations ceased, we have continued to acquire inventory similar to that previously produced by this facility from alternative product sourcing channels. In conjunction with the plant closing, we incurred total costs of \$11.4 million in 2011. We incurred \$7.7 million in compensation expense for severance packages for the termination of approximately 1,500 employees. We recorded a foreign currency exchange loss of \$1.5 million related to the reversal of our foreign currency cumulative translation adjustment, which is classified as a selling, general and administrative expense. The remaining \$2.2 million relates to an inventory valuation loss, accelerated depreciation, and other general and administrative costs. Substantially all of these costs were incurred in the second quarter of 2011. Future costs to manage the liquidation, which are not expected to be significant, will be expensed as incurred and will include compensation expense such as retention bonuses for the remaining employees, rent expense, and professional fees.

**Discontinued Operations:** All of our remaining kiosks located in Sam's Club stores were transitioned to Sam's Club by June 30, 2011. We determined that the cash flows from these kiosks were eliminated from our ongoing operations. Therefore, these operations were reclassified from the kiosks segment to discontinued operations in the second quarter. The operating results of these kiosks are presented in the consolidated statements of income as discontinued operations, net of income taxes, for all periods presented. We incurred no significant gain or loss in connection with the transition of these kiosks to Sam's Club. We redeployed substantially all of our Sam's Club kiosk employees to nearby RadioShack stores or Target Mobile centers, and we redistributed our Sam's Club kiosk inventory to our remaining retail channels.

## RESULTS OF OPERATIONS

## 2011 Summary

Net sales and operating revenues increased \$112.2 million, or 2.6%, to \$4,378.0 million when compared with last year. Comparable store sales decreased 2.2%. The increase in our net sales and operating revenues was driven primarily by sales at the 646 Target Mobile centers that were open on December 31, 2011, but not on December 31, 2010. The increase in sales that was driven by our additional Target Mobile centers was partially offset by a decrease in comparable store sales. The decrease in comparable store sales was primarily driven by sales decreases in our consumer electronics and signature platforms, which were partially offset by an increase in our mobility platform sales.

Gross margin decreased by 3.5 percentage points from last year to 41.4%. This decrease was primarily driven by a change in our sales mix within our mobility platform towards lower margin smartphones and tablets, combined with the overall growth of our mobility platform through our Target Mobile centers and U.S. RadioShack company-operated stores. Smartphones generally, and the Apple iPhone in particular, carry a lower gross margin rate, given their higher average cost basis. Revenue from smartphones as a percentage of our mobility platform in 2011 was 17.3 percentage points higher than in 2010. Additionally, our gross margin rate was negatively affected by more promotional pricing in the fourth quarter of 2011 when compared with the same period in 2010.

We expect this change in our sales mix to continue to affect our gross margin rate in 2012 primarily because of: customer migration to smartphones, the effect of Sprint and Verizon offering the iPhone for all of 2012 compared with less than full years in 2011, and the effect of our recently opened Target Mobile centers being open for a full year.

Selling, general and administrative (“SG&A”) expense increased \$93.6 million when compared with last year. This increase was primarily driven by increased costs to support our Target Mobile centers of \$76 million, a one-time charge of \$23.4 million, or 0.5% of net sales and operating revenues, related to our transition from T-Mobile to Verizon, and \$9.5 million in costs related to the closure of our Chinese manufacturing plant. These increases were partially offset by decreased incentive compensation expense in our other retail channels as well as our corporate office. As a percentage of net sales and operating revenues, SG&A increased by 1.2 percentage points to 36.0%.

As a result of the factors above, operating income was \$155.1 million, compared with \$350.2 million last year. Operating income for our RadioShack company-operated stores segment was \$530.2 million, compared with \$675.4 million last year. The operating loss for our other business activities was \$0.1 million, compared with operating income of \$37.8 million in 2010. The decrease in operating income for our other business activities was driven primarily by a \$17.0 million increase in the operating loss for our Target Mobile centers and a net loss on the closing of our Chinese manufacturing plant of \$11.4 million.

Income from continuing operations was \$0.65 per diluted share in 2011, compared with \$1.55 and \$1.56 per diluted share in 2010 and 2009, respectively.

## 2011 COMPARED WITH 2010

### Net Sales and Operating Revenues

Consolidated net sales and operating revenues are as follows:

(In millions)	Year Ended December 31,					
	2011		2010		2009	
U.S. RadioShack company-operated stores	\$3,663.3		\$3,808.2		\$3,650.9	
Other	714.7		457.6		422.7	
Consolidated net sales and operating revenues	\$4,378.0		\$4,265.8		\$4,073.6	
Consolidated net sales and operating revenues increase	2.6	%	4.7	%	1.0	%
Comparable store sales (decrease) increase (1)	(2.2	%)	4.1	%)	0.8	%)

(1) Comparable store sales include the sales of U.S. and Mexico RadioShack company-operated stores as well as Target Mobile centers and kiosks with more than 12 full months of recorded sales. Following their closure as Sprint-branded kiosks in August 2009, certain former Sprint-branded kiosk locations became multiple wireless carrier RadioShack-branded locations. At December 31, 2009, we managed and reported 111 of these locations as extensions of existing RadioShack company-operated stores located in the same shopping malls. For purposes of calculating our comparable store sales, we include sales from these locations for periods after they became extensions of existing RadioShack

company-operated stores, but we do not include sales from these locations for periods while they were operated as Sprint-branded kiosks.

The following table provides a summary of our consolidated net sales and operating revenues by platform and as a percent of net sales and operating revenues.

(In millions)	Consolidated Net Sales and Operating Revenues								
	Year Ended December 31,								
	2011		2010		2009				
Mobility (1)	\$2,251.2	51.4	%	\$1,885.6	44.2	%	\$1,375.0	33.8	%
Signature (2)	1,256.2	28.7		1,303.9	30.6		1,486.7	36.5	
Consumer electronics	840.7	19.2		1,041.0	24.4		1,170.8	28.7	
Other sales (3)	29.9	0.7		35.3	0.8		41.1	1.0	
Consolidated net sales and operating revenues	\$4,378.0	100.0	%	\$4,265.8	100.0	%	\$4,073.6	100.0	%

- (1) The aggregate amount of upfront commission revenue and residual income received from wireless service providers and recorded in this platform was \$1,499.1 million, \$1,270.5 million and \$926.5 million for 2011, 2010 and 2009, respectively.
- (2) The sales decrease from 2009 to 2010 in the signature platform includes a decrease in sales of digital-to-analog television converter boxes. Consolidated sales of converter boxes, which were predominantly sold in our U.S. RadioShack company-operated stores, were \$33.7 million and \$170.1 million in 2010 and 2009, respectively.
- (3) Other sales include outside sales from repair services and outside sales of our global sourcing operations and domestic and overseas manufacturing facilities. We closed our overseas manufacturing facility in June 2011.



## U.S. RadioShack Company-Operated Stores Segment

The following table provides a summary of our net sales and operating revenues by platform and as a percent of net sales and operating revenues for the U.S. RadioShack company-operated stores segment.

U.S. RadioShack Company-Operated Stores Segment									
Net Sales and Operating Revenues									
Year Ended December 31,									
(In millions)	2011		2010			2009			
Mobility	\$1,851.4	50.6	%	\$1,753.7	46.1	%	\$1,289.9	35.3	%
Signature	1,144.4	31.2		1,200.8	31.5		1,375.4	37.7	
Consumer electronics	667.5	18.2		853.7	22.4		985.6	27.0	
Net sales and operating revenues	\$3,663.3	100.0	%	\$3,808.2	100.0	%	\$3,650.9	100.0	%

Sales in our U.S. RadioShack company-operated stores segment decreased \$144.9 million or 3.8% in 2011.

Sales in our mobility platform (which includes postpaid and prepaid wireless handsets, commissions and residual income, prepaid wireless airtime, e-readers, and tablet devices) increased 5.6% in 2011. This sales increase was driven by increased sales in our AT&T postpaid business, sales in our Verizon postpaid business, and sales of tablet devices. These sales increases were partially offset by decreased sales in our T-Mobile postpaid wireless business and decreased sales in our Sprint postpaid wireless business. The decreased sales in our Sprint postpaid wireless business were due to changes in Sprint's customer and credit models, which resulted in fewer new and upgrade activations in the last three quarters of 2011.

Sales in our signature platform (which includes wireless, music, computer, video game, and home entertainment accessories; general purpose and special purpose power products; technical products; and services) decreased 4.7% in 2011. This sales decrease was primarily driven by decreased sales of digital-to-analog television converter boxes and related television antennas, music accessories, and media storage, but was partially offset by increased sales of headphones and tablet accessories.

Sales in our consumer electronics platform (which includes digital music players, personal computing products, laptop computers, cameras, residential telephones, digital televisions, and other consumer electronics products) decreased 21.8% in 2011. This sales decrease was driven by sales declines in substantially all of the categories in this platform, but was primarily driven by decreased sales of digital music players, digital cameras and camcorders, and GPS devices. The convergence of these products' functionality into smartphones has contributed to these sales decreases.

## Other Sales

Amounts in other sales reflect our business activities that are not separately reportable, which include sales generated by our Target Mobile centers, sales to our independent dealers, sales generated by our Mexican subsidiary and www.radioshack.com website, sales to commercial customers, and sales to other third parties through our global sourcing operations. Other sales increased \$257.1 million, or 56.2%, in 2011. This sales increase was driven primarily by sales at the 646 Target Mobile centers that were open on December 31, 2011, but not on December 31, 2010. We also experienced a sales increase at our Mexican subsidiary in 2011. These sales increases were partially offset by decreased sales to our independent dealers. Our Mexican subsidiary accounted for less than 5% of our consolidated net sales and operating revenues in 2011.

## Gross Profit

Consolidated gross profit and gross margin are as follows:

(In millions)	Year Ended December 31,					
	2011		2010		2009	
Gross profit	\$1,810.8		\$1,913.7		\$1,873.1	
Gross profit (decrease) increase	(5.4	%)	2.2	%)	2.2	%)
Gross margin rate	41.4	%)	44.9	%)	46.0	%)

Consolidated gross profit and gross margin for 2011 were \$1,810.8 million and 41.4%, respectively, compared with \$1,913.7 million and 44.9%, respectively, in 2010, resulting in a 5.4% decrease in gross profit dollars and a 3.5 percentage point decrease in our gross margin.

Gross margin decreased by 3.5 percentage points from last year to 41.4%. This decrease was primarily driven by a change in our sales mix within our mobility platform towards lower margin smartphones and tablets, combined with the overall growth of our mobility platform through our Target Mobile centers and U.S. RadioShack company-operated stores. Smartphones generally, and the Apple iPhone in particular, carry a lower gross margin rate given their higher average cost basis. Revenue from smartphones as a percentage of our mobility platform in 2011 was 17.3 percentage points higher than in 2010. Additionally, our gross margin rate was negatively affected by more promotional pricing in the fourth quarter of 2011 when compared with the same period in 2010.

We expect this change in our sales mix to continue to affect our gross margin rate in 2012 primarily because of: customer migration to smartphones, the effect of Sprint and Verizon offering the iPhone for all of 2012 compared with less than full years in 2011, and the effect of our recently opened Target Mobile centers being open for a full year.

The gross margin rate for our U.S. RadioShack company-operated stores segment decreased by 2.2 percentage points in 2011, primarily due to a change in sales mix towards lower margin smartphones as discussed above.

#### Selling, General and Administrative Expense

Our consolidated SG&A expense increased 6.3%, or \$93.6 million, in 2011. This represents a 1.2 percentage point increase as a percentage of net sales and operating revenues compared to 2010.

The table below summarizes the breakdown of various components of our consolidated SG&A expense and their related percentages of total net sales and operating revenues.

(In millions)	Year Ended December 31,					
	2011		2010		2009	
	Dollars	% of Sales & Revenues	Dollars	% of Sales & Revenues	Dollars	% of Sales & Revenues
Compensation	\$693.4	15.8	\$663.1	15.5	\$617.6	15.2
Rent and occupancy	261.5	6.0	265.3	6.2	266.2	6.5
Advertising	208.9	4.8	205.9	4.8	192.8	4.7
Other taxes (excludes income taxes)	108.3	2.5	97.7	2.3	97.8	2.4
Utilities	56.0	1.3	54.4	1.3	54.8	1.3
Insurance	49.6	1.1	45.9	1.1	44.6	1.1
Credit card fees	35.6	0.8	34.9	0.8	37.2	0.9
Professional fees	26.7	0.6	21.3	0.5	23.8	0.6
Repairs and maintenance	25.7	0.6	20.1	0.5	22.3	0.6
Licenses	14.9	0.3	13.2	0.3	11.5	0.3
Printing, postage and office supplies	9.0	0.2	6.9	0.2	7.7	0.2
Recruiting, training and employee relations	6.5	0.2	5.4	0.1	5.7	0.1
Travel	6.4	0.1	4.9	0.1	4.0	0.1
Matching contributions to savings plans	4.9	0.1	5.4	0.1	5.9	0.1
Warranty and product repair	1.3	--	2.2	0.1	2.7	0.1
Other	68.7	1.6	37.2	0.9	40.4	1.0
	\$1,577.4	36.0	\$1,483.8	34.8	\$1,435.0	35.2

The increase in SG&A expense was primarily driven by increased costs to support our Target Mobile centers of approximately \$76 million, a one-time charge of \$23.4 million related to our transition from T-Mobile to Verizon classified as other SG&A, and \$9.5 million in costs related to the closure of our Chinese manufacturing plant. These increases were partially offset by decreased incentive compensation expense in our other retail channels as well as our corporate office.



### Depreciation and Amortization

The table below provides a summary of our total depreciation and amortization by segment.

(In millions)	Year Ended December 31,		
	2011	2010	2009
U.S. RadioShack company-operated stores	\$37.9	\$45.4	\$45.8
Other	8.7	5.2	6.4
Unallocated	36.1	32.8	38.1
Total depreciation and amortization from continuing operations	\$82.7	\$83.4	\$90.3

The table below provides an analysis of total depreciation and amortization.

(In millions)	Year Ended December 31,		
	2011	2010	2009
Depreciation and amortization expense	\$75.2	\$75.7	\$81.1
Depreciation and amortization included in cost of products sold	7.5	7.7	9.2
Total depreciation and amortization from continuing operations	\$82.7	\$83.4	\$90.3

### Impairment of Long-Lived Assets

Impairment of long-lived assets was \$3.1 million and \$4.0 million in 2011 and 2010, respectively. In 2011, these amounts were related primarily to underperforming U.S. RadioShack company-operated stores. In 2010, this amount was related primarily to underperforming U.S. RadioShack company-operated stores and certain test store formats.

### Net Interest Expense

Consolidated net interest expense, which is interest expense net of interest income, was \$43.7 million in 2011, compared with \$39.3 million in 2010.

In 2011 and 2010, interest expense primarily consisted of interest paid at the stated coupon rate on our outstanding notes, the non-cash amortization of the discounts on our long-term debt, cash received on our interest rate swaps, and the non-cash change in fair value of our interest rate swaps. Interest expense increased \$4.9 million in 2011. This increase was driven by the increased average amount of long-term debt outstanding during 2011, the increased debt discount amortization related to our 2.50% convertible senior notes due August 1, 2013 (the "2013 Convertible Notes"), and increased commitment fees related to the five-year \$450 million asset-based revolving credit facility we entered into on January 4, 2011, with a group of lenders with Bank of America, N.A., as administrative and collateral agent (the "2016 Credit Facility"). Non-cash interest expense was \$17.0 million in 2011 compared with \$15.2 million in 2010.

### Income Tax Expense

Our effective tax rate for 2011 was 37.5%, compared with 38.7% for 2010. The 2011 effective tax rate was affected by the realization of job retention credits generated pursuant to the Hiring Incentives to Restore Employment Act. These credits lowered the effective tax rate by 1.1 percentage points.

The 2010 effective tax rate was affected by the net reversal of approximately \$1.2 million in previously unrecognized tax benefits, deferred tax assets and accrued interest due to the effective settlement of state income tax matters during the period. These discrete items lowered the effective tax rate by 0.4 percentage points.

### 2010 COMPARED WITH 2009

#### Wireless Service Provider Settlement Agreement

The business terms of our relationships with our wireless service providers are governed by our wireless reseller agreements. These contracts are complex and include provisions determining our upfront commission revenue, net of chargebacks for wireless service deactivations; our acquisition and return of wireless handsets; and, in some cases, future residual revenue, performance targets and marketing development funds. Disputes occasionally arise between the parties regarding the interpretation of these contract provisions.

Certain disputes arose with one of the Company's wireless service providers pertaining to upfront commission revenue for activations prior to July 1, 2010, and related chargebacks for wireless service deactivations. Negotiations regarding resolution of these disputes culminated in the signing of a settlement agreement in July 2010. In connection with the decision to settle these disputes, the Company considered the following: the timing of cash outflows and inflows in connection with the disputed upfront commission revenue and related chargebacks, and the estimated future residual revenue; the benefits of settling the disputes and agreeing to enter into good faith negotiations with the wireless service provider in the third quarter of 2010 to modify the commission and chargeback provisions of our wireless reseller agreement; and the risks associated with the ultimate realization of the estimated future residual revenue.

Key elements of the settlement agreement included the following:

- All disputes relating to upfront commission revenue for activations prior to July 1, 2010, and related chargebacks were settled.

- The wireless service provider agreed to pay \$141 million to the Company on or before July 30, 2010.
- The Company and the wireless service provider agreed to enter into good faith negotiations in the third quarter of 2010 to modify the commission and chargeback provisions of our wireless reseller agreement.
- Beginning July 1, 2010, the wireless service provider was no longer obligated to pay future residual revenue amounts to the Company for a period of time for customers activated on or before June 30, 2010. For the first six months of 2010, these residual revenue amounts averaged approximately \$9 million per quarter. Based on this average, we would receive no residual revenue payments from this wireless service provider for eight quarters beginning with the third quarter of 2010 under the terms of the settlement agreement.

The effects of the settlement agreement have been reflected in net sales and operating revenues in the consolidated financial statements for 2010.

#### Net Sales and Operating Revenues

Consolidated net sales increased 4.7% or \$192.2 million to \$4,265.8 million for the year ended December 31, 2010, compared with \$4,073.6 million in 2009. This increase was primarily due to a comparable store sales increase of 4.1% in 2010. The increase in comparable store sales was driven primarily by increased sales in our mobility platform, which was partially offset by decreased sales in our signature and consumer electronics platforms.

#### U.S. RadioShack Company-Operated Stores Segment

Sales in our U.S. RadioShack company-operated stores segment increased \$157.3 million or 4.3% in 2010.

Sales in our mobility platform increased 36.0% in 2010. This sales increase was driven by increased sales in our Sprint and AT&T postpaid wireless business and increased sales of prepaid wireless handsets and airtime. The inclusion of T-Mobile as a postpaid wireless carrier increased sales for the first nine months of 2010; however, T-Mobile sales decreased in the fourth quarter, when compared to the same period in 2009.

Sales in our signature platform decreased 12.7% in 2010. This sales decrease was primarily driven by decreased sales of digital-to-analog television converter boxes and television antennas as well as general and special purpose batteries, which were partially offset by increased sales of wireless accessories. Consolidated sales of converter boxes were \$33.7 million and \$170.1 million in 2010 and 2009, respectively. Converter box sales have decreased since the transition to digital television occurred in June 2009.

Sales in our consumer electronics platform decreased 13.4% in 2010. This decrease was driven primarily by decreased sales of digital televisions, GPS devices, digital cameras and camcorders, and digital music players, which were partially offset by increased sales of laptops.

#### Other Sales

Other sales increased \$34.9 million or 8.3% in 2010. This sales increase was driven primarily by new sales in our Target Mobile centers, increased sales at our Mexican subsidiary, and increased sales to our independent dealers, which were partially offset by the closure of our Sprint-branded kiosk business and decreased sales from www.radioshack.com, our global sourcing business, and our manufacturing operations. We closed our Sprint-branded kiosks in the third quarter of 2009. Our Mexican subsidiary accounted for less than 5% of our consolidated net sales and operating revenues in 2010.

#### Gross Profit

Consolidated gross profit and gross margin for 2010 were \$1,913.7 million and 44.9%, respectively, compared with \$1,873.1 million and 46.0%, respectively, in 2009, resulting in a 2.2% increase in gross profit dollars and a 110 basis point decrease in our gross margin.

The increase in gross profit dollars was primarily due to increased sales, but was partially offset by decreased gross margin. Gross margin declined primarily due to a higher sales mix of lower margin wireless handsets and incremental promotional and clearance markdowns associated with seasonal sell-through and product transitions in non-wireless platforms.

#### Selling, General and Administrative Expense

Our consolidated SG&A expense increased 3.4% or \$48.8 million in 2010. This represents a 40 basis point decrease as a percentage of net sales and operating revenues compared to 2009.

Compensation expense increased in dollars and as a percentage of net sales and operating revenues. This increase was driven by incentive compensation paid on increased wireless sales and the hiring of additional employees to support our Target Mobile centers.

Advertising expense was higher in 2010 primarily due to incremental advertising related to brand building in the second quarter of 2010.

#### Depreciation and Amortization

Total depreciation and amortization from continuing operations for 2010 declined \$6.9 million or 7.6%. Our depreciation expense has been trending lower over the past five years due to our lower level of capital expenditures during this time compared with a higher level of capital expenditures in 2005 and prior years.



#### Impairment of Long-Lived Assets

Impairment of long-lived assets was \$4.0 million and \$1.5 million in 2010 and 2009, respectively. In 2010, this amount was related primarily to underperforming U.S. RadioShack company-operated stores and certain test store formats. In 2009, these amounts were related primarily to underperforming U.S. RadioShack company-operated stores and kiosk locations.

#### Net Interest Expense

Consolidated net interest expense, which is interest expense net of interest income, was \$39.3 million in both 2010 and 2009.

In 2010, interest expense primarily consisted of interest paid at the stated coupon rate on our outstanding notes, the non-cash amortization of the discount on our convertible notes, cash received on our interest rate swaps, and the non-cash change in fair value of our interest rate swaps. Interest expense decreased \$2.2 million in 2010. This decrease was primarily driven by the reduced principal balance of our 7.375% notes due May 15, 2011, (the “2011 Notes”) resulting from the September 2009 repurchase of \$43.2 million of the principal amount of the 2011 Notes and increased payments received on our interest rate swap contracts during 2010. Non-cash interest expense was \$15.2 million in 2010 compared with \$13.7 million in 2009.

Interest income decreased \$2.2 million in 2010. This decrease was primarily due to lower average cash balances in the second half of 2010.

#### Income Tax Expense

Our effective tax rate for 2010 was 38.7%, compared with 37.5% for 2009. The 2010 effective tax rate was affected by the net reversal of approximately \$1.2 million in previously unrecognized tax benefits, deferred tax assets and accrued interest due to the effective settlement of state income tax matters during the period. These discrete items lowered the effective tax rate by 0.4 percentage points.

The 2009 effective tax rate was affected by the net reversal of approximately \$6.1 million in previously unrecognized tax benefits, deferred tax assets and accrued interest due to the effective settlement of state income tax matters during the period. These discrete items lowered the effective tax rate by 1.9 percentage points.

#### RECENTLY ISSUED ACCOUNTING PRONOUNCEMENTS

Refer to Note 2 – “Summary of Significant Accounting Policies” under the section titled “New Accounting Standards” in the Notes to Consolidated Financial Statements.

#### LIQUIDITY AND CAPITAL RESOURCES

##### Cash Flow Overview

Operating Activities: Cash provided by operating activities in 2011 was \$217.9 million, compared with \$155.0 million in 2010. Cash flows from operating activities are comprised of net income plus non-cash adjustments to net income and working capital components. Cash provided by net income plus non-cash adjustments to net income was \$219.2 million and \$343.9 million in 2011 and 2010, respectively. The decrease in net income plus non-cash adjustments was primarily driven by decreased net income. Cash used in working capital components was \$1.3 million and \$188.9 million in 2011 and 2010, respectively. The decrease in cash used in working capital components in 2011 was primarily driven by a larger accounts payable balance. Our accounts payable balance was larger at December 31, 2011, than it was at December 31, 2010, because of differences in the timing of invoice receipts and related payments in 2011 compared with 2010.

**Investing Activities:** Cash used in investing activities was \$80.1 million and \$80.0 million in 2011 and 2010, respectively. Capital expenditures of \$82.1 million in 2011 were consistent with the \$80.1 million we spent in 2010. Capital expenditures primarily related to information system projects, Target Mobile centers, and our U.S. RadioShack company-operated stores.

**Financing Activities:** Net cash used in financing activities was \$115.5 million in 2011 compared with \$413.8 million in 2010. Our net cash used in financing activities for 2011 was primarily driven by the repurchase of \$113.3 million of our common stock and the payment of a \$49.6 million annual dividend. Our net cash used in financing activities for 2010 was primarily driven by the repurchase of \$398.8 million of our common stock.

**Free Cash Flow:** Our free cash flow, defined as cash flows from operating activities less dividends paid and additions to property, plant and equipment, was \$86.2 million in 2011, \$48.4 million in 2010, and \$133.5 million in 2009. The increase in free cash flow for 2011 was attributable to increased cash flow from operating activities as described above.

We believe free cash flow is a relevant indicator of our ability to repay maturing debt, change dividend payments or fund other uses of capital that management believes will enhance shareholder value. The comparable financial measure to free cash flow under generally accepted accounting principles is cash flows from operating activities, which was \$217.9 million in 2011, \$155.0 million in 2010, and \$245.8 million in 2009. We do not intend for the presentation of free cash flow, a non-GAAP financial measure, to be considered in isolation or as a substitute for measures prepared in accordance with GAAP, nor do we intend to imply that free cash flow represents cash flow available for discretionary expenditures.

The following table is a reconciliation of cash flows from operating activities to free cash flow.

(In millions)	Year Ended December 31,		
	2011	2010	2009
Net cash provided by operating activities	\$217.9	\$155.0	\$245.8
Less:			
Additions to property, plant and equipment	82.1	80.1	81.0
Dividends paid	49.6	26.5	31.3
Free cash flow	\$86.2	\$48.4	\$133.5

#### SOURCES OF LIQUIDITY

As of December 31, 2011, we had \$591.7 million in cash and cash equivalents, compared with \$569.4 million in 2010. We believe that our cash flows from operations and available cash and cash equivalents will adequately fund our operations, our capital expenditures, and our maturing debt obligations. Additionally, we had a credit facility of \$450 million with availability of \$421.9 million as of December 31, 2011.

The table below lists our credit commitments from various financial institutions at December 31, 2011.

(In millions)	Total Amounts Committed	Commitment Expiration per Period			
		Less Than 1 Year	1-3 Years	3-5 Years	Over 5 Years
Credit Commitments					
Lines of credit	\$450.0	\$--	\$--	\$450.0	\$--
Standby letters of credit	--	--	--	--	--
Total commercial commitments	\$450.0	\$--	\$--	\$450.0	\$--

Available Financing: On January 4, 2011, we terminated our \$325 million credit facility and entered into the 2016 Credit Facility. The 2016 Credit Facility expires on January 4, 2016. The 2016 Credit Facility may be used for general corporate purposes and the issuance of letters of credit. This facility is collateralized by substantially all of the Company's inventory, accounts receivable, cash and cash equivalents, and certain other personal property, and is guaranteed by certain of our domestic subsidiaries.

Borrowings under the 2016 Credit Facility are subject to a borrowing base of certain collateralized assets and bear interest at a bank's prime rate plus 1.25% to 1.75% or LIBOR plus 2.25% to 2.75%. The applicable rates in these ranges are based on the aggregate average availability under the facility.

The 2016 Credit Facility also contains a \$150 million sub-limit for the issuance of standby and commercial letters of credit. The issuance of letters of credit reduces the amount available under the facility. Letter of credit fees are 2.25% to 2.75% for standby letters of credit and 1.125% to 1.375% for commercial letters of credit.

We pay commitment fees to the lenders at an annual rate of 0.50% of the unused amount of the facility. As of December 31, 2011, no borrowings had been made under the facility, and letters of credit totaling \$28.1 million had been issued.

The 2016 Credit Facility contains affirmative and negative covenants that, among other things, restrict certain payments, including dividends and share repurchases. Also, if we do not meet a consolidated fixed charge coverage ratio during a trailing twelve-month period, the availability under our credit facility will be reduced by the greater of 12.5% of the borrowing base or \$45 million. We currently anticipate that we will be in compliance with the consolidated fixed charge coverage ratio during 2012.

We are generally free to pay dividends and repurchase shares as long as the current and projected unused amount under the facility is greater than 17.5% of the maximum borrowing amount and the minimum consolidated fixed charge coverage ratio is maintained. We may pay dividends and repurchase shares without regard to the Company's consolidated fixed charge coverage ratio as long as the current and projected unused amount under the facility is greater than 75% of the maximum borrowing amount and cash on hand is used for the dividends or share repurchases.

## CASH REQUIREMENTS

Capital Expenditures: We anticipate that our capital expenditure requirements for 2012 will range from \$70 million to \$90 million. The nature of our capital expenditures is comprised of a base level of investment required to support our current operations and a discretionary amount related to our strategic initiatives. The base level of capital expenditures required to support our operations ranges from \$40 million to \$50 million. The remaining amount of anticipated capital expenditures relates to strategic initiatives as reflected in our annual plan. These capital expenditures are discretionary and, therefore, may not be spent if we decide not to pursue one or more of our strategic initiatives. U.S. RadioShack company-operated store remodels and relocations and information systems projects will account for the majority of our anticipated 2012 capital expenditures. Cash and cash equivalents and cash generated from operating activities will be used to fund future capital expenditure needs.

Seasonal Inventory Buildup: Typically, our annual cash requirements for pre-seasonal inventory buildup from August to November range between \$150 million and \$250 million. The funding required for this buildup comes primarily from cash on hand and cash generated from net sales and operating revenues. Additionally, our 2016 Credit Facility could be utilized to fund the inventory buildup.

## Contractual Obligations

The table below contains our known contractual commitments as of December 31, 2011.

(In millions)	Total	Payments Due by Period			
		Less Than 1 Year	1-3 Years	3-5 Years	More than 5 Years
Contractual Obligations					
Long-term debt obligations (1)	\$701.0	\$--	\$376.0	\$--	\$325.0
Interest obligations	175.9	31.4	49.4	43.9	51.2
Operating lease obligations (2)	577.5	195.2	241.8	108.2	32.3
Purchase obligations (3)	333.2	316.0	15.2	2.0	--
Other long-term liabilities reflected on the balance sheet (4)	87.6		24.0	4.8	25.2
Total	\$1,875.2	\$542.6	\$706.4	\$158.9	\$433.7

- (1) For more information regarding long-term debt, refer to Note 4 – “Indebtedness and Borrowing Facilities” of our Notes to Consolidated Financial Statements included elsewhere in this Annual Report on Form 10-K.
- (2) For more information regarding lease commitments, refer to Note 13 – “Commitments and Contingencies” of our Notes to Consolidated Financial Statements included elsewhere in this Annual Report on Form 10-K.
- (3) Purchase obligations primarily include our product commitments and marketing agreements.
- (4) Includes a \$33.6 million liability for unrecognized tax benefits and related accrued interest. We are not able to reasonably estimate the timing of the payments or the amount by which the liability will increase or decrease over time; therefore, the related balances have not been reflected in the “Payments Due by Period” section of the table.

2019 Notes: On May 3, 2011, we sold \$325 million aggregate principal amount of 6.75% senior unsecured notes due May 15, 2019 in a private offering to qualified institutional buyers exempt from registration pursuant to Rule 144A and Regulation S promulgated under the Securities Act of 1933, as amended (such notes, together with any notes issued in the exchange offer we subsequently registered with the SEC for such notes (the “Exchange Offer”), being referred to as the “2019 Notes”). In September 2011, substantially all of the privately placed notes were exchanged for notes in an equal principal amount that we issued pursuant to the Exchange Offer. Accordingly, the exchange resulted in the issuance of substantially all of the 2019 Notes in a transaction registered with the SEC, but it did not result in the incurrence of any additional debt.

The obligation to pay principal and interest on the 2019 Notes is jointly and severally guaranteed on a full and unconditional basis by all of the guarantors under the 2016 Credit Facility. On the issue date, the 2019 Notes were guaranteed by all of our wholly-owned domestic subsidiaries except Tandy Life Insurance Company. The 2019 Notes pay interest at a fixed rate of 6.75% per year. Interest is payable semiannually, in arrears, on May 15 and November 15. The 2019 Notes were sold to the initial purchasers at a discount of \$2.5 million for aggregate consideration of \$322.5 million and resulted in net proceeds to the Company of \$315.4 million after the payment of \$7.1 million in issuance costs. The effective annualized interest rate of the 2019 Notes after giving effect to the original issuance discount is 6.875%.

The 2019 Notes and the guarantees are the Company’s and the guarantors’ general unsecured senior obligations and, therefore, will be subordinated to all of the Company’s and the guarantors’ existing and future secured debt to the extent of the assets securing that debt. In addition, the 2019 Notes will be effectively subordinated to all of the liabilities of our subsidiaries that are not guaranteeing the 2019 Notes, to the extent of the assets of those subsidiaries.

The 2019 Notes contain covenants that could, in certain circumstances, limit our ability to issue additional debt, repurchase shares of our common stock, make certain other restricted payments, make investments, or enter into certain other transactions. At December 31, 2011, we were in compliance with these covenants.

2013 Convertible Notes: In August 2008, we sold the 2013 Convertible Notes in a private offering. Each \$1,000 of principal of the 2013 Convertible Notes was initially convertible, under certain circumstances, into 41.2414 shares of our common stock (or a total of approximately 15.5 million shares), which is the equivalent of \$24.25 per share, subject to adjustment upon the occurrence of specified events set forth under terms of the 2013 Convertible Notes. Upon conversion, we would pay the holder the cash value of the applicable number of shares of our common stock, up to the principal amount of the note. Amounts in excess of the principal amount, if any, (the “excess conversion value”) may be paid in cash or in stock, at our option. Holders may convert their 2013 Convertible Notes into common stock on the net settlement basis described above at any time from May 1, 2013, until the close of business on July 29, 2013, or if, and only if, one of the following conditions has been met:

- During any calendar quarter, and only during such calendar quarter, in which the closing price of our common stock for at least 20 trading days in the period of 30 consecutive trading days ending on the last trading day of the preceding calendar quarter exceeds 130% of the conversion price per share of common stock in effect on the last day of such preceding calendar quarter
- During the five consecutive business days immediately after any 10 consecutive trading day period in which the average trading price per \$1,000 principal amount of 2013 Convertible Notes was less than 98% of the product of the closing price of the common stock on such date and the conversion rate on such date
  - We make specified distributions to holders of our common stock or specified corporate transactions occur

The 2013 Convertible Notes were not convertible at the holders' option at any time during 2011 or 2010. In 2011, we paid an annual dividend of \$0.50 per share. This was a \$0.25 per share increase as compared to the annual dividend we paid at the time we issued the 2013 Convertible Notes. This dividend increase triggered an anti-dilutive provision relating to the convertible notes that changed the conversion rate of the notes ("Convertible Note Anti-Dilutive Provision"). As a result, at December 31, 2011, each \$1,000 of principal of the 2013 Convertible Notes was convertible, under the circumstances previously discussed, into 42.0746 shares of our common stock, which is the equivalent of \$23.77 per share. Accordingly, conversion of all of the 2013 Convertible Notes would result in the issuance of approximately 15.8 million shares of our common stock.

Holders who convert their 2013 Convertible Notes in connection with a change in control may be entitled to a make-whole premium in the form of an increase in the conversion rate. In addition, upon a change in control, liquidation, dissolution or delisting, the holders of the 2013 Convertible Notes may require us to repurchase for cash all or any portion of their 2013 Convertible Notes for 100% of the principal amount of the notes plus accrued and unpaid interest, if any. As of December 31, 2011, none of the conditions allowing holders of the 2013 Convertible Notes to convert or requiring us to repurchase the 2013 Convertible Notes had been met.

Concurrent with the issuance of the 2013 Convertible Notes, we entered into note hedge transactions with Citigroup and Bank of America whereby we have the option to purchase up to 15.8 million (originally 15.5 million) shares of our common stock at a price of \$23.77 per share (originally \$24.25 per share) (the “Convertible Note Hedges”), and we sold warrants to the same financial institutions whereby they have the option to purchase up to 15.8 million shares (originally 15.5 million shares) of our common stock at a per share price of \$35.88 (originally \$36.60) (the “Warrants”). The Convertible Note Hedges and Warrants were structured to reduce the potential future share dilution associated with the conversion of the 2013 Convertible Notes. The Convertible Note Hedges and Warrants are separate contracts with the two financial institutions, are not part of the terms of the 2013 Convertible Notes, and do not affect the rights of holders under the 2013 Convertible Notes. A holder of the 2013 Convertible Notes does not have any rights with respect to the Convertible Note Hedges or Warrants.

For a more detailed description of the 2013 Convertible Notes, Convertible Note Hedges, and Warrants, please see Note 4 – “Indebtedness and Borrowing Facilities” and Note 5 – “Stockholders’ Equity” in the Notes to Consolidated Financial Statements.

Operating Leases: We use operating leases, primarily for our retail locations and our corporate campus, to lower our capital requirements.

#### Capitalization

The following table sets forth information about our capitalization on the dates indicated.

(Dollars in millions)	December 31,					
	2011 Dollars	% of Total Capitalization		2010 Dollars	% of Total Capitalization	
Short-term debt	\$--	0.0	%	\$308.0	20.8	%
Long-term debt	670.6	47.1		331.8	22.4	
Total debt	670.6	47.1		639.8	43.2	
Stockholders’ equity	753.3	52.9		842.5	56.8	
Total capitalization	\$1,423.9	100.0	%	\$1,482.3	100.0	%

Our debt-to-total capitalization ratio increased in 2011 from 2010, primarily due to the repurchase of \$113.3 million of our common stock in 2011.

Dividends: We have paid common stock cash dividends for 25 consecutive years. On October 25, 2011, we announced that our Board of Directors declared an increase in the annual dividend on the Company’s common stock to \$0.50 per share in 2011, compared with \$0.25 per share paid in 2010, and changed the annual dividend payout to a quarterly payout. The annual cash dividend of \$0.50 per share for 2011 was paid on December 15, 2011, to stockholders of record at the close of business on November 25, 2011. The dividend payment of \$49.6 million was funded from cash on hand. The Company expects dividends will be paid on a quarterly basis beginning in the first quarter of 2012 and will be funded from cash on hand and operating cash flows.

Share Repurchases: In October 2011, our Board of Directors approved an authorization for a total share repurchase of \$200 million of the Company’s common stock to be executed through open market or private transactions. During the fourth quarter of 2011, we repurchased 0.9 million shares or \$11.9 million of our common stock under this program. We announced on January 30, 2012, that we have suspended further share repurchases under this program.



During the second quarter of 2011, we paid \$101.4 million to purchase 6.3 million shares of our common stock in open market purchases under our 2008 share repurchase program. These purchases completed our \$610 million 2008 share repurchase authorization.

The declaration of dividends, the dividend rate, and the amount and timing of share repurchases are at the sole discretion of our Board of Directors, and plans for future dividends and share repurchases may be revised by the Board of Directors at any time. RadioShack's dividend and share repurchase programs could be affected by, among other things, changes in RadioShack's results of operations, capital expenditures, cash flows, and applicable tax laws.

#### OFF-BALANCE SHEET ARRANGEMENTS

Other than the operating leases described above, we do not have any off-balance sheet financing arrangements, transactions, or special purpose entities.

#### INFLATION

Inflation has not significantly affected us over the past three years. We do not expect inflation to have a significant effect on our operations in the foreseeable future.

#### CRITICAL ACCOUNTING POLICIES AND ESTIMATES

Our consolidated financial statements are prepared in accordance with generally accepted accounting principles ("GAAP") in the United States. The application of GAAP requires us to make estimates and assumptions that affect the reported values of assets and liabilities at the date of the financial statements, the reported amount of revenues and expenses during the reporting period, and the related disclosures of contingent assets and liabilities. The use of estimates is pervasive throughout our financial statements and is affected by management's judgment and uncertainties. Our estimates, assumptions and judgments are based on historical experience, current market trends and other factors that we believe to be relevant and reasonable at the time the consolidated financial statements are prepared. We continually evaluate the information used to make these estimates as our business and the economic environment change. Actual results may differ materially from these estimates under different assumptions or conditions.

In the Notes to Consolidated Financial Statements, we describe the significant accounting policies used in the preparation of our consolidated financial statements. The accounting policies and estimates we consider most critical are revenue recognition; inventory valuation; estimation of reserves and valuation allowances specifically related to insurance, tax and legal contingencies; valuation of long-lived assets and intangibles, including goodwill; and stock-based compensation.

We consider an accounting policy or estimate to be critical if it requires difficult, subjective or complex judgments, and is material to the portrayal of our financial condition, changes in financial condition or results of operations. The selection, application and disclosure of our critical accounting policies and estimates have been reviewed by the Audit and Compliance Committee of our Board of Directors.

## Revenue Recognition

### Description

Our revenue is derived principally from the sale of name brand and private brand products and services to consumers. Revenue is recognized, net of an estimate for customer refunds and product returns, when persuasive evidence of an arrangement exists, delivery has occurred or services have been rendered, the sales price is fixed or determinable, and collectability is reasonably assured.

Certain products, such as wireless telephone handsets, require the customer to use the services of a third-party service provider. The third-party service provider pays us an upfront commission for obtaining a new customer or upgrading an existing customer and, in some cases, a monthly recurring residual amount based upon the ongoing arrangement between the service provider and the customer. Our sale of an activated wireless telephone handset is the single event required to meet the delivery criterion for both the upfront commission and the recurring residual revenue. Upfront commission revenue, net of estimated wireless service deactivations, is generally recognized at the time an activated wireless telephone handset is sold to the customer at the point-of-sale. Recurring residual revenue is recognized as earned under the terms of each contract with the service provider, which is typically as the service provider bills its customer, generally on a monthly basis.

### Judgments and uncertainties involved in the estimate

Our revenue recognition accounting methodology requires us to make certain judgments regarding the estimate of future sales returns and wireless service deactivations. Our estimates for product refunds and returns, wireless service deactivations and commission revenue adjustments are based on historical information pertaining to these items. Based on our extensive history in selling activated wireless telephone handsets, we have been able to establish reliable estimates for wireless service deactivations. However, our estimates for wireless service deactivations can be affected by certain characteristics of and decisions made by our service providers. These factors include changes in the quality of their customer service, the quality and performance of their networks, their rate plan offerings, their policies regarding extensions of customer credit, and their wireless telephone handset product offerings. These factors add uncertainty to our estimates.

### Effect if actual results differ from assumptions

We have not made any material changes in the methodology used to estimate sales returns or wireless service deactivations during the past three fiscal years. We continue to update our estimate for wireless service deactivations to reflect the most recently available information regarding the characteristics of and decisions made by our service providers discussed above. If actual results differ from our estimates due to these or various other factors, the amount

of revenue recorded could be materially affected. A 10% difference in our reserves for the estimates noted above would have affected net sales and operating revenues by approximately \$2.3 million in 2011.

## Inventory Valuation

### Description

Our inventory consists primarily of finished goods available for sale at our retail locations or within our distribution centers and is recorded at the lower of average cost (which approximates FIFO) or market. The cost components recorded within inventory are the vendor invoice cost and certain allocated freight, distribution, warehousing and other costs relating to merchandise acquisition required to bring the merchandise from the vendor to the location where it is offered for sale.

### Judgments and uncertainties involved in the estimate

Typically, the market value of our inventory is higher than its aggregate cost. Determination of the market value may be very complex and, therefore, requires a high degree of judgment. In order for management to make the appropriate determination of market value, the following items are commonly considered: inventory turnover statistics, current selling prices, seasonality factors, consumer trends, competitive pricing, performance of similar products or accessories, planned promotional incentives, technological obsolescence, and estimated costs to sell or dispose of merchandise such as sales commissions.

If the estimated market value, calculated as the amount we expect to realize, net of estimated selling costs, from the ultimate sale or disposal of the inventory, is determined to be less than the recorded cost, we record a provision to reduce the carrying amount of the inventory item to its net realizable value.

#### Effect if actual results differ from assumptions

We have not made any material changes in the methodology used to establish our inventory valuation or the related reserves during the past three fiscal years, and we do not believe there is a reasonable likelihood that there will be a material change in the future estimates or assumptions we use to estimate our inventory valuation reserves. Differences between management estimates and actual performance and pricing of our merchandise could result in inventory valuations that differ from the amount recorded at the financial statement date and could also cause fluctuations in the amount of recorded cost of products sold. If our estimates regarding market value are inaccurate or changes in consumer demand affect certain products in an unforeseen manner, we may be exposed to material losses or gains in excess of our established valuation reserve. We believe that we have sufficient current and historical knowledge to record reasonable estimates for our inventory valuation reserves. However, it is possible that actual results could differ from recorded reserves.

#### Estimation of Reserves and Valuation Allowances for Self-Insurance, Income Taxes, and Litigation Contingencies

##### Description

The amount of liability we record for claims related to insurance, tax and legal contingencies requires us to make judgments about the amount of expenses that will ultimately be incurred. We are insured for certain losses related to workers' compensation, property and other liability claims, with deductibles up to \$1.0 million per occurrence. This insurance coverage limits our exposure for any catastrophic claims that result in liability in excess of the deductible. We also have a self-insured health program administered by a third-party covering the majority of our employees that participate in our health insurance programs. We estimate the amount of our reserves for all insurance programs discussed above at the end of each reporting period. This estimate is based on historical claims experience, demographic factors, severity factors, and other factors we deem relevant.

We are subject to periodic audits from multiple domestic and foreign tax authorities related to income tax, sales and use tax, personal property tax, and other forms of taxation. These audits examine our tax positions, timing of income and deductions, and allocation procedures across multiple jurisdictions. Our accounting for tax estimates and contingencies requires us to evaluate tax issues and establish reserves in our consolidated financial statements based on our estimate of current probable tax exposures. Depending on the nature of the tax issue, we could be subject to audit over several years; therefore, our estimated reserve balances might exist for multiple years before an issue is resolved by the taxing authority.

We are involved in legal proceedings and governmental inquiries associated with employment and other matters. Our accounting for legal contingencies requires us to estimate the probable losses in these matters. This estimate has been developed in consultation with in-house and outside legal counsel and is based upon a combination of litigation and settlement strategies.

##### Judgments and uncertainties involved in the estimate

Our liabilities for insurance, tax and legal contingencies contain uncertainties because we are required to make assumptions and to apply judgment to estimate the exposures associated with these items. We use our history and experience, as well as other specific circumstances surrounding these claims, in evaluating the amount of liability we

should record. As additional information becomes available, we assess the potential liability related to our various claims and revise our estimates as appropriate. These revisions could materially affect our results of operations and financial position or liquidity.

Effect if actual results differ from assumptions

We have not made any material changes in the methodology used to estimate our insurance, tax, or legal contingencies reserves during the past three fiscal years, and we do not believe there is a reasonable likelihood that there will be a material change in the future estimates or assumptions for these items. However, a 10% change in our insurance reserves at December 31, 2011, would have affected net income by approximately \$4.0 million. As of December 31, 2011, actual losses had not exceeded our estimates. Additionally, for claims that exceed our deductible amount, we record a gross liability and corresponding receivable representing expected recoveries, since we are not legally relieved of our obligation to the claimant.

Although we believe that our insurance, tax and legal reserves are based on reasonable judgments and estimates, actual results could differ, which may expose us to material gains or losses in future periods. These actual results could materially affect our effective tax rate, earnings, deferred tax balances and cash flows in the period of resolution.

#### Valuation of Long-Lived Assets and Intangibles, including Goodwill

##### Description

Long-lived assets, such as property and equipment, are reviewed for impairment when events or changes in circumstances indicate that the carrying amount may not be recoverable, such as insufficient cash flows or plans to dispose of or sell long-lived assets before the end of their previously estimated useful lives. The carrying amount is considered not recoverable if it exceeds the sum of the undiscounted cash flows expected to result from the use and eventual disposition of the asset. If the carrying amount is not recoverable, we recognize an impairment loss equal to the amount by which the carrying amount exceeds fair value. We estimate fair value based on projected future discounted cash flows. Impairment losses, if any, are recorded in the period in which the impairment occurs. The carrying value of the asset is adjusted to the new carrying value, and any subsequent increases in fair value are not recorded. Additionally, if it is determined that the estimated remaining useful life of the asset should be decreased, the periodic depreciation expense is adjusted based on the new existing carrying value of the asset and the new remaining useful life. Our policy is to evaluate long-lived assets for impairment at a store level for retail operations.

We have acquired goodwill and other separately identifiable intangible assets related to business acquisitions. The original valuation of these intangible assets is based on estimates of future profitability, cash flows and other judgmental factors. Goodwill represents the excess of the purchase price over the fair value of net assets acquired. We review our goodwill and other intangible asset balances on an annual basis, during the fourth quarter, and whenever events or changes in circumstances indicate the carrying value of a reporting unit or an intangible asset might exceed their fair value. If the carrying amount of an intangible asset or a reporting unit exceeds its fair value, we recognize an impairment loss for this difference.

##### Judgments and uncertainties involved in the estimate

Our impairment loss calculations for long-lived assets contain uncertainties because they require us to apply judgment and estimates concerning future cash flows, strategic plans, useful lives and assumptions about market performance. We also apply judgment in the selection of a discount rate that reflects the risk inherent in our current business model.

Our impairment loss calculations for intangible assets and goodwill contain uncertainties because they require us to estimate fair values related to these assets. We estimate fair values based on various valuation techniques such as discounted cash flows and other comparable market analyses. These types of analyses contain uncertainties because they require us to make judgments and assumptions regarding future profitability, industry factors, planned strategic initiatives, discount rates and other factors.

##### Effect if actual results differ from assumptions

We have not made any material changes in the accounting methodologies we use to assess impairment loss for long-lived assets, intangible assets, or goodwill during the past three fiscal years, and we do not believe there is a reasonable likelihood that there will be a material change in the estimates or assumptions we use in calculating these impairment losses. However, if actual results or performance of certain business units are not consistent with our estimates and assumptions, we may be exposed to additional impairment charges, which could be material to our

results of operations.

The total value of our goodwill and intangible assets at December 31, 2011, was \$37.0 million. Of this amount, \$33.5 million related to goodwill from the purchase of RadioShack de Mexico. Based on our most recent review of goodwill impairment, we noted that the fair values of our reporting units were substantially greater than their carrying values.

### Stock-Based Compensation

#### Description

We have historically granted certain stock-based awards to employees and directors in the form of non-qualified stock options, incentive stock options, restricted stock and deferred stock units. See Note 2 - "Summary of Significant Accounting Policies" and Note 7 - "Stock-Based Incentive Plans" in the Notes to Consolidated Financial Statements included elsewhere in this Annual Report on Form 10-K for a more complete discussion of our stock-based compensation programs.

At the date an award is granted, we determine the fair value of the award and recognize the compensation expense over the requisite service period, which typically is the period over which the award vests. The restricted stock and deferred stock units are valued at the fair market value of our stock on the date of grant. The fair value of stock options with only service conditions is estimated using the Black-Scholes-Merton option-pricing model. The fair value of stock options with service and market conditions is valued utilizing a lattice model with Monte Carlo simulations.

#### Judgments and uncertainties involved in the estimate

The Black-Scholes-Merton and lattice models require management to apply judgment and use subjective assumptions, including expected option life, volatility of stock prices, and employee forfeiture rate. We use historical data and judgment to estimate the expected option life and employee forfeiture rate, and use historical and implied volatility when estimating the stock price volatility. Changes in these assumptions can materially affect the fair value estimate.

#### Effect if actual results differ from assumptions

We have not made any material changes in the accounting methodologies used to record stock-based compensation during the past three years. While the assumptions that we develop are based on our best expectations, they involve inherent uncertainties based on market conditions and employee behavior that are outside of our control. If actual results are not consistent with the assumptions used, the stock-based compensation expense reported in our financial statements may not be representative of the actual economic cost of the stock-based compensation. Additionally, if actual employee forfeitures significantly differ from our estimated forfeitures, we may have an adjustment to our financial statements in future periods. A 10% change in our stock-based compensation expense in 2011 would have affected our net income by approximately \$0.5 million.

#### FACTORS THAT MAY AFFECT FUTURE RESULTS

Matters discussed in our MD&A and in other parts of this Annual Report on Form 10-K include forward-looking statements within the meaning of the federal securities laws, including Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Exchange Act. These forward-looking statements are statements that are not historical and may be identified by the use of words such as “expect,” “believe,” “anticipate,” “estimate,” “intend,” “potential” similar words. These matters include statements concerning management’s plans and objectives relating to our operations or economic performance and related assumptions. We specifically disclaim any duty to update any of the information set forth in this report, including any forward-looking statements. Forward-looking statements are made based on management’s current expectations and beliefs concerning future events and, therefore, involve a number of assumptions, risks and uncertainties, including the risk factors described in Item 1A, “Risk Factors,” of this Annual Report on Form 10-K. Management cautions that forward-looking statements are not guarantees, and our actual results could differ materially from those expressed or implied in the forward-looking statements.

#### ITEM 7A. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK.

At December 31, 2011, we held no derivative instruments that materially increased our exposure to market risks for interest rates, foreign currency rates, commodity prices or other market price risks.

Our exposure to interest rate risk results from changes in short-term interest rates. Interest rate risk exists with respect to our cash equivalents of \$426.2 million at December 31, 2011. These instruments currently yield less than 100 basis points on an annualized basis. A hypothetical decrease of interest rates to zero would result in a decrease in annual interest income of less than \$4.3 million. This hypothesis assumes no change in the cash equivalent balance.

We have market risk arising from changes in foreign currency exchange rates related to our purchase of inventory from manufacturers located in China and other areas outside of the U.S. Our purchases are denominated in U.S. dollars; however, the strengthening of the Chinese currency, or other currencies, against the U.S. dollar could cause our vendors to increase the prices of items we purchase from them. It is not possible to estimate the effect of foreign currency exchange rate changes on our purchases of this inventory. We are also exposed to foreign currency fluctuations related to our Mexican subsidiary, which accounted for less than 5% of consolidated net sales and operating revenues.



ITEM 8. FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA.

The Index to our Consolidated Financial Statements is found on page 38. Our Consolidated Financial Statements and Notes to Consolidated Financial Statements follow the index.

ITEM 9. CHANGES IN AND DISAGREEMENTS WITH ACCOUNTANTS ON ACCOUNTING AND FINANCIAL DISCLOSURE.

None.

ITEM 9A. CONTROLS AND PROCEDURES.

Evaluation of Disclosure Controls and Procedures

We have established a system of disclosure controls and procedures designed to ensure that information relating to the Company that is required to be disclosed by us in the reports that we file or submit under the Exchange Act is recorded, processed, summarized and reported within the time periods specified by the SEC's rules and forms, and that such information is accumulated and communicated to management, including our principal executive officer (President and Chief Executive Officer) and our principal financial officer (Executive Vice President – Chief Financial Officer and Chief Administrative Officer), in a timely fashion. An evaluation of the effectiveness of the design and operation of our disclosure controls and procedures (as defined in Rule 13a-15(e) under the Exchange Act) was performed as of the end of the period covered by this report. This evaluation was performed under the supervision and with the participation of management, including our principal executive officer and principal financial officer. Based upon that evaluation, our principal executive officer and principal financial officer have concluded that these disclosure controls and procedures were effective.

#### Management's Report on Internal Control Over Financial Reporting

Our management is responsible for establishing and maintaining adequate internal control over financial reporting, as such term is defined in Exchange Act Rule 13a-15(f). Under the supervision and with the participation of our management, including our principal executive officer and principal financial officer, we conducted an evaluation of the effectiveness of our internal control over financial reporting based on the framework in "Internal Control – Integrated Framework" issued by the Committee of Sponsoring Organizations of the Treadway Commission. Based on our evaluation under the framework in "Internal Control – Integrated Framework," our management concluded that our internal control over financial reporting was effective as of December 31, 2011. The effectiveness of our internal control over financial reporting as of December 31, 2011, has been audited by PricewaterhouseCoopers LLP, an independent registered public accounting firm, as stated in their report which is included herein.

#### Changes in Internal Controls

There were no changes in our internal control over financial reporting that occurred during our last fiscal quarter that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

#### ITEM 9B. OTHER INFORMATION.

None.

#### PART III

#### ITEM 10. DIRECTORS, EXECUTIVE OFFICERS AND CORPORATE GOVERNANCE.

We will file a definitive proxy statement with the SEC on or about April 17, 2012. The information called for by this Item with respect to directors and the Audit and Compliance Committee of the Board of Directors is incorporated by reference from the Proxy Statement for the 2012 Annual Meeting under the headings "Item 1 - Election of Directors" and "Meetings and Committees of the Board." For information relating to our Executive Officers, see Part I of this Annual Report on Form 10-K. The Section 16(a) reporting information is incorporated by reference from the Proxy Statement for the 2012 Annual Meeting under the heading "Section 16(a) Beneficial Ownership Reporting Compliance." Information regarding our Financial Code of Ethics is incorporated by reference from the Proxy Statement for the 2012 Annual Meeting under the heading "Corporate Governance – Code of Conduct and Financial Code of Ethics."

#### ITEM 11. EXECUTIVE COMPENSATION.

The information called for by this Item with respect to executive compensation is incorporated by reference from the Proxy Statement for the 2012 Annual Meeting under the headings "Compensation Discussion and Analysis," "Executive Compensation," "Non-Employee Director Compensation" and "Compensation Committee Report."

#### ITEM 12. SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT AND RELATED STOCKHOLDER MATTERS.

The information called for by this Item with respect to security ownership of certain beneficial owners and management is incorporated by reference from the Proxy Statement for the 2012 Annual Meeting under the heading "Ownership of Securities."



## SECURITIES AUTHORIZED FOR ISSUANCE UNDER EQUITY COMPENSATION PLANS

The following table provides a summary of information as of December 31, 2011, relating to our equity compensation plans in which our common stock is authorized for issuance.

## Equity Compensation Plan Information

(Share amounts in thousands)	(a)	(b)	(c)
	Number of shares to be issued upon exercise of outstanding options, warrants and rights	Weighted-average exercise price of outstanding options, warrants and rights	Number of shares remaining available for future issuance under equity compensation plans(excluding shares reflected in column (a))
Equity compensation plans approved by shareholders (1)	4,630	(2) \$ 14.87	9,232 (3)
Equity compensation plans not approved by shareholders (4)	3,402	\$ 15.03	--
<b>Total</b>	<b>8,032</b>	<b>\$ 14.94</b>	<b>9,232</b>

- (1) Includes the 1997 Incentive Stock Plan (“ISP”), the 2001 ISP, the 2004 Deferred Stock Unit Plan for Non-Employee Directors, the 2007 Restricted Stock Plan (“RSP”), and the 2009 ISP. Refer to Note 7 - “Stock-Based Incentive Plans” of our Notes to Consolidated Financial Statements included elsewhere in this Annual Report on Form 10-K for further information. The 1997 ISP expired on February 27, 2007, and no further grants may be made under this plan. The 2001 ISP and the 2007 RSP terminated upon shareholder approval of the 2009 ISP on May 21, 2009. No further grants may be made under the 2001 ISP or the 2007 RSP.
- (2) This amount includes approximately 407,000 shares of restricted stock and approximately 277,000 deferred stock units.
- (3) This amount includes approximately 639,000 deferred stock units.
- (4) Includes the 1999 ISP and options granted as an inducement grant in connection with our former Chief Executive Officer’s employment with RadioShack in the third quarter of 2006. Refer to Note 7 - “Stock-Based Incentive Plans” in the Notes to Consolidated Financial Statements included elsewhere in this Annual Report on Form 10-K for more information concerning the 1999 ISP and the third quarter 2006 inducement grant. The 1999 ISP expired on February 23, 2009, and no further grants may be made under this plan.

## ITEM 13. CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS, AND DIRECTOR INDEPENDENCE.

The information called for by this Item with respect to certain relationships and transactions with management and others is incorporated by reference from the Proxy Statement for the 2012 Annual Meeting under the heading Corporate Governance - Director Independence and - Review and Approval of Transactions with Related Persons.

## ITEM 14. PRINCIPAL ACCOUNTANT FEES AND SERVICES.

The information called for by this Item with respect to principal accounting fees and services is incorporated by reference from the Proxy Statement for the 2012 Annual Meeting under the headings Item 2 – Ratification of the

Appointment of PricewaterhouseCoopers LLP as Independent Registered Public Accounting Firm - Fees and Services of the Independent Registered Public Accounting Firm and - Policy for Pre-Approval of Audit and Permissible Non-Audit Services of Independent Registered Public Accounting Firm.

PART IV

ITEM 15. EXHIBITS, FINANCIAL STATEMENT SCHEDULES.

Documents filed as part of this Annual Report on

Form 10-K.

1) The financial statements listed in the "Index to Consolidated Financial Statements" on page 38.

2) None

3) A list of the exhibits required by Item 601 of Regulation S-K to be filed as part of this report is set forth in the Index to Exhibits beginning on page 77, which immediately precedes such exhibits.

Certain instruments defining the rights of holders of our long-term debt are not filed as exhibits to this report because the total amount of securities authorized thereunder does not exceed ten percent of our total assets on a consolidated basis. We will furnish the SEC copies of such instruments upon request.



RADIOSHACK CORPORATION

INDEX TO CONSOLIDATED FINANCIAL STATEMENTS

	Page
Report of Independent Registered Public Accounting Firm	39
Consolidated Statements of Income for each of the three years in the period ended December 31, 2011	40
Consolidated Balance Sheets at December 31, 2011 and 2010	41
Consolidated Statements of Cash Flows for each of the three years in the period ended December 31, 2011	42
Consolidated Statements of Stockholders' Equity and Comprehensive Income for each of the three years in the period ended December 31, 2011	43
Notes to Consolidated Financial Statements	44 – 76

All financial statement schedules have been omitted because they are not applicable, not required, or the information is included in the consolidated financial statements or notes thereto.

Report of Independent Registered Public Accounting Firm

To the Board of Directors and Stockholders of RadioShack Corporation:

In our opinion, the consolidated financial statements listed in the accompanying index present fairly, in all material respects, the financial position of RadioShack Corporation and its subsidiaries at December 31, 2011 and 2010, and the results of their operations and their cash flows for each of the three years in the period ended December 31, 2011 in conformity with accounting principles generally accepted in the United States of America. Also in our opinion, the Company maintained, in all material respects, effective internal control over financial reporting as of December 31, 2011, based on criteria established in Internal Control - Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO). The Company's management is responsible for these financial statements, for maintaining effective internal control over financial reporting and for its assessment of the effectiveness of internal control over financial reporting, included in Management's Report on Internal Control over Financial Reporting appearing under Item 9A. Our responsibility is to express opinions on these financial statements and on the Company's internal control over financial reporting based on our integrated audits. We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audits to obtain reasonable assurance about whether the financial statements are free of material misstatement and whether effective internal control over financial reporting was maintained in all material respects. Our audits of the financial statements included examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by management, and evaluating the overall financial statement presentation. Our audit of internal control over financial reporting included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. Our audits also included performing such other procedures as we considered necessary in the circumstances. We believe that our audits provide a reasonable basis for our opinions.

A company's internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal control over financial reporting includes those policies and procedures that (i) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (ii) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (iii) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

/s/ PricewaterhouseCoopers LLP

Fort Worth, Texas



February 21, 2012

39

---

## RADIOSHACK CORPORATION AND SUBSIDIARIES

## Consolidated Statements of Income

(In millions, except per share amounts)	2011		Year Ended December 31,				2009	
	Dollars	% of Revenues	Dollars	% of Revenues	Dollars	% of Revenues	Dollars	% of Revenues
Net sales and operating revenues	\$4,378.0	100.0	\$4,265.8	100.0	\$4,073.6	100.0		
Cost of products sold (includes depreciation amounts of \$7.5 million, \$7.7 million and \$9.2 million, respectively)	2,567.2	58.6	2,352.1	55.1	2,200.5	54.0		
Gross profit	1,810.8	41.4	1,913.7	44.9	1,873.1	46.0		
<b>Operating expenses:</b>								
Selling, general and administrative	1,577.4	36.0	1,483.8	34.8	1,435.0	35.2		
Depreciation and amortization	75.2	1.8	75.7	1.8	81.1	2.0		
Impairment of long-lived assets	3.1	0.1	4.0	0.1	1.5	0.1		
Total operating expenses	1,655.7	37.9	1,563.5	36.7	1,517.6	37.3		
Operating income	155.1	3.5	350.2	8.2	355.5	8.7		
Interest income	3.1	0.1	2.6	--	4.8	0.1		
Interest expense	(46.8 )	(1.1 )	(41.9 )	(1.0 )	(44.1 )	(1.1 )		
Other loss	(4.1 )	(0.1 )	--	--	(1.6 )	--		
<b>Income from continuing operations</b>								
before income taxes	107.3	2.4	310.9	7.2	314.6	7.7		
Income tax expense	40.2	0.9	120.2	2.8	118.1	2.9		
Income from continuing operations	67.1	1.5	190.7	4.4	196.5	4.8		
Discontinued operations, net of income taxes	5.1		15.4		8.5			
Net income	\$72.2		\$206.1		\$205.0			
<b>Basic net income per share:</b>								
Income per share from continuing operations	\$0.65		\$1.58		\$1.56			
	0.05		0.13		0.07			

Income per share from discontinued operations			
Net income per share (basic)	\$0.70	\$1.71	\$1.63
Diluted net income per share:			
Income per share from continuing operations			
	\$0.65	\$1.55	\$1.56
Income per share from discontinued operations			
	0.05	0.13	0.07
Net income per share (diluted)	\$0.70	\$1.68	\$1.63
Shares used in computing net income per share:			
Basic	102.5	120.5	125.4
Diluted	103.3	122.7	126.1

The accompanying notes are an integral part of these consolidated financial statements.

## RADIOSHACK CORPORATION AND SUBSIDIARIES

## Consolidated Balance Sheets

(In millions, except for share amounts)	December 31,	
	2011	2010
<b>Assets</b>		
<b>Current assets:</b>		
Cash and cash equivalents	\$591.7	\$569.4
Accounts and notes receivable, net	360.6	377.5
Inventories	744.4	723.7
Other current assets	116.1	108.1
<b>Total current assets</b>	<b>1,812.8</b>	<b>1,778.7</b>
Property, plant and equipment, net	270.2	274.3
Goodwill	37.0	41.2
Other assets, net	55.1	81.2
<b>Total assets</b>	<b>\$2,175.1</b>	<b>\$2,175.4</b>
<b>Liabilities and Stockholders' Equity</b>		
<b>Current liabilities:</b>		
Current maturities of long-term debt	\$--	\$308.0
Accounts payable	348.2	272.4
Accrued expenses and other current liabilities	315.4	327.7
<b>Total current liabilities</b>	<b>663.6</b>	<b>908.1</b>
Long-term debt, excluding current maturities	670.6	331.8
Other non-current liabilities	87.6	93.0
<b>Total liabilities</b>	<b>1,421.8</b>	<b>1,332.9</b>
<b>Commitments and contingencies</b>		
<b>Stockholders' equity:</b>		
Preferred stock, no par value, 1,000,000 shares authorized:		
Series A junior participating, 300,000 shares designated and none issued	--	--
Common stock, \$1 par value, 650,000,000 shares authorized; 146,033,000 shares issued	146.0	146.0
Additional paid-in capital	137.1	147.3
Retained earnings	1,525.1	1,502.5
Treasury stock, at cost; 46,715,000 and 40,260,000 shares, respectively	(1,043.0 )	(949.0 )
Accumulated other comprehensive loss	(11.9 )	(4.3 )
<b>Total stockholders' equity</b>	<b>753.3</b>	<b>842.5</b>
<b>Total liabilities and stockholders' equity</b>	<b>\$2,175.1</b>	<b>\$2,175.4</b>

The accompanying notes are an integral part of these consolidated financial statements.



## RADIOSHACK CORPORATION AND SUBSIDIARIES

## Consolidated Statements of Cash Flows

(In millions)	Year Ended December 31,		
	2011	2010	2009
Cash flows from operating activities:			
Net income	\$72.2	\$206.1	\$205.0
Adjustments to reconcile net income to net cash provided by operating activities:			
Depreciation and amortization	83.1	84.2	92.9
Amortization of discounts on long-term debt	16.3	15.0	13.8
Impairment of long-lived assets	3.1	4.0	1.5
Stock-based compensation	5.4	9.9	12.1
Deferred income taxes	35.2	12.0	7.6
Other non-cash items	3.9	12.7	0.8
Changes in operating assets and liabilities:			
Accounts and notes receivable	15.6	(39.9 )	(79.6 )
Inventories	(24.1 )	(60.4 )	(34.7 )
Other current assets	(11.4 )	(3.6 )	(2.8 )
Accounts payable, accrued expenses, income taxes payable and other	18.6	(85.0 )	29.2
Net cash provided by operating activities	217.9	155.0	245.8
Cash flows from investing activities:			
Additions to property, plant and equipment	(82.1 )	(80.1 )	(81.0 )
Other investing activities	2.0	0.1	0.2
Net cash used in investing activities	(80.1 )	(80.0 )	(80.8 )
Cash flows from financing activities:			
Issuance of long-term notes	322.5	--	--
Long-term notes issuance costs	(7.1 )	--	--
Repayments of borrowings	(306.8 )	--	(43.2 )
Purchases of treasury stock	(113.3 )	(398.8 )	--
Payments of dividends	(49.6 )	(26.5 )	(31.3 )
Changes in cash overdrafts	32.8	7.5	2.2
Proceeds from exercise of stock options	6.0	4.0	0.7
Net cash used in financing activities	(115.5 )	(413.8 )	(71.6 )
Net increase (decrease) in cash and cash equivalents	22.3	(338.8 )	93.4
Cash and cash equivalents, beginning of period	569.4	908.2	814.8
Cash and cash equivalents, end of period	\$591.7	\$569.4	\$908.2
Supplemental cash flow information:			
Interest paid	\$29.2	\$26.6	\$30.3
Income taxes paid	47.1	136.7	122.4

The accompanying notes are an integral part of these consolidated financial statements.



## RADIOSHACK CORPORATION AND SUBSIDIARIES

## Consolidated Statements of Stockholders' Equity and Comprehensive Income

(In millions)	Shares at December 31,			Dollars at December 31,		
	2011	2010	2009	2011	2010	2009
<b>Common stock</b>						
Beginning of year	146.0	191.0	191.0	\$ 146.0	\$ 191.0	\$ 191.0
Retirement of treasury stock	--	(45.0 )	--	--	(45.0 )	--
End of year	146.0	146.0	191.0	\$ 146.0	\$ 146.0	\$ 191.0
<b>Treasury stock</b>						
Beginning of year	(40.3 )	(65.8 )	(65.9 )	\$ (949.0 )	\$ (1,621.9 )	\$ (1,625.9 )
Purchase of treasury stock	(7.3 )	(19.8 )	--	(113.3 )	(398.8 )	--
Issuance of common stock	0.3	0.1	0.1	5.1	2.7	3.1
Retirement of treasury stock	--	45.0	--	--	1,063.9	--
Exercise of stock options	0.6	0.2	--	14.2	5.1	0.9
End of year	(46.7 )	(40.3 )	(65.8 )	\$ (1,043.0 )	\$ (949.0 )	\$ (1,621.9 )
<b>Additional paid-in capital</b>						
Beginning of year				\$ 147.3	\$ 161.8	\$ 152.5
Issuance of common stock				(6.0 )	(4.4 )	(1.7 )
Exercise of stock options				(9.2 )	(1.9 )	(0.2 )
Stock-based compensation				5.0	9.6	11.2
Retirement of treasury stock				--	(17.8 )	--
End of year				\$ 137.1	\$ 147.3	\$ 161.8
<b>Retained earnings</b>						
Beginning of year				\$ 1,502.5	\$ 2,323.9	\$ 2,150.2
Net income				72.2	206.1	205.0
Retirement of treasury stock				--	(1,001.0)	--
Cash dividends declared				(49.6 )	(26.5 )	(31.3 )
End of year				\$ 1,525.1	\$ 1,502.5	\$ 2,323.9
<b>Accumulated other comprehensive loss</b>						
Beginning of year				\$ (4.3 )	\$ (6.5 )	\$ (7.0 )
Other comprehensive (loss) income				(7.6 )	2.2	0.5
End of year				\$ (11.9 )	\$ (4.3 )	\$ (6.5 )
<b>Total stockholders' equity</b>				\$ 753.3	\$ 842.5	\$ 1,048.3
<b>Comprehensive income</b>						



Edgar Filing: RADIOSHACK CORP - Form 10-K

Net income	\$ 72.2	\$ 206.1	\$ 205.0
Other comprehensive (loss) income, all net of tax:			
Foreign currency translation adjustments	(8.5 )	2.4	1.1
Reclassification of realized foreign currency translation loss to net income	1.0	--	--
Pension adjustments	(0.1 )	(0.2 )	(0.5 )
Amortization of gain on cash flow hedge	--	--	(0.1 )
Other comprehensive (loss) income	(7.6 )	2.2	0.5
Comprehensive income	\$ 64.6	\$ 208.3	\$ 205.5

The accompanying notes are an integral part of these consolidated financial statements.

RADIOSHACK CORPORATION AND SUBSIDIARIES

Notes to Consolidated Financial Statements

The Notes to our Consolidated Financial Statements are important and should be read in conjunction with your review of the Consolidated Financial Statements. Below is a list of the notes.

Note	1	Description of Business
Note	2	Summary of Significant Accounting Policies
Note	3	Supplemental Balance Sheet Disclosures
Note	4	Indebtedness and Borrowing Facilities
Note	5	Stockholders' Equity
Note	6	Plant Closure
Note	7	Stock-Based Incentive Plans
Note	8	Employee Benefit Plans
Note	9	Income Taxes
Note	10	Net Income Per Share
Note	11	Derivative Financial Instruments
Note	12	Fair Value Measurements
Note	13	Commitments and Contingencies
Note	14	Wireless Service Provider Settlement Agreement
Note	15	Segment Reporting
Note	16	Quarterly Data (Unaudited)
Note	17	Supplemental Guarantor Financial Information

## NOTE 1 – DESCRIPTION OF BUSINESS

RadioShack Corporation was incorporated in Delaware in 1967. Throughout this report, the terms “our,” “we,” “us” and “RadioShack” refer to RadioShack Corporation, including its subsidiaries. We primarily engage in the retail sale of consumer electronics goods and services through our RadioShack store chain.

### U.S. RADIOSHACK COMPANY-OPERATED STORES

At December 31, 2011, we operated 4,476 U.S. company-operated stores under the RadioShack brand located throughout the United States, as well as in Puerto Rico and the U.S. Virgin Islands. These stores are located in strip centers and major shopping malls, as well as individual storefronts. Each location carries a broad assortment of both name brand and private brand consumer electronics products.

Our product lines are categorized into three platforms. Our mobility platform includes postpaid and prepaid wireless handsets, commissions and residual income, prepaid wireless airtime, tablet devices, and e-readers. Our signature platform includes home entertainment, wireless, computer, and music accessories; general purpose and special purpose power products; headphones; technical products; and services. Our consumer electronics platform includes laptop computers, personal computing products, digital music players, residential telephones, GPS devices, cameras, digital televisions, and other consumer electronics products.

### OTHER

In addition to the reportable segment discussed above, we have the following additional sales channels and support operations:

**Target Mobile:** In the fourth quarter of 2009, we commenced a test rollout of retail locations in approximately 100 Target stores (“Target Mobile”). These retail locations, which are not RadioShack-branded, offer wireless handsets with activation of third-party postpaid wireless services. In the third quarter of 2010, we signed a multi-year agreement to operate these locations in certain Target stores throughout most of the United States. At December 31, 2011, we operated 1,496 Target Mobile centers.

**Dealer Outlets:** At December 31, 2011, we had a network of 1,091 RadioShack dealer outlets, including 33 located outside of North America. Our North American outlets provide name brand and private brand products and services, typically to smaller communities. These independent dealers are often engaged in other retail operations and augment their businesses with our products and service offerings. Our dealer sales derived outside of the United States are not significant.

**RadioShack de Mexico:** As of December 31, 2011, there were 227 company-operated stores under the RadioShack brand, 9 dealers, and one distribution center in Mexico.

**RadioShack.com:** Products and information are available through our commercial website [www.radioshack.com](http://www.radioshack.com). Online customers can purchase, return or exchange various products available through this website. Additionally, certain products ordered online may be picked up, exchanged or returned at RadioShack stores.

**Support Operations:** Our retail stores, along with our kiosks and dealer outlets, are supported by an established infrastructure. Below are the major components of this support structure.

**Distribution Centers -** At December 31, 2011, we had three U.S. distribution centers shipping products to our U.S. retail locations and dealer outlets. One of these distribution centers also serves as a fulfillment center for our online customers and as a distribution center that ships store fixtures to our U.S. and Mexico company-operated stores and

kiosks.

RadioShack Technology Services (“RSTS”) - Our management information system architecture is composed of a distributed, online network of computers that links all stores, kiosks, customer channels, delivery locations, service centers, credit providers, distribution facilities and our home office into a fully integrated system. Each retail location has its own server to support the point-of-sale (“POS”) system. The majority of our U.S. company-operated stores and kiosks communicate through a broadband network, which provides efficient access to customer support data. This design also allows store management to track daily sales and inventory at the product or sales associate level. RSTS provides the majority of our programming and systems analysis needs.

RadioShack Global Sourcing (“RSGS”) - RSGS serves our wide-ranging international import/export, sourcing, evaluation, logistics and quality control needs. RSGS’s activities support our name brand and private brand businesses.

#### DISCONTINUED OPERATIONS

In February 2009, we signed a contract extension with Sam’s Club through March 31, 2011, with a transition period that ended on June 30, 2011, to continue operating kiosks in certain Sam’s Club locations. As of December 31, 2010, we operated 417 of these kiosks. All of these kiosks were transitioned to Sam’s Club by June 30, 2011. We determined that the cash flows from these kiosks have been eliminated from our ongoing operations. Therefore, these operations were classified as discontinued operations and the operating results of these kiosks are presented in the consolidated statements of income as discontinued operations, net of income taxes, for all periods presented.

We incurred no significant gain or loss associated with the transition of these kiosks to Sam's Club. We redeployed substantially all of our Sam's Club kiosk employees to nearby RadioShack stores or Target Mobile centers, and we redistributed our Sam's Club kiosk inventory to our remaining retail channels. Net sales and operating revenues related to these discontinued operations were \$62.9 million, \$206.9 million and \$202.4 million for 2011, 2010 and 2009, respectively. Income before income taxes for these discontinued operations was \$8.4 million, \$25.2 million and \$13.9 million for 2011, 2010 and 2009, respectively.

## NOTE 2 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

**Basis of Presentation:** The consolidated financial statements include the accounts of RadioShack Corporation and all majority-owned domestic and foreign subsidiaries. All intercompany accounts and transactions are eliminated in consolidation.

**Use of Estimates:** The preparation of financial statements in accordance with accounting principles generally accepted in the United States requires us to make estimates and assumptions that affect the reported amounts of assets and liabilities, related revenues and expenses, and the disclosure of gain and loss contingencies at the date of the financial statements and during the periods presented. We base these estimates on historical results and various other assumptions believed to be reasonable, all of which form the basis for making estimates concerning the carrying values of assets and liabilities that are not readily available from other sources. Actual results could differ materially from those estimates.

**Cash and Cash Equivalents:** Cash on hand in stores, deposits in banks and all highly liquid investments with a maturity of three months or less at the time of purchase are considered cash and cash equivalents. We carry our cash equivalents at cost, which approximates fair value because of the short maturity of the instruments. The weighted average annualized interest rates were 0.3% and 0.4% at December 31, 2011 and 2010, respectively, for cash equivalents totaling \$426.2 million and \$462.1 million, respectively. We maintain zero balance cash disbursement accounts with certain banks. Outstanding checks in excess of deposits with these banks totaled \$81.9 million and \$49.1 million at December 31, 2011 and 2010, respectively, and are classified as accounts payable in the Consolidated Balance Sheets. Changes in these overdraft amounts are reported in the Consolidated Statements of Cash Flows as a financing activity.

**Accounts Receivable and Allowance for Doubtful Accounts:** Concentrations of credit risk with respect to customer and dealer receivables are limited due to the large number of customers, dealers and their location in many different geographic areas of the country. We establish an allowance for doubtful accounts based on factors surrounding the credit risk of specific customers, historical trends and other information. Historically, such losses, in the aggregate, have not exceeded our estimates. Account balances are charged against the allowance when we believe it is probable that the receivable will not be recovered. We have concentration of credit risk from service providers in the wireless telephone industry, primarily Sprint, AT&T, and Verizon Wireless ("Verizon"). The average payment term for these receivable balances is approximately 45 days.

**Inventories:** Our inventories are stated at the lower of cost (principally based on average cost, which approximates FIFO) or market value and are comprised primarily of finished goods. Included in the cost of the inventories are in-bound freight expenses to our distribution centers, out-bound freight expenses to our retail outlets, and other direct costs relating to merchandise acquisition and distribution. Also included in the cost of inventory are certain vendor allowances that are not a reimbursement of specific, incremental and identifiable costs to promote a vendor's products. If the calculated net realizable value of the inventory is determined to be less than the recorded cost, a provision is made to reduce the carrying amount of the inventory to its net realizable value.

**Property, Plant and Equipment:** We present our property, plant and equipment at cost, less accumulated depreciation and amortization. Depreciation and amortization are calculated using the straight-line method over the following useful lives: 10-40 years for buildings; 2-15 years for furniture, fixtures, equipment and software; leasehold improvements are amortized over the shorter of the terms of the underlying leases, including certain renewal periods, or the estimated useful lives of the improvements. Major additions and betterments that substantially extend the useful life of an asset are capitalized and depreciated. Expenditures for normal maintenance and repairs are charged directly to expense as incurred.

**Capitalized Software Costs:** We capitalize qualifying costs related to the acquisition or development of internal-use software. Capitalization of costs begins after the conceptual formulation stage has been completed. Capitalized costs are amortized over the estimated useful life of the software, which ranges between three and five years. The unamortized balance of capitalized software costs at December 31, 2011 and 2010, was \$42.7 million and \$55.3 million, respectively. Amortization of computer software was approximately \$12.6 million, \$11.9 million and \$15.1 million in 2011, 2010 and 2009, respectively.

**Impairment of Long-Lived Assets:** We review long-lived assets (primarily property, plant and equipment) held and used, or to be disposed of, for impairment whenever events or changes in circumstances indicate that the net book value of the asset may not be recoverable. Recoverability is assessed based on estimated undiscounted cash flows from the useful asset. If the carrying amount of an asset is not recoverable, we recognize an impairment loss equal to the amount by which the carrying amount exceeds fair value. We estimate fair value based on projected future discounted cash flows. Our policy is to evaluate long-lived assets for impairment at a store level for retail operations.

**Leases:** For lease agreements that provide for escalating rent payments or free-rent occupancy periods, we recognize rent expense on a straight-line basis over the non-cancelable lease term and certain option renewal periods that appear to be reasonably assured at the inception of the lease term. The lease term commences on the date we take possession of or control the physical use of the property. Deferred rent is included in other current liabilities in the Consolidated Balance Sheets.

**Goodwill and Intangible Assets:** Goodwill represents the excess of the purchase price over the fair value of net assets acquired. Goodwill and intangible assets with indefinite useful lives are reviewed at least annually for impairment (and in interim periods if certain events occur indicating that the carrying value of goodwill and intangible assets may be impaired). We estimate fair values utilizing valuation methods such as discounted cash flows and comparable market valuations. We have elected the fourth quarter to complete our annual goodwill impairment test. As a result of the fourth quarter impairment analyses, we determined that no impairment charges to goodwill were required.

The changes in the carrying amount of goodwill by segment were as follows for the years ended December 31, 2011 and 2010:

(In millions)	U.S. RadioShack Stores	Other	Total
Balances at December 31, 2009			
Goodwill	\$ 2.8	\$36.1	\$38.9
Accumulated impairment losses	--	--	--
	2.8	36.1	38.9
Acquisition of dealer	0.1	--	0.1
Foreign currency translation adjustment	--	2.2	2.2
Balances at December 31, 2010			
Goodwill	2.9	38.3	41.2
Accumulated impairment losses	--	--	--
	2.9	38.3	41.2
Foreign currency translation adjustment	--	(4.2 )	(4.2 )
Balances at December 31, 2011			
Goodwill	2.9	34.1	37.0
Accumulated impairment losses	--	--	--
	\$ 2.9	\$34.1	\$37.0

**Self-Insurance:** We are self-insured for certain claims relating to workers' compensation, automobile, property, employee health care, and general and product liability claims, although we obtain third-party insurance coverage to limit our exposure to these claims. We estimate our self-insured liabilities using historical claims experience and

actuarial assumptions followed in the insurance industry. Although we believe we have the ability to reasonably estimate losses related to claims, it is possible that actual results could differ from recorded self-insurance liabilities.

**Income Taxes:** Income taxes are accounted for using the asset and liability method. Deferred taxes are recognized for the tax consequences of temporary differences by applying enacted statutory tax rates applicable to future years to differences between the financial statement carrying amounts and the tax bases of existing assets and liabilities. The effect on deferred taxes of a change in tax rates is recognized in income in the period that includes the enactment date. In addition, we recognize future tax benefits to the extent that such benefits are more likely than not to be realized. Income tax expense includes U.S. and international income taxes, plus the provision for U.S. taxes on undistributed earnings of international subsidiaries not deemed to be permanently invested.



**Revenue Recognition:** Our revenue is derived principally from the sale of name brand and private brand products and services to consumers. Revenue is recognized, net of an estimate for customer refunds and product returns, when persuasive evidence of an arrangement exists, delivery has occurred or services have been rendered, the sales price is fixed or determinable, and collectability is reasonably assured.

Certain products, such as wireless telephone handsets, require the customer to use the services of a third-party service provider. The third-party service provider pays us an upfront commission and, in some cases, a monthly recurring residual amount based upon the ongoing arrangement between the service provider and the customer. Our sale of an activated wireless telephone handset is the single event required to meet the delivery criterion for both the upfront commission and the residual revenue. Upfront commission revenue, net of estimated service deactivations, is generally recognized at the time an activated wireless telephone handset is sold to the customer at the point-of-sale. Based on our extensive history in selling activated wireless telephone handsets, we have been able to establish reliable deactivation estimates. Recurring residual income is recognized as earned under the terms of our contracts with the service providers, which is typically as the service provider bills its customer, generally on a monthly basis. Sales of wireless handsets and the related commissions and residual income constitute more than 50 percent of our total revenue. Our three largest third-party wireless service providers are Sprint, AT&T, and Verizon.

**Cost of Products Sold:** Cost of products sold primarily includes the total cost of merchandise inventory sold, direct costs relating to merchandise acquisition and distribution (including depreciation and excise taxes), costs of services provided, in-bound freight expenses to our distribution centers, out-bound freight expenses to our retail outlets, physical inventory valuation adjustments and losses, customer shipping and handling charges, and certain vendor allowances (see “Vendor Allowances” below).

**Vendor Allowances:** We receive allowances from third-party service providers and product vendors through a variety of promotional programs and arrangements as a result of purchasing and promoting their products and services in the normal course of business. We consider vendor allowances received to be a reduction in the price of a vendor's products or services and record them as a component of inventory until the product is sold, at which point we record them as a component of cost of products sold unless the allowances represent reimbursement of specific, incremental and identifiable costs incurred to promote a vendor's products and services. In this case, we record the vendor reimbursement when earned as an offset to the associated expense incurred to promote the applicable products and/or services.

**Advertising Costs:** Our advertising costs are expensed the first time the advertising takes place. We receive allowances from certain third-party service providers and product vendors that we record when earned as an offset to advertising expense incurred to promote the applicable products and/or services only if the allowances represent reimbursement of specific, incremental and identifiable costs (see “Vendor Allowances” above). Advertising expense was \$208.9 million, \$205.9 million and \$192.8 million for the years ended December 31, 2011, 2010 and 2009, respectively.

**Stock-Based Compensation:** We measure all employee stock-based compensation awards using a fair value method and record this expense in the consolidated financial statements. Our stock-based compensation relates to stock options, restricted stock awards, and other equity-based awards issued to our employees and directors. On the date that an award is granted, we determine the fair value of the award and recognize the compensation expense over the requisite service period, which typically is the period over which the award vests.

**Fair Value Measurements:** Certain assets and liabilities are required to be measured at fair value either on a recurring or non-recurring basis. We estimate fair values based on one or more of the following valuation techniques: the market approach (comparable market prices), the income approach (present value of future income or cash flow), or

the cost approach (cost to replace the service capacity of an asset or replacement cost). See Note 12 - "Fair Value Measurements" for additional disclosures of our fair value measurements.

**Derivative Instruments and Hedging Activities:** We recognize all financial instruments that qualify for derivative instrument accounting at fair value in the Consolidated Balance Sheets. Changes in the fair value of derivative financial instruments that qualify for hedge accounting are recorded in stockholders' equity as a component of comprehensive income or as an adjustment to the carrying value of the hedged item. Changes in fair values of derivatives not qualifying for hedge accounting are reported in earnings.

We maintain internal controls over our hedging activities, which include policies and procedures for risk assessment and the approval, reporting and monitoring of all derivative financial instrument activities. We monitor our hedging positions and creditworthiness of our counter-parties and do not anticipate losses due to our counter-parties' nonperformance. We do not hold or issue derivative financial instruments for trading or speculative purposes. To qualify for hedge accounting, derivatives must meet defined correlation and effectiveness criteria, be designated as a hedge and result in cash flows and financial statement effects that substantially offset those of the position being hedged.

**Foreign Currency Translation:** The functional currency of substantially all operations outside the U.S. is the applicable local currency. Translation gains or losses related to net assets located outside the United States are included as a component of accumulated other comprehensive (loss) income and are classified in the stockholders' equity section of the accompanying Consolidated Balance Sheets.

**Discontinued Operations:** We account for closed stores or kiosks as discontinued operations when the operations and cash flows of a store or kiosk being disposed of are eliminated from ongoing operations and we do not have any significant continuing involvement in its operations. In reaching the determination as to whether the cash flows of a store or kiosk will be eliminated from our ongoing operations, we consider whether it is likely that customers will migrate to our other retail locations in the same geographic market.

**Reclassifications:** Certain amounts in the December 31, 2010 and 2009, financial statements have been reclassified to conform to the December 31, 2011, presentation. These reclassifications had no effect on net income or total stockholders' equity as previously reported.

**New Accounting Standards:** In June 2011, the FASB issued new accounting guidance to update the presentation of comprehensive income in consolidated financial statements. Under this new guidance, an entity has the option to present the total of comprehensive income, the components of net income, and the components of other comprehensive income either in a single continuous statement of comprehensive income or in two separate but consecutive statements. This guidance is effective for fiscal years beginning after December 15, 2011. We adopted this guidance effective January 1, 2012, and the adoption will be reflected in our consolidated financial statements as of March 31, 2012.

In September 2011, the FASB issued new accounting guidance to simplify how entities test goodwill for impairment. Under this new guidance, an entity is permitted to first assess qualitative factors to determine whether the fair value of a reporting unit is less than its carrying amount as a basis for determining whether it is necessary to perform a goodwill impairment test. This guidance is effective for fiscal years beginning after December 15, 2011. We adopted this guidance effective January 1, 2012, and we expect the adoption to have no effect on our consolidated financial statements.

#### NOTE 3 – SUPPLEMENTAL BALANCE SHEET DISCLOSURES

**Accounts and Notes Receivable, Net:** As of December 31, 2011 and 2010, we had the following accounts and notes receivable outstanding in the accompanying Consolidated Balance Sheets:

(In millions)	December 31,	
	2011	2010
Receivables from vendors and service providers, net	\$273.8	\$291.0
Trade accounts receivable	53.5	57.6
Other receivables	34.7	30.3
Allowance for doubtful accounts	(1.4 )	(1.4 )
Accounts and notes receivable, net	\$360.6	\$377.5

Receivables from vendors and service providers relate to earned wireless activation commissions, rebates, residual income, promotions, marketing development funds and other payments from our third-party service providers and product vendors, after taking into account estimates for service providers' customer deactivations and non-activations, which are factors in determining the amount of wireless activation commissions and residual income earned.

The change in the allowance for doubtful accounts is as follows:

(In millions)	December 31,		
	2011	2010	2009
Balance at the beginning of the year	\$1.4	\$1.8	\$1.5
Provision for bad debts included in selling, general and administrative expense	0.1	0.1	0.4
Uncollected receivables written off, net	(0.1 )	(0.5 )	(0.1 )
Balance at the end of the year	\$1.4	\$1.4	\$1.8

Other Current Assets, Net:

(In millions)	December 31,	
	2011	2010
Deferred income taxes	\$54.4	\$61.4
Prepaid income taxes	26.8	--
Other	34.9	46.7
Total other current assets, net	\$116.1	\$108.1

## Property, Plant and Equipment, Net:

(In millions)	December 31,	
	2011	2010
Land	\$2.5	\$2.4
Buildings	62.4	55.7
Furniture, fixtures, equipment and software	663.0	673.5
Leasehold improvements	360.9	362.8
Total PP&E	1,088.8	1,094.4
Less accumulated depreciation and amortization	(818.6 )	(820.1 )
Property, plant and equipment, net	\$270.2	\$274.3

## Other Assets, Net:

(In millions)	December 31,	
	2011	2010
Notes receivable	\$8.9	\$9.6
Deferred income taxes	17.1	45.9
Other	29.1	25.7
Total other assets, net	\$55.1	\$81.2

## Accrued Expenses and Other Current Liabilities:

(In millions)	December 31,	
	2011	2010
Payroll and bonuses	\$45.7	\$60.0
Insurance	65.3	65.0
Sales and payroll taxes	41.1	41.4
Rent	33.9	36.5
Advertising	30.8	26.9
Gift card deferred revenue	20.6	19.5
Income taxes payable	--	9.7
Other	78.0	68.7
Total accrued expenses and other current liabilities	\$315.4	\$327.7

## Other Non-Current Liabilities:

(In millions)	December 31,	
	2011	2010
Deferred compensation	\$28.9	\$34.6
Liability for unrecognized tax benefits	33.6	36.6
Other	25.1	21.8
Total other non-current liabilities	\$87.6	\$93.0

## NOTE 4 – INDEBTEDNESS AND BORROWING FACILITIES

## Long-Term Debt:

(In millions)	December 31,	
	2011	2010
Five year 2.5% unsecured convertible notes due in 2013	\$375.0	\$375.0
Eight year 6.75% unsecured note payable due in 2019	325.0	--
Ten-year 7.375% unsecured note payable due in 2011	--	306.8
Other	1.0	1.0
	701.0	682.8
Unamortized debt discounts	(30.4 )	(44.2 )
Basis adjustment due to interest rate swaps	--	1.2
	670.6	639.8
Less current portion of:		
Notes payable	--	306.8
Basis adjustment due to interest rate swaps	--	1.2
	--	308.0
<b>Total long-term debt</b>	<b>\$670.6</b>	<b>\$331.8</b>

Long-term borrowings outstanding at December 31, 2011, mature as follows:

(In millions)	Long-Term Borrowings
2012	\$--
2013	375.0
2014	1.0
2015	--
2016	--
2017 and thereafter	325.0
<b>Total</b>	<b>\$701.0</b>

2019 Notes: On May 3, 2011, we sold \$325 million aggregate principal amount of 6.75% senior unsecured notes due May 15, 2019 in a private offering to qualified institutional buyers (such notes, together with any notes issued in the exchange offer we subsequently registered with the SEC for such notes (the "Exchange Offer"), being referred to as the "2019 Notes"). In September 2011, substantially all of the privately placed notes were exchanged for notes in an equal principal amount that we issued pursuant to the Exchange Offer. Accordingly, the exchange resulted in the issuance of substantially all of the 2019 Notes in a transaction registered with the SEC, but it did not result in the incurrence of any additional debt.

The obligation to pay principal and interest on the 2019 Notes is jointly and severally guaranteed on a full and unconditional basis by all of the guarantors under our five-year, \$450 million revolving credit agreement. At December 31, 2011, the 2019 Notes were guaranteed by all of our wholly-owned domestic subsidiaries except Tandy Life Insurance Company. The 2019 Notes pay interest at a fixed rate of 6.75% per year. Interest is payable semiannually, in arrears, on May 15 and November 15. The 2019 Notes were sold to the initial purchasers at a discount of \$2.5 million for aggregate consideration of \$322.5 million and resulted in net proceeds to the Company of \$315.4 million after the payment of \$7.1 million in issuance costs. The effective annualized interest rate of the 2019 Notes after giving effect to the original issuance discount is 6.875%.



The 2019 Notes and the guarantees are the Company's and the guarantors' general unsecured senior obligations and, therefore, will be subordinated to all of the Company's and the guarantors' existing and future secured debt to the extent of the assets securing that debt. In addition, the 2019 Notes will be effectively subordinated to all of the liabilities of our subsidiaries that are not guaranteeing the 2019 Notes, to the extent of the assets of those subsidiaries.

The 2019 Notes contain covenants that could, in certain circumstances, limit our ability to issue additional debt, repurchase shares of our common stock, make certain other restricted payments, make investments, or enter into certain other transactions. At December 31, 2011, we were in compliance with these covenants.

**2013 Convertible Notes:** In August 2008, we sold \$375 million aggregate principal amount of 2.50% convertible senior notes due August 1, 2013, (the "2013 Convertible Notes") in a private offering to qualified institutional buyers. The 2013 Convertible Notes were issued at par and interest is payable semiannually, in arrears, on February 1 and August 1.

Each \$1,000 of principal of the 2013 Convertible Notes was initially convertible, under certain circumstances, into 41.2414 shares of our common stock (or a total of approximately 15.5 million shares), which is the equivalent of \$24.25 per share, subject to adjustment upon the occurrence of specified events set forth under terms of the 2013 Convertible Notes. Upon conversion, we would pay the holder the cash value of the applicable number of shares of our common stock, up to the principal amount of the note. Amounts in excess of the principal amount, if any (the "excess conversion value"), may be paid in cash or in stock, at our option. Holders may convert their 2013 Convertible Notes into common stock on the net settlement basis described above at any time from May 1, 2013, until the close of business on July 29, 2013, or if, and only if, one of the following conditions has been met:

- During any calendar quarter, and only during such calendar quarter, in which the closing price of our common stock for at least 20 trading days in the period of 30 consecutive trading days ending on the last trading day of the preceding calendar quarter exceeds 130% of the conversion price per share of common stock in effect on the last day of such preceding calendar quarter
- During the five consecutive business days immediately after any 10 consecutive trading day period in which the average trading price per \$1,000 principal amount of 2013 Convertible Notes was less than 98% of the product of the closing price of the common stock on such date and the conversion rate on such date
  - We make specified distributions to holders of our common stock or specified corporate transactions occur

The 2013 Convertible Notes were not convertible at the holders' option at any time during 2011 or 2010. In 2011, we paid an annual dividend of \$0.50 per share. This was a \$0.25 per share increase as compared to the annual dividend we paid at the time we issued the 2013 Convertible Notes. This dividend increase triggered an anti-dilutive provision relating to the convertible notes that changed the conversion rate of the notes ("Convertible Note Anti-Dilutive Provision"). As a result, at December 31, 2011, each \$1,000 of principal of the 2013 Convertible Notes was convertible, under the circumstances previously discussed, into 42.0746 shares of our common stock, which is the equivalent of \$23.77 per share. Accordingly, conversion of all of the 2013 Convertible Notes would result in the issuance of approximately 15.8 million shares of our common stock.

Holders who convert their 2013 Convertible Notes in connection with a change in control may be entitled to a make-whole premium in the form of an increase in the conversion rate. In addition, upon a change in control, liquidation, dissolution or delisting, the holders of the 2013 Convertible Notes may require us to repurchase for cash all or any portion of their 2013 Convertible Notes for 100% of the principal amount of the notes plus accrued and unpaid interest, if any. As of December 31, 2011, none of the conditions allowing holders of the 2013 Convertible



Notes to convert or requiring us to repurchase the 2013 Convertible Notes had been met.

In connection with the issuance of the 2013 Convertible Notes, we entered into separate convertible note hedge transactions and separate warrant transactions with respect to our common stock to reduce the potential dilution upon conversion of the 2013 Convertible Notes (collectively referred to as the "Call Spread Transactions"). The convertible note hedges and warrants will generally have the effect of increasing the economic conversion price of the 2013 Convertible Notes to \$35.88 per share of our common stock, representing a 100% conversion premium based on the closing price of our common stock on August 12, 2008. See Note 5 - "Stockholders' Equity," for more information on the Call Spread Transactions.

Because the principal amount of the 2013 Convertible Notes will be settled in cash upon conversion, the 2013 Convertible Notes will only affect diluted earnings per share when the price of our common stock exceeds the conversion price (currently \$23.77 per share). We will include the effect of the additional shares that may be issued upon conversion in our diluted net income per share calculation by using the treasury stock method.

When accounting for the 2013 Convertible Notes, we apply accounting guidance related to the accounting for convertible debt instruments that may be settled in cash upon conversion. This guidance requires us to account separately for the liability and equity components of these notes in a manner that reflects our nonconvertible debt borrowing rate when interest cost is recognized in subsequent periods. This guidance requires bifurcation of a component of the debt, classification of that component in equity, and then accretion of the resulting discount on the debt as part of interest expense being reflected in the income statement.

Accordingly, we recorded an adjustment to reduce the carrying value of our 2013 Convertible Notes by \$73.0 million and recorded this amount in stockholders' equity. This adjustment was based on the calculated fair value of a similar debt instrument in August 2008 (at issuance) that did not have an associated equity component. The annual interest rate calculated for a similar debt instrument in August 2008 was 7.6%. The resulting discount is being amortized to interest expense over the remaining term of these notes. The carrying value of the 2013 Convertible Notes was \$346.9 million and \$330.8 million at December 31, 2011 and 2010, respectively. We recognized interest expense of \$9.4 million in 2011, 2010 and 2009 related to the stated 2.50% coupon. We recognized non-cash interest expense of \$16.1 million, \$15.0 million, and \$13.8 million in 2011, 2010 and 2009, respectively, for the amortization of the discount on the liability component.

Debt issuance costs of \$7.5 million were capitalized and are being amortized to interest expense over the term of the 2013 Convertible Notes. Unamortized debt issuance costs were \$2.1 million at December 31, 2011. Debt issuance costs of \$1.9 million were related to the equity component and were recorded as a reduction of additional paid-in capital.

For federal income tax purposes, the issuance of the 2013 Convertible Notes and the purchase of the convertible note hedges are treated as a single transaction whereby we are considered to have issued debt with an original issue discount. The amortization of this discount in future periods is deductible for tax purposes.

**2011 Long-Term Notes:** On May 11, 2001, we sold \$350 million of 10-year 7.375% notes ("2011 Notes") in a private offering to qualified institutional buyers. In August 2001, under the terms of an exchange offering filed with the SEC, we exchanged substantially all of these notes for a similar amount of publicly registered notes. The exchange resulted in substantially all of the notes becoming registered with the SEC and did not result in additional debt being issued.

The annual interest rate on the 2011 Notes was 7.375% per annum, with interest payable on November 15 and May 15 of each year. The 2011 Notes contained certain non-financial covenants and matured on May 15, 2011. In September 2009, we completed a tender offer to purchase for cash any and all of these notes. Upon expiration of the offer, \$43.2 million of the aggregate outstanding principal amount of the 2011 Notes was validly tendered and accepted. We paid a total of \$46.6 million, which consisted of the purchase price of \$45.4 million for the tendered notes plus \$1.2 million in accrued and unpaid interest, to the holders of the tendered notes. We incurred \$0.2 million in expenses and adjusted the carrying value of the tendered notes by an incremental \$0.8 million to reflect a proportionate write-off of the balance associated with our fair value hedge included in long-term debt. This transaction resulted in a loss of \$1.6 million classified as other loss on our Consolidated Statements of Income.

A portion of the 2011 Notes were hedged by our interest rate swaps. Upon repurchase of these notes, we were required to discontinue the hedge accounting treatment associated with these derivative instruments, which used the short-cut

method. The remaining balance associated with our fair value hedge was recorded as an adjustment to the carrying value of these notes and was amortized to interest expense over the remaining term of the notes.

In March 2011, we redeemed all of our 2011 Notes. The redemption of these notes resulted in a loss on extinguishment of debt of \$4.1 million, which was classified as other loss on our Consolidated Statements of Income.

2011 Credit Facility: Our \$325 million credit facility provided us a source of liquidity. Interest charges under this facility were derived using a base LIBOR rate plus a margin that changed based on our credit ratings. This facility had customary terms and covenants, and we were in compliance with these covenants at December 31, 2010. As of December 31, 2010, we had \$292.3 million in borrowing capacity available under the facility. We did not borrow under the facility during 2010, but we did arrange for the issuance of standby letters of credit totaling \$32.7 million under the facility.

This credit facility was scheduled to expire in May of 2011. On January 4, 2011, we terminated the facility and replaced it with a new \$450 million five-year asset-based revolving credit facility.

2016 Credit Facility: On January 4, 2011, we terminated our 2011 Credit Facility and entered into a five-year, \$450 million revolving credit agreement (“2016 Credit Facility”) with a group of lenders with Bank of America, N.A., as administrative and collateral agent. The 2016 Credit Facility expires on January 4, 2016. The 2016 Credit Facility may be used for general corporate purposes and the issuance of letters of credit. This facility is collateralized by substantially all of the Company’s inventory, accounts receivable, cash and cash equivalents, and certain other personal property, and is guaranteed by certain of our domestic subsidiaries.

Borrowings under the 2016 Credit Facility are subject to a borrowing base of certain collateralized assets and bear interest at a bank’s prime rate plus 1.25% to 1.75% or LIBOR plus 2.25% to 2.75%. The applicable rates in these ranges are based on the aggregate average availability under the facility.

The 2016 Credit Facility also contains a \$150 million sub-limit for the issuance of standby and commercial letters of credit. The issuance of letters of credit reduces the amount available under the facility. Letter of credit fees are 2.25% to 2.75% for standby letters of credit and 1.125% to 1.375% for commercial letters of credit.

We pay commitment fees to the lenders at an annual rate of 0.50% of the unused amount of the facility. As of December 31, 2011, no borrowings had been made under the facility, and letters of credit totaling \$28.1 million had been issued.

The 2016 Credit Facility contains affirmative and negative covenants that, among other things, restrict certain payments, including dividends and share repurchases. Also, if we do not meet a consolidated fixed charge coverage ratio during a trailing twelve-month period, the availability under our credit facility will be reduced by the greater of 12