



# WHAT'S IN STORE



2011 ANNUAL REPORT

# WHAT'S IN STORE MAKES THE DIFFERENCE.

When it comes to buying mobile technology and personal electronics, today's consumers face a dizzying array of retail and product choices — from big-box to "omnichannel." Making the right decision can be challenging. RadioShack stands out with the ideal mix of relevant products, instant access to personal and knowledgeable service, and an inviting, small-store format. Our assortment spans the most popular wireless phones, electronic products and services from trusted names, including the nation's leading wireless carriers, top technology manufacturers and our own private brands. With an extensive network of more than 7,300 U.S. and international locations, RadioShack is your nearby resource for everything you need to keep your connected world running smoothly.

## **R** Product Platforms and Financial Summary

### ■ Mobility

Postpaid and prepaid wireless handsets, commissions and residual income, prepaid wireless airtime, e-readers and tablet devices. Postpaid carrier partners: AT&T, Sprint, T-Mobile and Verizon Wireless.

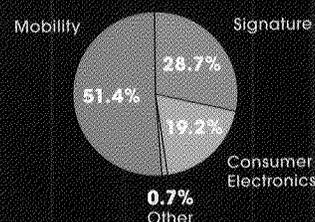
### ■ Signature

Wireless, music, computer, video game and home entertainment accessories; general-purpose and special-purpose power products; headphones; technical products; and services.

### ■ Consumer Electronics

Digital music players, personal computing products, laptop computers, cameras, residential telephones, digital televisions and other consumer electronics products.

### 2011 Consolidated Net Sales and Operating Revenue by Product Platform



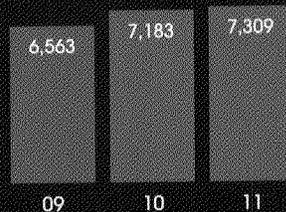
**Net sales and operating revenues**  
(Dollars in millions)



**Net income**  
(Dollars in millions)



**Total number of retail locations at year end**



**Dividends declared per share**



\*Excluding one-time items: Costs relating to the T-Mobile transition (\$16.0 million after tax); China plant closure costs (\$7.7 million after tax); and costs associated with the early retirement of debt (\$2.5 million after tax).

# LETTER TO SHAREHOLDERS

Every business leader recognizes that change — no matter how challenging — is necessary for growth and progress. In 2011, RadioShack continued the transition in our business mix, shifting to a more compelling wireless portfolio that spans the best carriers, devices and services. We've made steady progress in this effort, leveraging our experience, scale and iconic brand to become a mobility leader. However, the transition hasn't always been easy and, in 2011, we experienced both successes and setbacks.

During the year, we drove sales, strengthened our balance sheet and controlled costs, despite a persistent recession-ary environment. We also significantly strengthened our mobility business, reconnecting with customers in our signature platform and taking advantage of select opportunities in the consumer electronics platform.



Jim Gooch  
President and  
Chief Executive Officer

we expect to have a stronger, more stable foundation for mobility growth going forward.

While we are pleased with our progress in expanding and balancing our mobility business during 2011, these accomplishments brought with them some unexpected challenges that ultimately constrained our

Most important, we successfully accomplished a mobility transition that introduced our customers to the nation's largest carrier, Verizon Wireless. This transition places RadioShack in a new and stronger competitive position in the mobility space and balances our mobility business more evenly among the three carriers in our company-operated stores. As we build consumer awareness that Verizon is available at RadioShack and continue to gain traction across our mobility platform,

financial results for the year. Despite this, we continued to drive business improvement and to leverage our position as a mobility leader — a status that is taking on increased significance as smartphones become ever-present companions in consumers' daily lives.

The growing popularity of smartphones promises to be a long-term trend that will benefit RadioShack. According to the Consumer Electronics Association, consumers are expected to purchase an estimated 109 million smartphones in 2012, generating

industry-wide revenue of more than \$33 billion. RadioShack is positioned to capture a strong and growing share of this market. However, most mobility products have margins that are lower than our average gross margin, and as we increased our mobility sales in 2011, these lower rates pressured our consolidated gross margin and decreased our gross-margin results for the year.

While we are disappointed with the impact this had on our overall performance for 2011, we remain confident in our core strengths and our long-term competitive positioning in the retail landscape.

During the year, we continued to strengthen our balance sheet, increasing our cash balance to \$592 million at year-end 2011. We also generated free cash flow of \$86 million for the year. We regularly evaluate the most prudent use for our

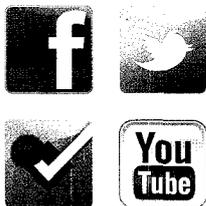
cash. In 2011, we opted to use our strong liquidity position to reinvest in our business and return value to shareholders through increased dividends. In the fourth quarter, the Board doubled the annual dividend from \$0.25 to \$0.50 per share and converted to a quarterly payout schedule starting in the first quarter of 2012.

### BECOMING A MOBILITY LEADER

Mobility remains our primary growth platform, and in 2011 our mobility revenues increased 19 percent. We believe our position in this segment is stronger than ever. RadioShack offers consumers easy access to the top three postpaid wireless carriers and all of their rate plans, as well as competitive prices on top-selling devices — all in a convenient, small-store model staffed by a team of knowledgeable and friendly sales associates. Our addition of

## **R** WHAT'S IN STORE: A social media 'Groundswell'

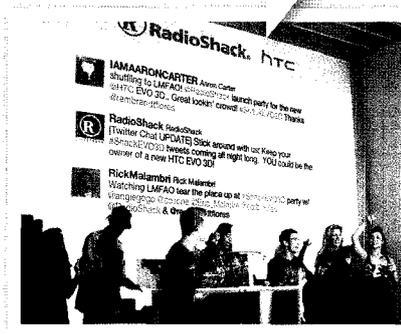
RadioShack is harnessing social media to reach our customers — mobility is our largest single platform, and nearly half of social media users connect through mobile devices. Our innovative approach to using social media enabled us to win share of voice in the launch of exciting new handsets while also earning praise in the Fifth Annual Forrester Groundswell Awards in 2011. RadioShack will continue to engage with our customers through Twitter, Foursquare and other emerging platforms that are aligned with our brand strategy and values.



**68.4 million**  
impressions via Twitter  
Our Groundswell award-winning initiative was the second-highest promoted trend in Twitter history at the time.

#KindofABigDeal

#IfIHadSuperPowers



Verizon late last year significantly strengthened this foundation and created a substantial opportunity for us to build our mobility business in the coming years.

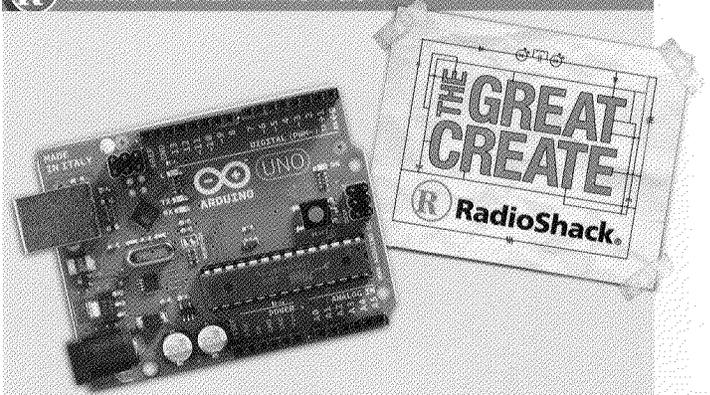
We further strengthened our mobility platform in 2011 by growing sales through AT&T, launching several iconic smartphones, and expanding our assortment of tablets and e-readers. These measures yielded increased sales and gross profits. We continued to expand our Target Mobile presence, opening nearly 650 new locations in select Target stores across the nation in 2011.

We complemented these efforts by improving the assortment across our other product platforms. In our signature platform, we substantially expanded our position in headphones, along with successful sales of accessories for tablets, e-readers and wireless devices. We also made strides to reconnect with our loyal DIY customers by establishing "The Great Create" online community, and we increased sales and profits by expanding technical products in our stores based on feedback we received from stores and customers. Though the consumer electronics category continues to experience a decline across the industry, we used these products selectively to drive traffic and improve brand and price perception.

## LEVERAGING OUR STRENGTHS

While we expect 2012 to be another challenging transition year, we are optimistic about the fundamental strength of our business. We are also committed to improving our performance by

### **R** WHAT'S IN STORE: DIY is back



For decades, DIY customers have relied on RadioShack to provide components for their home networking, connectivity and communications projects. In 2011, we celebrated their ingenuity by launching "The Great Create" at [radioshackdiy.com](http://radioshackdiy.com), an ongoing dialogue with our customers who share feedback and projects built with RadioShack parts. Visitors to the site can view an array of innovative projects, browse our blog or watch how-to videos. Supported by a range of targeted media relationships, The Great Create has generated buzz among our DIY customers, while supporting sales of technical parts and boosting consumer awareness of our product offerings.

### **R** WHAT'S IN STORE: Your wireless one-stop

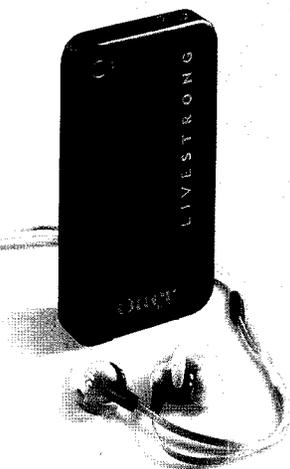
As wireless devices become more sophisticated, consumers increasingly expect the freedom to compare handsets and carriers in one convenient place. So we developed a powerful mobility proposition. Three leading postpaid carriers — AT&T, Sprint, Verizon Wireless — and the ability to offer the carriers' same great service plans. Compelling prepaid carriers: Boost Mobile, GoPhone, Net10, TracFone, Verizon and Virgin Mobile. Iconic devices from top manufacturers like Apple, HTC, Motorola, Samsung and many more. Free Mobile Product Support for the lifetime of the handset or tablet. Free contact swaps to new devices. Hassle-free Trade & Save offers to redeem the value of old devices. Accessories that power, protect and personalize handsets. And a Mobile Low Price Guarantee at purchase and for 30 days after. RadioShack has it all in store.



## \$12 million

cumulative total generated for the fight against cancer since 2009.

RadioShack is a proud partner with **LIVESTRONG**, the foundation that empowers and supports the 28 million people worldwide who are living with cancer. Through a combination of customer donations at the point-of-sale, sales of licensed products and corporate donations, RadioShack generated \$5.7 million for **LIVESTRONG** in 2011 — bringing our total contributions to more than \$12 million since 2009.



leveraging the strengths that make RadioShack unique — a convenient small-store model, a knowledgeable and friendly sales team, and a targeted assortment of relevant products and services. Specifically, we will:

- Respond to growing consumer demand for choice by offering easy access to an excellent selection of products and services in a single location;
- Shift our business to a broader, more compelling mobility platform and fuel the growth of this platform by driving consumer awareness of our exceptional mobility value proposition;
- Maximize profits within our traditional businesses by reclaiming our leadership position within the signature category and leveraging innovative opportunities to drive profits within the consumer electronics category;
- Strengthen our foundation in private brands by expanding our assortment of innovative, hard-to-find items in the power, technical and “gift”

categories, and evaluating opportunities to market these high-margin brands through other selling channels;

- Optimize our selling and merchandising strategies by featuring the most appealing new products, improving the price and value perceptions of our brand, refining our product assortments, and implementing improved sales processes; and
- Expand and enhance our e-commerce site, adding new functions that link our online presence to our brick-and-mortar locations, enabling us to deliver a true omnichannel sales experience.

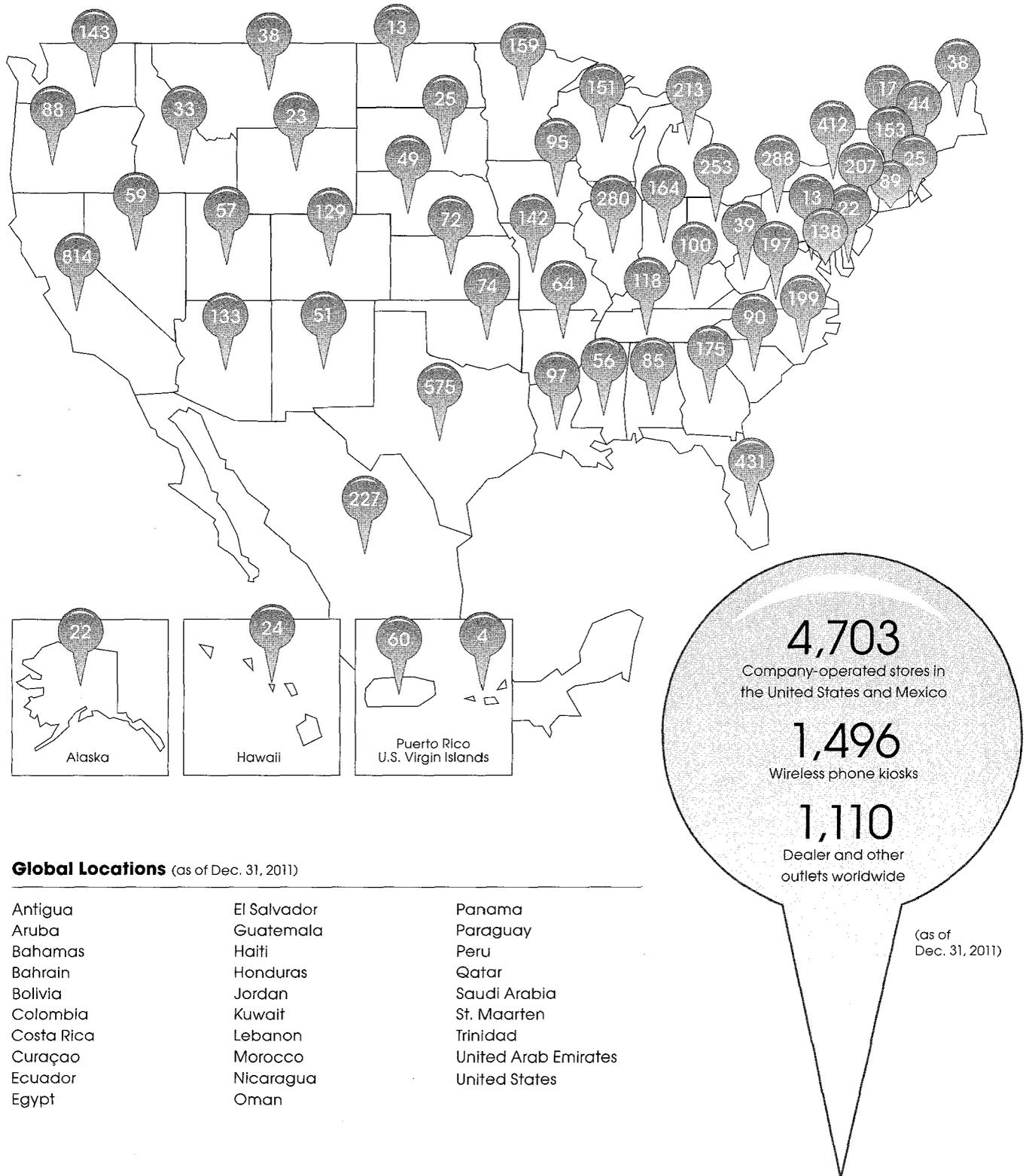
As we pursue these initiatives, we will remain committed to the disciplined use of cash and our long-held practice of driving steady improvement across every area of our operations, from our corporate, financial and operational functions to our vendor relationships and selling floors. In the process, we expect to strengthen our ability to manage future changes in our marketplace as we work hard to return value to our shareholders over time.

Jim Gooch  
President and Chief Executive Officer

April 4, 2012

# WHAT'S IN STORE AT ALL THE RIGHT PLACES

**Company-Operated Stores, Kiosks and Dealer Locations** (as of Dec. 31, 2011)



**Global Locations** (as of Dec. 31, 2011)

- |            |             |                      |
|------------|-------------|----------------------|
| Antigua    | El Salvador | Panama               |
| Aruba      | Guatemala   | Paraguay             |
| Bahamas    | Haiti       | Peru                 |
| Bahrain    | Honduras    | Qatar                |
| Bolivia    | Jordan      | Saudi Arabia         |
| Colombia   | Kuwait      | St. Maarten          |
| Costa Rica | Lebanon     | Trinidad             |
| Curaçao    | Morocco     | United Arab Emirates |
| Ecuador    | Nicaragua   | United States        |
| Egypt      | Oman        |                      |

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

APR 19 2012

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.)

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

(Address of principal executive offices)

76102

(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  
Common Stock, par value \$1 per share

Name of each exchange on which registered  
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.

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# 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	Note 2
Supplemental Balance Sheet Disclosures – Property, Plant and Equipment, Net	Note 3
Commitments and Contingencies	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 <sup>(1)</sup>	16	1,496	850	104
Mexico RadioShack company-operated stores	1,306	227	211	204
Dealer and other outlets <sup>(2)</sup>	N/A	1,110	1,219	1,321
Discontinued kiosks <sup>(3)</sup>	N/A	--	417	458
Total number of retail locations <sup>(4)</sup>		<u>7,309</u>	<u>7,183</u>	<u>6,563</u>

- (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)					
	At December 31,					
	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
	<u>2,141</u>	<u>12,065</u>	<u>14,206</u>	<u>2,192</u>	<u>12,608</u>	<u>14,800</u>

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
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
	<u>4,476</u>	<u>1,496</u>	<u>1,068</u>	<u>7,040</u>

\*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
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 <sup>(1)</sup>	Approximate Dollar Value of Shares That May Yet Be Purchased Under the Plans or Programs <sup>(1)(2)</sup>
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	<u>930,000</u>		<u>930,000</u>	

(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.

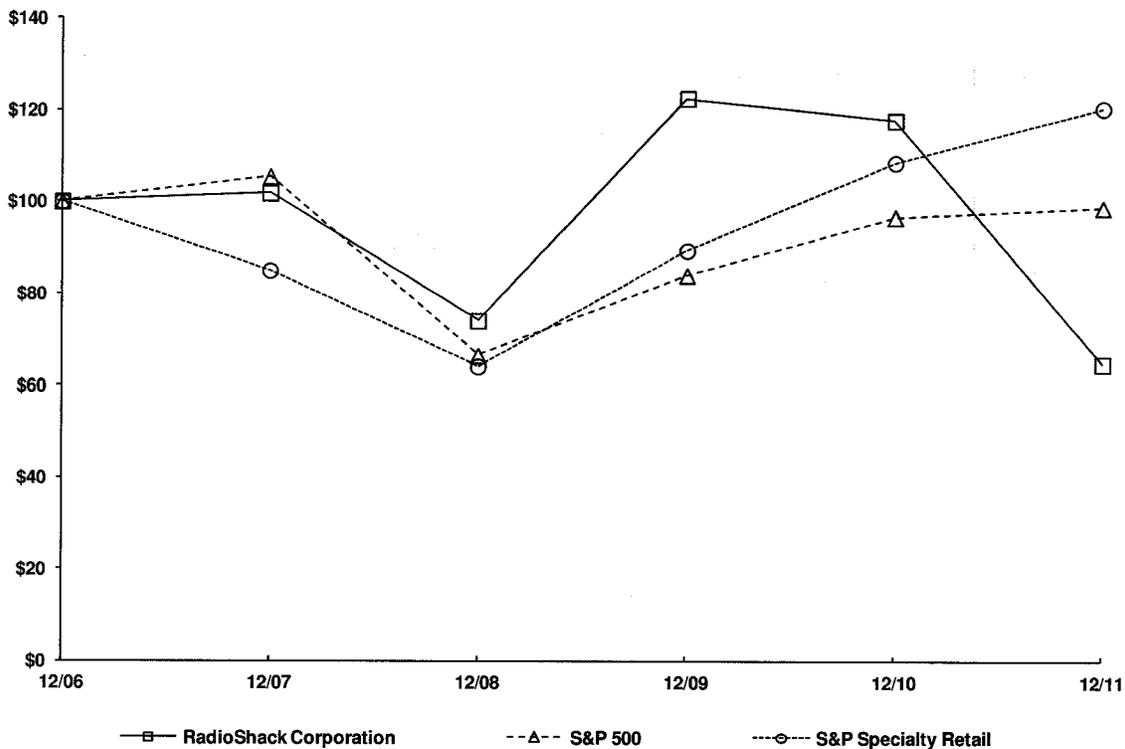
## RADIOSHACK STOCK COMPARATIVE PERFORMANCE GRAPH

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.

### COMPARISON OF 5 YEAR CUMULATIVE TOTAL RETURN\*

Among RadioShack Corporation, the S&P 500 Index, and 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

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

	Year Ended December 31,				
	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
Basic income per share from continuing operations	\$ 0.65	\$ 1.58	\$ 1.56	\$ 1.42	\$ 1.69
Basic net income per share	\$ 0.70	\$ 1.71	\$ 1.63	\$ 1.47	\$ 1.76
Diluted income per share from continuing operations	\$ 0.65	\$ 1.55	\$ 1.56	\$ 1.42	\$ 1.67
Diluted net income per share	\$ 0.70	\$ 1.68	\$ 1.63	\$ 1.47	\$ 1.74
Shares used in computing net income per share:					
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
Capital structure:					
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 <sup>(1)</sup>	\$ 1,423.9	\$ 1,482.3	\$ 1,676.1	\$ 1,520.3	\$ 1,117.9
Long-term debt as a % of total capitalization <sup>(1)</sup>	47.1%	22.4%	37.5%	43.4%	31.1%
Total debt as a % of total capitalization <sup>(1)</sup>	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 <sup>(2)</sup>	3.5	3.5	3.6	3.5	3.3
<b>Other Data</b>					
Adjusted EBITDA from continuing operations <sup>(3)</sup>	\$ 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	2,473	2,482	2,504	2,505	2,527
Comparable store sales (decrease) increase <sup>(4)</sup>	(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
<b>Reconciliation of adjusted EBITDA from continuing operations to income from continuing operations</b>					
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	<u>\$ 67.1</u>	<u>\$ 190.7</u>	<u>\$ 196.5</u>	<u>\$ 183.2</u>	<u>\$ 227.3</u>

## 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	<u>\$ 4,378.0</u>	<u>\$ 4,265.8</u>	<u>\$ 4,073.6</u>

Consolidated net sales and operating revenues increase	2.6%	4.7%	1.0%
Comparable store sales (decrease) increase <sup>(1)</sup>	(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					
	2011		2010		2009	
Mobility <sup>(1)</sup>	\$ 2,251.2	51.4%	\$ 1,885.6	44.2%	\$ 1,375.0	33.8%
Signature <sup>(2)</sup>	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 <sup>(3)</sup>	29.9	0.7	35.3	0.8	41.1	1.0
Consolidated net sales and operating revenues	<u>\$ 4,378.0</u>	<u>100.0%</u>	<u>\$ 4,265.8</u>	<u>100.0%</u>	<u>\$ 4,073.6</u>	<u>100.0%</u>

- (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.

(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	<u>\$ 3,663.3</u>	<u>100.0%</u>	<u>\$ 3,808.2</u>	<u>100.0%</u>	<u>\$ 3,650.9</u>	<u>100.0%</u>

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](http://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
	<u>\$ 1,577.4</u>	<u>36.0%</u>	<u>\$ 1,483.8</u>	<u>34.8%</u>	<u>\$ 1,435.0</u>	<u>35.2%</u>

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	<u>\$82.7</u>	<u>\$83.4</u>	<u>\$90.3</u>

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	<u>\$ 82.7</u>	<u>\$ 83.4</u>	<u>\$ 90.3</u>

## 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	<u>\$ 86.2</u>	<u>\$ 48.4</u>	<u>\$ 133.5</u>

## 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	<u>\$450.0</u>	<u>\$ --</u>	<u>\$ --</u>	<u>\$450.0</u>	<u>\$ --</u>

**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)	Payments Due by Period				
	Total	Less Than 1 Year	1-3 Years	3-5 Years	More than 5 Years
Contractual Obligations					
Long-term debt obligations <sup>(1)</sup>	\$ 701.0	\$ --	\$ 376.0	\$ --	\$ 325.0
Interest obligations	175.9	31.4	49.4	43.9	51.2
Operating lease obligations <sup>(2)</sup>	577.5	195.2	241.8	108.2	32.3
Purchase obligations <sup>(3)</sup>	333.2	316.0	15.2	2.0	--
Other long-term liabilities reflected on the balance sheet <sup>(4)</sup>	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.

	December 31,			
	2011		2010	
(Dollars in millions)	Dollars	% of Total Capitalization	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" or 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 <sup>(1)</sup>	4,630 <sup>(2)</sup>	\$ 14.87	9,232 <sup>(3)</sup>
Equity compensation plans not approved by shareholders <sup>(4)</sup>	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.

## SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, as amended, RadioShack Corporation has duly caused this Annual Report on Form 10-K to be signed on its behalf by the undersigned, thereunto duly authorized.

### RADIOSHACK CORPORATION

February 21, 2012

By: /s/ James F. Gooch  
James F. Gooch  
President and Chief Executive Officer

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, this Annual Report on Form 10-K has been signed below by the following persons on behalf of RadioShack Corporation and in the capacities indicated on this 21st day of February, 2012.

Signature	Title		
<u>/s/ James F. Gooch</u> James F. Gooch	President and Chief Executive Officer, Director (principal executive officer)		
<u>/s/ Dorvin D. Lively</u> Dorvin D. Lively	Executive Vice President – Chief Financial Officer and Chief Administrative Officer (principal financial officer)		
<u>/s/ Martin O. Moad</u> Martin O. Moad	Vice President and Controller (principal accounting officer)		
<u>/s/ Daniel R. Feehan</u> Daniel R. Feehan	Non-Executive Chairman of the Board	<u>/s/ H. Eugene Lockhart</u> H. Eugene Lockhart	Director
<u>/s/ Robert E. Abernathy</u> Robert E. Abernathy	Director	<u>/s/ Jack L. Messman</u> Jack L. Messman	Director
<u>/s/ Frank J. Belatti</u> Frank J. Belatti	Director	<u>/s/ Thomas G. Plaskett</u> Thomas G. Plaskett	Director
<u>/s/ Julie A. Dobson</u> Julie A. Dobson	Director	<u>/s/ Edwina D. Woodbury</u> Edwina D. Woodbury	Director

# RADIOSHACK CORPORATION

## INDEX TO CONSOLIDATED FINANCIAL STATEMENTS

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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.



Fort Worth, Texas  
February 21, 2012

# RADIOSHACK CORPORATION AND SUBSIDIARIES

## Consolidated Statements of Income

(In millions, except per share amounts)	Year Ended December 31,					
	2011		2010		2009	
	Dollars	% of Revenues	Dollars	% of Revenues	Dollars	% of Revenues
<b>Net sales and operating revenues</b>	\$ 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
<b>Gross profit</b>	<u>1,810.8</u>	<u>41.4</u>	<u>1,913.7</u>	<u>44.9</u>	<u>1,873.1</u>	<u>46.0</u>
Operating expenses:						
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	<u>1,655.7</u>	<u>37.9</u>	<u>1,563.5</u>	<u>36.7</u>	<u>1,517.6</u>	<u>37.3</u>
<b>Operating income</b>	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 before income taxes</b>	107.3	2.4	310.9	7.2	314.6	7.7
Income tax expense	<u>40.2</u>	<u>0.9</u>	<u>120.2</u>	<u>2.8</u>	<u>118.1</u>	<u>2.9</u>
<b>Income from continuing operations</b>	67.1	1.5%	190.7	4.4%	196.5	4.8%
Discontinued operations, net of income taxes	<u>5.1</u>		<u>15.4</u>		<u>8.5</u>	
<b>Net income</b>	<u>\$ 72.2</u>		<u>\$ 206.1</u>		<u>\$ 205.0</u>	
<b>Basic net income per share:</b>						
Income per share from continuing operations	\$ 0.65		\$ 1.58		\$ 1.56	
Income per share from discontinued operations	<u>0.05</u>		<u>0.13</u>		<u>0.07</u>	
Net income per share (basic)	<u>\$ 0.70</u>		<u>\$ 1.71</u>		<u>\$ 1.63</u>	
<b>Diluted net income per share:</b>						
Income per share from continuing operations	\$ 0.65		\$ 1.55		\$ 1.56	
Income per share from discontinued operations	<u>0.05</u>		<u>0.13</u>		<u>0.07</u>	
Net income per share (diluted)	<u>\$ 0.70</u>		<u>\$ 1.68</u>		<u>\$ 1.63</u>	
Shares used in computing net income per share:						
Basic	<u>102.5</u>		<u>120.5</u>		<u>125.4</u>	
Diluted	<u>103.3</u>		<u>122.7</u>		<u>126.1</u>	

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>		
Current assets:		
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>	<u>1,812.8</u>	<u>1,778.7</u>
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>	<u>\$ 2,175.1</u>	<u>\$ 2,175.4</u>
<b>Liabilities and Stockholders' Equity</b>		
Current liabilities:		
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>	<u>663.6</u>	<u>908.1</u>
Long-term debt, excluding current maturities	670.6	331.8
Other non-current liabilities	87.6	93.0
<b>Total liabilities</b>	<u>1,421.8</u>	<u>1,332.9</u>
Commitments and contingencies		
Stockholders' equity:		
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>	<u>753.3</u>	<u>842.5</u>
<b>Total liabilities and stockholders' equity</b>	<u>\$ 2,175.1</u>	<u>\$ 2,175.4</u>

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
<b>Cash flows from operating activities:</b>			
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	<u>217.9</u>	<u>155.0</u>	<u>245.8</u>
<b>Cash flows from investing activities:</b>			
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	<u>(80.1)</u>	<u>(80.0)</u>	<u>(80.8)</u>
<b>Cash flows from financing activities:</b>			
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	<u>(115.5)</u>	<u>(413.8)</u>	<u>(71.6)</u>
<b>Net increase (decrease) in cash and cash equivalents</b>	<b>22.3</b>	<b>(338.8)</b>	<b>93.4</b>
Cash and cash equivalents, beginning of period	569.4	908.2	814.8
Cash and cash equivalents, end of period	<u>\$ 591.7</u>	<u>\$ 569.4</u>	<u>\$ 908.2</u>
<b>Supplemental cash flow information:</b>			
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	<u>146.0</u>	<u>146.0</u>	<u>191.0</u>	<u>\$ 146.0</u>	<u>\$ 146.0</u>	<u>\$ 191.0</u>
<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	<u>(46.7)</u>	<u>(40.3)</u>	<u>(65.8)</u>	<u>\$ (1,043.0)</u>	<u>\$ (949.0)</u>	<u>\$ (1,621.9)</u>
<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				<u>\$ 137.1</u>	<u>\$ 147.3</u>	<u>\$ 161.8</u>
<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				<u>\$ 1,525.1</u>	<u>\$ 1,502.5</u>	<u>\$ 2,323.9</u>
<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				<u>\$ (11.9)</u>	<u>\$ (4.3)</u>	<u>\$ (6.5)</u>
<b>Total stockholders' equity</b>						
				<u>\$ 753.3</u>	<u>\$ 842.5</u>	<u>\$ 1,048.3</u>
<b>Comprehensive income</b>						
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
<b>Comprehensive income</b>				<u>\$ 64.6</u>	<u>\$ 208.3</u>	<u>\$ 205.5</u>

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
<b>Balances at December 31, 2009</b>			
Goodwill	\$ 2.8	\$ 36.1	\$ 38.9
Accumulated impairment losses	--	--	--
	<u>2.8</u>	<u>36.1</u>	<u>38.9</u>
Acquisition of dealer	0.1	--	0.1
Foreign currency translation adjustment	--	2.2	2.2
	<u>0.1</u>	<u>2.2</u>	<u>2.2</u>
<b>Balances at December 31, 2010</b>			
Goodwill	2.9	38.3	41.2
Accumulated impairment losses	--	--	--
	<u>2.9</u>	<u>38.3</u>	<u>41.2</u>
Foreign currency translation adjustment	--	(4.2)	(4.2)
	<u>--</u>	<u>(4.2)</u>	<u>(4.2)</u>
<b>Balances at December 31, 2011</b>			
Goodwill	2.9	34.1	37.0
Accumulated impairment losses	--	--	--
	<u>\$ 2.9</u>	<u>\$ 34.1</u>	<u>\$ 37.0</u>

**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	<u>\$ 360.6</u>	<u>\$ 377.5</u>

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	<u>\$ 1.4</u>	<u>\$ 1.4</u>	<u>\$ 1.8</u>

#### 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	<u>\$ 116.1</u>	<u>\$ 108.1</u>

**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	<u>\$ 270.2</u>	<u>\$ 274.3</u>

**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	<u>\$ 55.1</u>	<u>\$ 81.2</u>

**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	<u>\$ 315.4</u>	<u>\$ 327.7</u>

**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	<u>\$ 87.6</u>	<u>\$ 93.0</u>

**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
	<u>701.0</u>	<u>682.8</u>
Unamortized debt discounts	(30.4)	(44.2)
Basis adjustment due to interest rate swaps	--	1.2
	<u>670.6</u>	<u>639.8</u>
Less current portion of:		
Notes payable	--	306.8
Basis adjustment due to interest rate swaps	--	1.2
	<u>--</u>	<u>308.0</u>
Total long-term debt	<u>\$ 670.6</u>	<u>\$ 331.8</u>

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
Total	<u>\$ 701.0</u>

**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 12.5% 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.

## NOTE 5 – STOCKHOLDERS' EQUITY

**2011 Share Repurchase Program:** In October 2011, our Board of Directors approved a share repurchase program with no expiration date authorizing management to repurchase up to \$200 million of our common stock to be executed through open market or private transactions. During the fourth quarter of 2011, we paid \$11.9 million to purchase approximately 0.9 million shares of our common stock in open market purchases. As of December 31, 2011, there was \$188.1 million available for share repurchases under this program. We announced on January 30, 2012, that we have suspended further share repurchases under this program.

**2008 Share Repurchase Program:** In July 2008, our Board of Directors approved a share repurchase program with no expiration date authorizing management to repurchase up to \$200 million of our common stock. During the third quarter of 2008, we repurchased 6.0 million shares or \$110.0 million of our common stock under this program. As of December 31, 2008, there was \$90.0 million available for share repurchases under this program.

In August 2009, our Board of Directors approved a \$200 million increase in this share repurchase program. As of December 31, 2009, \$290 million of the total authorized amount was available for share repurchases under this program.

In August 2010, our Board of Directors approved an increase in this share repurchase program from \$400 million to \$610 million with \$500 million available for share repurchases under this program. In November 2010, we completed a \$300 million accelerated share repurchase ("ASR") program that we entered into in August 2010, which is further discussed below. We repurchased 14.9 million shares under the ASR program. In addition, after the conclusion of the ASR program in November 2010, we repurchased \$98.6 million worth of shares in the open market, representing 4.9 million shares. As of December 31, 2010, \$101.4 million of the total authorized amount was available for 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. These purchases completed our \$610 million share repurchase authorization.

**Accelerated Share Repurchase Program:** As mentioned above, in August 2010, we entered into an accelerated share repurchase program with two investment banks to repurchase shares of our common stock under our approved share repurchase program. On August 24, 2010, we paid \$300 million to the investment banks in exchange for an initial delivery of 11.7 million shares to us. At the conclusion of the ASR program, we received an additional

3.2 million shares. The 14.9 million shares delivered to us was based on the average daily volume weighted average price of our common stock over a period beginning immediately after the effective date of the ASR agreements and ending on November 2, 2010.

**Dividends Declared:** We paid a per share annual dividend of \$0.50, \$0.25, and \$0.25 in 2011, 2010 and 2009, respectively. The dividends were paid in December of each year.

**Call Spread Transactions:** In connection with the issuance of the 2013 Convertible Notes (see Note 4 – “Indebtedness and Borrowing Facilities”), we entered into separate convertible note hedge transactions and separate warrant transactions related to our common stock with Citigroup and Bank of America to reduce the potential dilution upon conversion of the 2013 Convertible Notes.

Under the terms of the convertible note hedge arrangements (the “Convertible Note Hedges”), we paid \$86.3 million for a forward purchase option contract under which we are entitled to purchase a fixed number of shares (initially 15.5 million shares) of our common stock at an initial price per share of \$24.25. In the event of the conversion of the 2013 Convertible Notes, this forward purchase option contract allows us to purchase, at a fixed price equal to the implicit conversion price of common shares issued under the 2013 Convertible Notes, a number of common shares equal to the common shares that we issue to a note holder upon conversion. Settlement terms of this forward purchase option allow us to elect cash or share settlement based on the settlement option we choose in settling the conversion feature of the 2013 Convertible Notes. The Convertible Note Hedges expire on August 1, 2013.

The exercise price of the Convertible Note Hedges is linked to our 2013 Convertible Notes. In 2011, the Convertible Note Anti-Dilutive Provision was triggered. See Note 4 - “Indebtedness and Borrowing Facilities,” for more information on the Convertible Note Anti-Dilutive Provision. As a result, at December 31, 2011, the Convertible Note Hedges entitled us to purchase 15.8 million shares of our common stock at a price per share of \$23.77.

Also concurrent with the issuance of the 2013 Convertible Notes, we sold warrants (the “Warrants”) permitting the purchasers to acquire shares of our common stock. The Warrants were initially exercisable for 15.5 million shares of our common stock at an initial exercise price of \$36.60 per share. We received \$39.9 million in proceeds for the sale of the Warrants. The Warrants may be settled at various dates beginning in November 2013 and ending in March 2014. The Warrants provide for net share settlement. In no event will we be required to deliver a number of shares in

connection with the transaction in excess of twice the aggregate number of Warrants.

The exercise price of the Warrants is linked to our 2013 Convertible Notes. In 2011, a Convertible Note Anti-Dilutive Provision was triggered. As a result, at December 31, 2011, the Warrants were exercisable for 15.8 million shares of our common stock at an exercise price of \$35.88 per share.

We determined that the Convertible Note Hedges and Warrants meet the requirements of the FASB’s accounting guidance for accounting for derivative financial instruments indexed to, and potentially settled in, a company’s own stock and other relevant guidance and, therefore, are classified as equity transactions. As a result, we recorded the purchase of the Convertible Note Hedges as a reduction in additional paid-in capital and the proceeds of the Warrants as an increase to additional paid-in capital in the Consolidated Balance Sheets, and we will not recognize subsequent changes in the fair value of the agreements in the financial statements.

In accordance with the FASB’s accounting guidance in calculating earnings per share, the Warrants will have no effect on diluted net income per share until our common stock price exceeds the per share strike price of \$35.88 for the Warrants. We will include the effect of additional shares that may be issued upon exercise of the Warrants using the treasury stock method. The Convertible Note Hedges are antidilutive and, therefore, will have no effect on diluted net income per share.

**Treasury Stock Retirement:** In December 2010, our Board of Directors approved the retirement of 45.0 million shares of our common stock held as treasury stock. These shares returned to the status of authorized and unissued.

## NOTE 6 – PLANT CLOSURE

During the second quarter of 2011, we ceased production operations in our Chinese manufacturing plant. 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 related 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.

## NOTE 7 – STOCK-BASED INCENTIVE PLANS

We have implemented several plans to award employees with stock-based compensation, which are described below.

**Incentive Stock Plans:** Under the Incentive Stock Plans (“ISPs”) described below, the exercise price of options must be equal to or greater than the fair market value of a share of our common stock on the date of grant. The Management Development and Compensation Committee of our Board of Directors (“MD&C”) specifies the terms for grants of options under these ISPs; terms of these options may not exceed ten years. Grants of options generally vest over three years and grants typically have a term of seven or ten years. Option agreements issued under the ISPs generally provide that, in the event of a change in control, all options become immediately and fully exercisable. Repricing or exchanging options for lower priced options is not permitted under the ISPs without shareholder approval. A brief description of each of our incentive stock plans with awards still outstanding is included below:

**1997 Incentive Stock Plan (“1997 ISP”):** The 1997 ISP permitted the grant of up to 11.0 million shares in the form of incentive stock options (“ISOs”), non-qualified stock options (options which are not ISOs) (“NQs”) and restricted stock. The 1997 ISP expired on February 27, 2007, and no further grants may be made under this plan. As of December 31, 2011, approximately 0.8 million stock options were outstanding under this plan.

**1999 Incentive Stock Plan (“1999 ISP”):** The 1999 ISP permitted the grant of up to 9.5 million shares in the form of NQs. Grants of restricted stock, performance awards and options intended to qualify as ISO’s under the Internal Revenue Code were not authorized under this plan. The 1999 ISP also permitted directors to elect to receive shares in lieu of cash payments for their annual retainer fees and board and committee meeting fees. The 1999 ISP expired on February 23, 2009, and no further grants may be made under this plan. As of December 31, 2011, approximately 0.9 million stock options were outstanding under this plan.

**2001 Incentive Stock Plan (“2001 ISP”):** The 2001 ISP permitted the grant of up to 9.2 million shares in the form of ISOs and NQs. The 2001 ISP also permitted directors to elect to receive shares in lieu of

cash payments for their annual retainer fees and board and committee meeting fees. The 2001 ISP was terminated in 2009 upon the shareholder approval of the 2009 ISP and no further grants may be made under this plan. As of December 31, 2011, approximately 1.7 million stock options were outstanding under this plan.

**2009 Incentive Stock Plan (“2009 ISP”):** The 2009 ISP permits the grant of up to 11.0 million shares in the form of ISOs, NQs, restricted stock, restricted stock units, stock appreciation rights, or other stock-based awards. The 2009 ISP also permits directors to elect to receive shares in lieu of cash payments for their annual retainer fees and board and committee meeting fees. Full-value awards granted under the 2009 ISP, such as restricted stock and restricted stock units, will reduce the number of shares available for grant by 1.68 shares for each share or unit granted. Stock options and stock appreciation rights will reduce the number of shares available for grant by one share for each stock option or stock appreciation right granted. This plan expires on February 18, 2019. As of December 31, 2011, approximately 1.5 million stock options and 0.3 million shares of unvested restricted stock were outstanding, and up to 8.6 million shares were available for grant in the form of stock options under this plan.

During the third quarter of 2006, we granted 1.7 million options under the 1997, 1999 and 2001 ISPs to our former Chief Executive Officer and our former Chief Financial Officer, who is currently our Chief Executive Officer. These options vested over four years from the date of grant and expire in the third quarter of 2013. We also granted 2.5 million non-plan options to our former Chief Executive Officer as part of an inducement grant related to the terms of his employment. These options vested over four years from the date of grant and expire in the third quarter of 2013. An additional market condition was attached to 2.0 million of these non-plan options that restricted exercise until certain stock price hurdles had been achieved. The market condition was met in 2007, and all stock price hurdles have been achieved.

The fair value of the stock options granted during the years ended December 31, 2011, 2010 and 2009, was estimated using the Black-Scholes-Merton option-pricing model. The Black-Scholes-Merton model requires the use of certain subjective assumptions.

The following table lists the assumptions used in calculating the fair value of stock options granted during each year:

Valuation Assumptions <sup>(1)</sup>	2011	2010	2009
Risk free interest rate <sup>(2)</sup>	1.6%	2.3%	2.0%
Expected dividend yield	2.0%	1.3%	1.8%
Expected stock price volatility <sup>(3)</sup>	43.0%	42.4%	50.4%
Expected life of stock options (in years) <sup>(4)</sup>	5.4	5.4	5.4

- (1) Forfeitures are estimated using historical experience and projected employee turnover.
- (2) Based on the U.S. Treasury constant maturity interest rate whose term is consistent with the expected life of our stock options.
- (3) We consider both the historical volatility of our stock price, as well as implied volatilities from exchange-traded options on our stock.
- (4) We estimate the expected life of stock options based upon historical experience.

Information with respect to stock option activity under the above plans is as follows:

	Shares (In thousands)	Weighted Average Exercise Price	Remaining Contractual Life (in years)	Aggregate Intrinsic Value (in millions)
Outstanding at January 1, 2011	8,517	\$ 17.52		
Grants	811	14.15		
Exercised	(623)	7.97		
Expired	(1,135)	36.53		
Forfeited	(221)	20.24		
Outstanding at December 31, 2011	<u>7,349</u>	<u>\$ 14.94</u>	<u>2.3</u>	<u>\$ 2.0</u>
Exercisable at December 31, 2011	<u>6,390</u>	<u>\$ 15.12</u>	<u>1.7</u>	<u>\$ 1.7</u>

The weighted-average grant-date fair value of stock options granted during 2011, 2010 and 2009, was \$4.84, \$7.08 and \$4.32, respectively.

The aggregate intrinsic value of options exercised under our stock option plans was \$3.5 million, \$1.3 million, and \$0.1 million for 2011, 2010 and 2009, respectively. The aggregate intrinsic value is the amount by which the market price of our common stock on the date of exercise exceeded the exercise price of the option. Net cash proceeds from the exercise of stock options were \$6.0 million, \$4.0 million and \$0.7 million in 2011, 2010 and 2009, respectively. The actual income tax benefit realized from stock option exercises was \$1.4 million, \$0.5 million and zero, in 2011, 2010 and 2009, respectively.

The following table summarizes information concerning currently outstanding and exercisable options to purchase our common stock:

(Share amounts in thousands)	Options Outstanding			Options Exercisable	
	Shares Outstanding at Dec. 31, 2011	Weighted Average Remaining Contractual Life (in years)	Weighted Average Exercise Price	Shares Exercisable at Dec. 31, 2011	Weighted Average Exercise Price
Range of Exercise Prices					
\$ 7.05 – 13.58	1,037	3.9	\$ 8.45	660	\$ 7.13
13.82	4,000	1.5	13.82	4,000	13.82
14.80 – 17.80	723	5.1	15.99	194	17.76
18.52 – 19.20	840	2.7	18.66	796	18.64
19.39 – 30.99	749	1.1	24.76	740	24.82
\$ 7.05 – 30.99	<u>7,349</u>	<u>2.3</u>	<u>\$ 14.94</u>	<u>6,390</u>	<u>\$ 15.12</u>

**Restricted Stock Plan:** The 2007 Restricted Stock Plan (“2007 RSP”) permitted the grant of up to 0.5 million shares of restricted stock to selected officers of the Company, as determined by the MD&C. This plan was terminated in 2009 upon shareholder approval of the 2009 ISP, and no further grants may be made under this plan. As of December 31, 2011, approximately 63,000 shares of unvested restricted stock were outstanding under this plan. Transactions related to restricted stock awards issued under the 2007 RSP and the 2009 ISP for the year ended December 31, 2011, are summarized as follows:

(In thousands, except per share amounts)	Shares	Weighted-Average Fair Value Per Share
Non-vested at January 1, 2011	454	\$ 14.43
Granted	277	14.68
Vested or released <sup>(1)</sup>	(259)	14.79
Canceled or forfeited	(65)	13.76
Non-vested at December 31, 2011	<u>407</u>	<u>\$ 14.48</u>

(1) For plan participants age 55 and older, certain granted but unvested shares are released from the plan for tax withholdings on the participants’ behalf.

We granted approximately 277,000, 298,000, and 346,000 shares of restricted stock in 2011, 2010 and 2009, respectively, under these plans.

Restricted stock awards are valued at the market price of a share of our common stock on the date of grant. In general, these awards vest at the end of a three-year period from the date of grant and are expensed on a straight-line basis over that period, which is considered to be the requisite service period. This expense totaled \$2.9 million, \$4.7 million, and \$1.8 million for the years ended December 31, 2011, 2010 and 2009, respectively.

The weighted-average grant-date fair value per share of restricted stock awards granted was \$14.68, \$19.21 and \$7.05 in 2011, 2010 and 2009, respectively. The total fair value of restricted stock awards vested was approximately \$3.8 million, \$1.7 million and \$1.3 million in 2011, 2010 and 2009, respectively.

The compensation cost charged against income for all stock-based compensation plans was \$5.4 million, \$9.9 million and \$12.1 million in 2011, 2010 and 2009, respectively. The total income tax benefit recognized for all stock-based compensation plans was \$2.1 million, \$2.6 million and \$3.9 million in 2011, 2010 and 2009, respectively. At December 31, 2011, there was \$6.8 million of unrecognized compensation expense related to the unvested portion of our stock-based awards that is expected to be recognized over a weighted average period of 2.19 years.

**Deferred Stock Units:** In 2004, the stockholders approved the RadioShack 2004 Deferred Stock Unit Plan for Non-Employee Directors (“Deferred Plan”), which was amended in 2008. Under the plan, each non-employee director receives a one-time initial grant of units equal to the number of shares of our common stock that represent a fair market value of \$150,000 on the grant date, and an annual grant of units equal to the number of shares of our common stock that represent a fair market value of \$105,000 on the annual grant date.

Under the Deferred Plan, one-third of the Units covered by an award vest on each of the first three anniversaries of the date of grant. Vesting of outstanding awards is accelerated under certain circumstances. At termination of service, death, disability or change in control of RadioShack, Directors will receive shares of common stock equal to the number of vested Units. Directors receive these shares in a lump sum. We granted approximately 53,000, 29,000, and 45,000 Units in 2011, 2010 and 2009, respectively. The weighted-average grant-date fair value per Unit granted was \$14.80, \$21.75 and \$13.97 in 2011, 2010 and 2009, respectively. There were approximately 277,000 Units outstanding and 639,000 Units available for grant at December 31, 2011.

#### NOTE 8 – EMPLOYEE BENEFIT PLANS

The following benefit plans were in place during the periods covered by the financial statements.

**RadioShack 401(k) Plan:** The RadioShack 401(k) Plan (“401(k) Plan”), a defined contribution plan, was most recently amended and restated effective July 1, 2010, and allows a participant to defer, by payroll deductions, from 1% to 75% of the participant’s annual compensation, limited to certain annual maximums set by the Internal Revenue Code. The 401(k) Plan also presently provides that our contribution to each participant’s account maintained under the 401(k) Plan be an amount equal to 100% of the participant’s contributions up to 4% of the participant’s annual compensation. This percentage contribution made by us is discretionary and may change in the future. Our contributions go directly to the 401(k) Plan and are made in cash and invested according to the investment elections made by the participant for the participant’s own contributions. Company contributions to the 401(k) Plan were \$5.6 million, \$6.2 million and \$6.6 million for 2011, 2010 and 2009, respectively.

**Supplemental Executive Retirement Plan:** Prior to January 1, 2006, certain officers of the Company were participants in RadioShack’s Salary Continuation Plan (“SCP”) or its Deferred Compensation Plan (“DCP” and, together with the SCP, the “Plans”), which provided a defined benefit to be paid out over a ten-year period upon retirement between the ages of 55 and 70. Participation in

the Plans and the benefit payments were based solely on the discretion and approval of the MD&C, and the benefit payments did not bear any relationship to a participant's present compensation, final compensation or years of service. We accrued benefit payments earned based on the provisions set forth by the MD&C for each individual person. Based on the method by which the Plans were administered and because there was not a specific plan governing the benefit payment calculation, the accounting and disclosure provisions of the FASB's accounting guidance for pensions were not previously required.

The Company adopted an unfunded Supplemental Executive Retirement Plan ("SERP") effective January 1, 2006, for selected officers of the Company. The SERP was most recently amended and restated effective as of December 31, 2010. Upon retirement at age 55 years or older, participants in the SERP are eligible to receive, for ten years, an annual amount equal to a percentage of the average of their five highest consecutive years of compensation (base salary and bonus), to be paid in 120 monthly installments. The amount of the percentage increases by 2 1/2% for each year of participation in the SERP, up to a maximum of 50%.

To be a participant in the SERP, officers who were participants in the SCP or DCP had to withdraw from the applicable plan and would then only receive benefits under the SERP. The benefits for these officers are calculated under the SERP using a formula that calculates the benefit under each plan (SERP, SCP or DCP) and pays the participant the highest dollar benefit.

If a SERP participant terminates employment due to retirement or disability between the ages of 55 and 70, the participant is entitled to their normal vested SERP benefit, paid in 120 equal monthly payments.

Based on the effective date of the SERP of January 1, 2006, fiscal year 2006 was the initial year in which an actuarial valuation was performed. The projected benefit obligation at the beginning of 2006 represents the actuarial valuation that was performed as of January 1, 2006, based on the information and assumptions developed at that time. Participants in the SERP as of January 1, 2006, were given credit for prior service as an officer of the Company. Therefore, this service credit generated prior service costs that are not required to be immediately recognized, but that are amortized for purposes of the net periodic benefit cost calculation over the estimated average remaining service period for active employee participants.

We use the last day of our fiscal year as the measurement date for determining SERP obligations and conduct an actuarial valuation at that date. The change in benefit obligation, plan assets, and funded status for 2011 and 2010 are as follows:

(In millions)	Year Ended December 31,	
	2011	2010
Change in benefit obligation:		
Benefit obligation at beginning of year	\$ 21.2	\$ 24.0
Service cost – benefits earned during the year	0.8	0.6
Interest cost on projected benefit obligation	0.8	1.0
Actuarial loss	0.3	0.5
Benefits paid	(4.0)	(4.9)
Benefit obligation at end of year	<u>19.1</u>	<u>21.2</u>
Change in plan assets:		
Fair value of plan assets at beginning of year	--	--
Employer contribution	4.0	4.9
Benefits paid	(4.0)	(4.9)
Fair value of plan assets at end of year	--	--
Underfunded status	<u>\$ (19.1)</u>	<u>\$ (21.2)</u>

The accumulated benefit obligation was \$18.8 million and \$20.6 million at December 31, 2011 and 2010, respectively.

Amounts recognized as liabilities in the Consolidated Balance Sheets consist of:

(In millions)	December 31,	
	2011	2010
Accrued expenses and other current liabilities	\$ 3.2	\$ 3.9
Other non-current liabilities	15.9	17.3
Net amount recognized	<u>\$ 19.1</u>	<u>\$ 21.2</u>

The cost of the SERP defined benefit plan included the following components for the last three years:

(In millions)	2011	2010	2009
Service cost – benefits earned during the year	\$ 0.8	\$ 0.6	\$ 0.5
Interest cost on projected benefit obligation	0.8	1.0	1.4
Amortization of prior service cost	0.1	0.1	0.1
Net periodic benefit cost	<u>\$ 1.7</u>	<u>\$ 1.7</u>	<u>\$ 2.0</u>

Amounts not yet reflected in net periodic benefit cost and included in accumulated other comprehensive loss (pre-tax) included prior service cost of \$0.5 million and \$0.7 million at December 31, 2011 and 2010, respectively, and an actuarial loss of \$0.5 million and \$0.2 million at December 31, 2011 and 2010, respectively. The amount of prior service cost that will be amortized from accumulated other comprehensive loss into net periodic benefit cost in 2012 is estimated to be \$0.1 million.

The following table contains the actuarial assumptions used to determine the benefit obligations and the net periodic benefit cost for each year presented:

	2011	2010	2009
Benefit obligations:			
Discount rate	3.3%	4.1%	4.7%
Rate of compensation increase	3.5%	3.5%	3.5%
Net periodic benefit cost:			
Discount rate	4.1%	4.7%	5.9%
Rate of compensation increase	3.5%	3.5%	3.5%

We base our discount rate on the rates of return available on high-quality bonds with maturities approximating the expected period over which the pension benefits will be paid. The rate of compensation increase is based on historical and expected increases.

As the SERP is an unfunded plan, benefit payments are made from the general assets of RadioShack. The expected future benefit payments based upon the assumptions described above and including benefits attributable to future employee service for the following periods are as follows:

(In millions)	
2012	\$ 3.6
2013	3.4
2014	3.0
2015	2.5
2016	1.6
2017 through 2021	4.4

In 2012, we expect to make contributions to the plan of \$3.6 million in the form of benefit payments.

## NOTE 9 – INCOME TAXES

The following is a reconciliation of the federal statutory income tax rate to our income tax expense:

(In millions)	Year Ended December 31,		
	2011	2010	2009
Components of income from continuing operations:			
United States	\$ 117.0	\$ 308.8	\$ 312.5
Foreign	(9.7)	2.1	2.1
Income from continuing operations before income taxes	107.3	310.9	314.6
Statutory tax rate	x 35.0%	x 35.0%	x 35.0%
Federal income tax expense at statutory rate	37.6	108.8	110.1
State income taxes, net of federal benefit	2.1	8.3	8.7
Unrecognized tax benefits	2.5	1.0	(3.1)
Other, net	(2.0)	2.1	2.4
Total income tax expense	\$ 40.2	\$ 120.2	\$ 118.1
Effective tax rate	37.5%	38.7%	37.5%

The components of income tax expense were as follows:

(In millions)	Year Ended December 31,		
	2011	2010	2009
Current:			
Federal	\$ (0.4)	\$ 92.8	\$ 103.4
State	3.4	12.3	6.7
Foreign	2.0	2.4	2.6
	5.0	107.5	112.7
Deferred:			
Federal	31.6	11.3	5.8
State	2.8	1.2	(0.1)
Foreign	0.8	0.2	(0.3)
	35.2	12.7	5.4
Income tax expense	\$ 40.2	\$ 120.2	\$ 118.1

The tax effect of cumulative temporary differences that gave rise to the deferred tax assets and liabilities were as follows:

(In millions)	December 31,	
	2011	2010
Deferred tax assets:		
Insurance reserves	\$ 14.6	15.5
Deferred compensation	12.2	13.7
Indirect effect of unrecognized tax benefits	11.1	10.1
Inventory valuation adjustments	10.6	11.4
Reserve for estimated wireless service deactivations	8.9	12.0
Deferred revenue	7.9	13.6
Accrued average rent	8.7	8.5
Depreciation and amortization	--	16.6
Other	21.7	26.9
Total deferred tax assets	95.7	128.3
Deferred tax liabilities:		
Depreciation and amortization	8.7	--
Deferred taxes on foreign operations	4.1	6.6
Other	11.4	14.4
Total deferred tax liabilities	24.2	21.0
Net deferred tax assets	\$71.5	\$107.3

Deferred tax assets and liabilities were included in the Consolidated Balance Sheets as follows:

(In millions)	December 31,	
	2011	2010
Other current assets	\$ 54.4	\$ 61.4
Other non-current assets	17.1	45.9
Net deferred tax assets	\$ 71.5	\$ 107.3

We anticipate that we will generate sufficient pre-tax income in the future to realize the full benefit of U.S. deferred tax assets related to future deductible amounts. Accordingly, a valuation allowance was not required at December 31, 2011 or 2010. We have not recorded deferred U.S. income taxes or foreign withholding taxes on temporary differences resulting from earnings for certain foreign subsidiaries that are considered permanently invested outside the United States. The cumulative amount of these earnings and the amount of the unrecognized deferred tax liability related to

these earnings were not material to the financial statements.

A reconciliation of the consolidated liability for gross unrecognized income tax benefits (excluding interest) from January 1, 2009, to December 31, 2011, is as follows:

(In millions)	2011	2010	2009
Balance at beginning of year	\$ 25.9	\$ 26.5	\$ 38.1
Increases related to prior period tax positions	1.8	--	--
Decreases related to prior period tax positions	(0.4)	(0.4)	(5.5)
Increases related to current period tax positions	1.8	1.7	1.9
Settlements	(0.6)	(1.1)	(7.2)
Lapse in applicable statute of limitations	(1.2)	(0.8)	(0.8)
Balance at end of year	<u>\$ 27.3</u>	<u>\$ 25.9</u>	<u>\$ 26.5</u>

The amount of net unrecognized tax benefits that, if recognized, would affect the effective tax rate as of December 31, 2011, was \$21.1 million.

We recognize accrued interest and penalties associated with uncertain tax positions as part of the tax provision. As of December 31, 2011 and 2010, we had \$12.4 million and \$10.8 million, respectively, of accrued interest expense associated with uncertain tax positions. Income tax expense included interest associated with uncertain tax positions of \$2.7 million, \$1.7 million, and \$3.6 million, in 2011, 2010, and 2009, respectively.

We expect approximately \$3.4 million of changes in unrecognized tax benefit liabilities over the next twelve months and this amount is classified in other current liabilities on the Consolidated Balance Sheets at December 31, 2011. The remaining amount of our unrecognized tax benefit liabilities are classified in other non-current liabilities.

RadioShack Corporation and its U.S. subsidiaries join in the filing of a U.S. federal consolidated income tax return. The U.S. federal statute of limitations is closed for all years prior to 2004. Foreign and U.S. state jurisdictions have statutes of limitations generally ranging from 3 to 5 years. Our tax returns are currently under examination in various federal, state and foreign jurisdictions. While one or more of these examinations may be concluded within the next twelve months, we do not expect this to have a significant effect on our results of operations or financial position. Our effective tax rate for future periods may be affected by the settlement of tax controversies or by the expiration of the statute of limitations for periods for which a liability has been established.

## NOTE 10 – NET INCOME PER SHARE

Basic net income per share is computed based only on the weighted average number of common shares outstanding for each period presented. Diluted net income per share reflects the potential dilution that would have occurred if securities or other contracts to issue common stock were exercised, converted, or resulted in the issuance of common stock that would have then shared in the earnings of the entity.

The following table reconciles the numerator and denominator used in the basic and diluted net income per share calculations for the years presented:

(In millions)	2011	2010	2009
<b>Numerator:</b>			
Income from continuing operations	\$ 67.1	\$ 190.7	\$ 196.5
Discontinued operations, net of taxes	5.1	15.4	8.5
Net income	<u>\$ 72.2</u>	<u>\$ 206.1</u>	<u>\$ 205.0</u>
<b>Denominator:</b>			
Weighted-average common shares outstanding	102.5	120.5	125.4
Dilutive effect of stock-based awards	0.8	2.2	0.7
Weighted average shares for diluted net income per share	<u>103.3</u>	<u>122.7</u>	<u>126.1</u>

The following table includes common stock equivalents that were not included in the calculation of diluted net income per share for the periods presented:

(In millions)	2011	2010	2009
Employee stock options <sup>(1)</sup>	6.3	1.8	4.6
Warrants to purchase common stock <sup>(1)</sup>	15.8	15.5	15.5
Convertible debt Instruments <sup>(2)</sup>	15.8	15.5	15.5

(1) These common stock equivalents were excluded because their exercise prices (\$35.88, \$36.60, and \$36.60 per share for the warrants in 2011, 2010, and 2009, respectively) exceeded the average market price of our common stock during these periods, and the effect of their inclusion would be antidilutive. These securities could be dilutive in future periods.

(2) These common stock equivalents were excluded because the conversion price (\$23.77, \$24.25, and \$24.25 per share in 2011, 2010, and 2009, respectively) exceeded the average market price of our common stock during these periods, and the effect of their inclusion would be antidilutive. These securities could be dilutive in future periods.

## NOTE 11 – DERIVATIVE FINANCIAL INSTRUMENTS

We enter into derivative instruments for risk management purposes only, including derivatives designated as hedging instruments under the FASB accounting guidance on the accounting for derivative instruments and hedging activities. 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.

By using these derivative instruments, we expose ourselves, from time to time, to credit risk and market risk. Credit risk is the potential failure of the counterparty to perform under the terms of the derivative contract. When the fair value of a derivative contract is positive, the counterparty owes us, which creates credit risk for us. We minimize this credit risk by entering into transactions with high quality counterparties and do not anticipate significant losses due to our counterparties' nonperformance. Market risk is the adverse effect on the value of a financial instrument that results from a change in the rate or value of the underlying item being hedged. We minimize this market risk by establishing and monitoring internal controls over our hedging activities, which include policies and procedures that limit the types and degree of market risk that may be undertaken.

**Interest Rate Swap Agreements:** We previously used interest rate-related derivative instruments to manage our exposure to fluctuations of interest rates. In June and August 2003, we entered into interest rate swap agreements

with underlying notional amounts of debt of \$100 million and \$50 million, respectively, and both matured in May 2011. These swaps effectively converted a portion of our long-term fixed rate debt to a variable rate. We entered into these agreements to balance our fixed versus floating rate debt portfolio to continue to take advantage of lower short-term interest rates. Under these agreements, we contracted to pay a variable rate of LIBOR plus a markup and to receive fixed rates of 7.375%.

The swap agreements were originally designated as fair value hedges of the related debt and met the requirements to be accounted for under the short-cut method, resulting in no ineffectiveness in the hedging relationship. The periodic interest settlements, which occurred at the same interval as the interest payments on the 2011 Notes, were recorded as interest expense. The gain or loss on these derivatives, as well as the offsetting loss or gain on the related debt, was recognized in current earnings, but had a net earnings effect of zero due to short-cut method accounting.

In September 2009, we repurchased \$43.2 million of our 2011 Notes. A portion of these 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. We held these instruments until their maturities. Changes in fair value of these instruments were recorded in earnings as an adjustment to interest expense. These adjustments resulted in increases in interest expense of \$1.9 million, \$3.4 million and \$0.6 million in 2011, 2010 and 2009, respectively.

## NOTE 12 – FAIR VALUE MEASUREMENTS

*Assets and Liabilities Measured at Fair Value on a Recurring Basis*

(In millions)	Fair Value of Assets	Basis of Fair Value Measurements		
		Quoted Prices in Active Markets for Identical Items (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
<b>As of December 31, 2010</b>				
Derivatives Not Designated as Hedging Instruments:				
Interest rate swaps <sup>(1)(2)</sup>	\$1.9	--	\$1.9	--

(1) These interest rate swaps served as economic hedges on our 2011 Notes and expired in May 2011

(2) Included in other current assets

The FASB's accounting guidance utilizes a fair value hierarchy that prioritizes the inputs to the valuation techniques used to measure fair value into three broad levels:

- Level 1: Observable inputs such as quoted prices (unadjusted) in active markets for identical assets or liabilities
- Level 2: Inputs, other than quoted prices, that are observable for the asset or liability, either directly or indirectly; these include quoted prices for similar assets or liabilities in active markets and quoted prices for identical or similar assets or liabilities in markets that are not active
- Level 3: Unobservable inputs that reflect the reporting entity's own assumptions

The fair values of our interest rate swaps are the estimated amounts we would have received to settle the agreements. Other financial instruments not measured at fair value on a recurring basis include cash and cash equivalents,

accounts receivable, accounts payable, accrued liabilities, and long-term debt. With the exception of long-term debt, the financial statement carrying amounts of these items approximate their fair values due to their short-term nature. Estimated fair values for long-term debt have been determined using recent trading activity and/or bid/ask spreads.

Carrying amounts and the related estimated fair value of our debt financial instruments are as follows:

(In millions)	December 31, 2011		December 31, 2010	
	Carrying Amount	Fair Value	Carrying Amount	Fair Value
Total debt	\$ 670.6	\$ 641.0	\$ 639.8	\$ 713.1

The fair value of our 2013 Convertible Notes was \$358.6 million at December 31, 2011, compared with \$400.7 million at December 31, 2010. The fair value of the 2019 Notes was \$281.4 million at December 31, 2011. The fair value of the 2011 Notes was \$311.4 million at December 31, 2010.

#### Assets and Liabilities Measured at Fair Value on a Nonrecurring Basis

(In millions)	Fair Value of Assets (Liabilities)	Basis of Fair Value Measurements		
		Quoted Prices in Active Markets for Identical Items (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
<b>Year Ended December 31, 2011</b>				
Long-lived assets held and used	\$1.3	--	--	\$1.3
<b>Year Ended December 31, 2010</b>				
Long-lived assets held and used	\$0.9	--	--	\$0.9

In 2011, long-lived assets held and used in certain locations of our U.S. RadioShack company-operated stores segment with a total carrying value of \$4.4 million were written down to their fair value of \$1.3 million, resulting in an impairment charge of \$3.1 million that was included in earnings for the period.

In 2010, long-lived assets held and used in certain locations of our U.S. RadioShack company-operated stores segment and certain test store formats classified as other operations with a total carrying value of \$4.9 million were written down to their fair value of \$0.9 million, resulting in an impairment charge of \$4.0 million that was included in earnings for the period.

The inputs used to calculate the fair value of these long-lived assets included the projected cash flows and a risk-adjusted rate of return that we estimated would be used by a market participant in valuing these assets.

#### NOTE 13 – COMMITMENTS AND CONTINGENCIES

**Lease Commitments:** We lease rather than own most of our facilities. Our lease agreements expire at various dates through 2025. Some of these leases are subject to renewal options and provide for the payment of taxes, insurance and maintenance. Our retail locations comprise the largest portion of our leased facilities. These locations are primarily in major shopping malls and shopping centers owned by other companies. Some leases are based on a minimum rental plus a percentage of the store's sales in excess of a stipulated base figure (contingent rent). Certain leases contain escalation clauses. We also lease a distribution center in Mexico, our corporate headquarters, and automobiles.

Future minimum rent commitments at December 31, 2011, under non-cancelable operating leases (net of immaterial amounts of sublease rent income), are included in the following table.

(In millions)	Operating Leases
2012	\$ 195.2
2013	141.6
2014	100.2
2015	70.3
2016	37.9
2017 and thereafter	32.3
Total minimum lease payments	<u>\$ 577.5</u>

**Rent Expense:**

(In millions)	Year Ended December 31,		
	2011	2010	2009
Minimum rents	\$ 224.3	\$ 224.6	\$ 224.3
Occupancy cost	35.3	37.6	39.3
Contingent rents	4.1	5.0	4.7
Total rent expense	<u>\$ 263.7</u>	<u>\$ 267.2</u>	<u>\$ 268.3</u>

**Purchase Obligations:** We had purchase obligations of \$333.2 million at December 31, 2011, which include product commitments and marketing agreements. Of this amount, \$316.0 million related to 2012.

**Loss Contingencies:** FASB Accounting Standards Codification Topic 450 - *Contingencies* ("ASC 450") governs our disclosure and recognition of loss contingencies, including pending claims, lawsuits, disputes with third parties, investigations and other actions that are incidental to the operation of our business. ASC 450 uses the following defined terms to describe the likelihood of a future loss: probable – the future event or events are likely to occur, remote – the chance of the future event or events is slight, and reasonably possible – the chance of the future event or events occurring is more than remote but less than likely. ASC 450 also contains certain requirements with respect to how we accrue for and disclose information concerning our loss contingencies. We accrue for a loss contingency when we conclude that the likelihood of a loss is probable and the amount of the loss can be reasonably estimated. When the reasonable estimate of the loss is within a range of amounts, and no amount in the range constitutes a better estimate than any other amount, we accrue for the amount at the low end of the range. We adjust our accruals from time to time as we receive additional information, but the loss we incur may be significantly greater than or less than the amount we have accrued. We disclose loss contingencies if there is at least a reasonable possibility that a loss has been incurred. No accrual or disclosure is required for losses that are remote.

**Brookler v. RadioShack Corporation:** On April 6, 2004, plaintiffs filed a putative class action in Los Angeles Superior Court, *Brookler v. RadioShack Corporation*, claiming that we violated California's wage and hour laws

relating to meal and rest periods. The meal period portion of the case was originally certified as a class action in February 2006. Our first Motion for Decertification of the class was denied in August 2007. After a favorable decision at the California Court of Appeals in the similar case of *Brinker Restaurant Corporation v. Superior Court*, we again sought decertification of the class. Based on the California Court of Appeals decision in *Brinker*, the trial court granted our second motion for class decertification in October 2008. The plaintiffs in *Brookler* appealed this ruling. Due to the unsettled nature of California law regarding the obligations of employers in respect of meal periods, we and the *Brookler* plaintiffs requested that the California Court of Appeals stay its ruling on the plaintiffs' appeal of the class decertification ruling pending the California Supreme Court's decision in *Brinker*. The appellate court denied this joint motion and then heard oral arguments in the case on August 5, 2010. On August 26, 2010, the California Court of Appeals reversed the trial court's decertification of the class, and our Petition for Rehearing was denied on September 14, 2010. On September 28, 2010, we filed a Petition for Review with the California Supreme Court, which granted review and placed the case on hold pending its decision in *Brinker*. On November 8, 2011, the California Supreme Court heard oral arguments in *Brinker*. It is expected that a decision will be rendered by the Court sometime in April 2012. The outcome of this case is uncertain and the ultimate resolution of it could have a material adverse effect on our consolidated financial statements in the period in which the resolution is recorded.

**Ordonez v. RadioShack Corporation:** In May 2010, Daniel Ordonez, on behalf of himself and all other similarly situated current and former employees, filed a Complaint against the Company in the Los Angeles Superior Court. In July 2010, Mr. Ordonez filed an Amended Complaint alleging, among other things, that we failed to provide required meal periods, provide required rest breaks, pay overtime compensation, pay minimum wages, and maintain required records. In September 2010 we removed the case to the United States District Court for the Central District of California. The proposed putative class in *Ordonez* consists of all current and former non-exempt employees for a period within the four (4) years preceding the filing of the case. The meal period claims raised in *Ordonez* are similar to the claims raised in *Brookler* as discussed above. Pursuant to a motion filed by the Ordonez parties, the court recently granted a Stipulation and Order to Stay Proceedings pending the decision of the California Supreme Court in *Brinker*. The outcome of this case is uncertain and the ultimate resolution of it could have a material adverse effect on our consolidated financial statements in the period in which the resolution is recorded.

**Song-Beverly Credit Card Act:** In November 2010, RadioShack received service of process with respect to the first of four putative class action lawsuits filed in California

(*Sosinov v. RadioShack*, Los Angeles Superior Court; *Bitter v. RadioShack*, Federal District Court, Central District of California; *Moreno v. RadioShack*, Federal District Court, Southern District of California; and *Grant v. RadioShack*, San Francisco Superior Court). The plaintiffs in all of these cases seek damages under California's Song-Beverly Credit Card Act (the "Act"). Plaintiffs claim that under one section of the Act, retailers are prohibited from recording certain personal identification information regarding their customers while processing credit card transactions unless certain statutory exceptions are applicable. The Act provides that any person who violates this section is subject to a civil penalty not to exceed \$250 for the first violation and \$1,000 for each subsequent violation. In each of the cases, plaintiffs allege that we violated the Act by asking them for personal identification information while processing a credit card transaction and then recording it. We are defending these cases, but are currently unable to reasonably estimate the loss, if any, that may result from them.

**Redman v. RadioShack Corporation:** On September 26, 2011, Scott D.H. Redman filed a putative class action lawsuit against the Company in the United States District Court for the Northern District of Illinois. Mr. Redman claims that we violated certain provisions of the Fair and Accurate Credit Transactions Act of 2003 ("FACTA"), which amended the Fair Credit Reporting Act, by displaying the expiration dates of our customers' credit or debit cards on electronically printed transaction receipts. Mr. Redman filed a motion seeking to certify a class that includes all persons to whom the Company provided an electronically printed transaction receipt, in transactions occurring after June 3, 2008, that displayed the expiration date of the person's credit or debit card. On November 3, 2011, Mario Aliano and Vitoria Radaviciute filed a similar putative class action lawsuit against the Company, also in the United States District Court for the Northern District of Illinois, alleging similar violations of FACTA. Mr. Aliano and Ms. Radaviciute initially filed a motion seeking to certify a class that includes all persons to whom the Company provided an electronically printed transaction receipt, in transactions occurring in Illinois after June 3, 2008, that displayed the expiration date of the person's credit or debit card. On December 28, 2011, Mr. Aliano and Ms. Radaviciute filed an amended complaint and an amended motion seeking to certify a class that was not limited to transactions occurring in Illinois. On January 11, 2012, the Aliano lawsuit was reassigned to the judge presiding over the Redman lawsuit on the basis of relatedness, and the two cases were consolidated for all purposes. On January 25, 2012, the presiding judge referred the matter to the magistrate judge assigned to the consolidated cases for mediation, extended the time by which the Company must respond to the pending complaints to such time as the magistrate judge shall order, and is holding the motions for class certification in abeyance. We are defending these cases, but are

currently unable to reasonably estimate the loss, if any, that may result from them.

**T-Mobile:** We previously 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.

**Additional Disclosure:** For certain loss contingencies, we are currently able to estimate the reasonably possible loss or range of loss, including reasonably possible loss amounts in excess of our accruals, and we estimated that the aggregate of these amounts could be up to \$42 million. Probable and reasonably possible losses that we are currently unable to estimate are not included in this amount. In future periods, we may recognize a loss for all, part, or none of this amount.

We are currently unable to estimate the reasonably possible loss or range of loss in respect of certain loss contingencies. Some cases remain in an early stage, with few or no substantive legal decisions by the court defining the scope of the claims, the class (if any), or the potential damages. In addition, in some cases we are not able to estimate the amount of the loss, due to a significant unresolved question of law that is expected to have a significant impact on the probability or amount of loss when resolved. As these matters develop and we receive additional information, we may be able to estimate reasonably possible losses or range of loss for these matters.

Our evaluation of our loss contingencies involves subjective assessments, assumptions, and judgments, and actual losses incurred in future periods may differ significantly from our estimates. Accordingly, although occasional adverse resolutions may occur and negatively affect our consolidated financial statements in the period of the resolution, we believe that the ultimate resolution of our loss contingencies for which we have not accrued losses will not materially adversely affect our financial condition.

## **NOTE 14 – 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 include 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 for 2010.

In the third quarter of 2010, we reached an agreement with this wireless service provider to modify the commission and chargeback provisions of our wireless reseller agreement. Based on the terms of the settlement agreement, the terms of the amended wireless reseller agreement, and the performance of our business with this wireless service provider, these events did not have a material effect on our results of operations in subsequent periods.

## **NOTE 15 – SEGMENT REPORTING**

The U.S. RadioShack company-operated stores segment consists solely of our 4,476 U.S. company-operated retail stores, all operating under the RadioShack brand name. We evaluate the performance of our segments based on operating income, which is defined as sales less cost of products sold and certain direct operating expenses, including labor, rent, and occupancy costs. Asset balances by segment have not been included in the segment table below, as these are managed on a company-wide level and are not fully allocated to each segment for management reporting purposes. Amounts in the other category reflect our business activities that are not separately reportable, which include sales through our Target Mobile centers, sales to our independent dealers, sales generated by our Mexican subsidiary and our *www.radioshack.com* website, sales to commercial customers, and sales to other third parties through our global sourcing operations.

(In millions)	Year Ended December 31,		
	2011	2010	2009
<b>Net sales and operating revenues:</b>			
U.S. RadioShack company-operated stores	\$ 3,663.3	\$ 3,808.2	\$ 3,650.9
Other	714.7	457.6	422.7
	<u>\$ 4,378.0</u>	<u>\$ 4,265.8</u>	<u>\$ 4,073.6</u>
<b>Operating income:</b>			
U.S. RadioShack company-operated stores <sup>(1)</sup>	\$ 530.2	\$ 675.4	\$ 702.8
Other <sup>(2) (3)</sup>	(0.1)	37.8	41.4
	<u>530.1</u>	<u>713.2</u>	<u>744.2</u>
Unallocated <sup>(4)</sup>	<u>(375.0)</u>	<u>(363.0)</u>	<u>(388.7)</u>
<b>Operating income</b>	<u>155.1</u>	<u>350.2</u>	<u>355.5</u>
Interest income	3.1	2.6	4.8
Interest expense	(46.8)	(41.9)	(44.1)
Other loss	(4.1)	--	(1.6)
Income from continuing operations before income taxes	<u>\$ 107.3</u>	<u>\$ 310.9</u>	<u>\$ 314.6</u>
<b>Depreciation and amortization:</b>			
U.S. RadioShack company-operated stores	\$ 37.9	\$ 45.4	\$ 45.8
Other	8.7	5.2	6.4
	<u>46.6</u>	<u>50.6</u>	<u>52.2</u>
Unallocated <sup>(5)</sup>	<u>36.1</u>	<u>32.8</u>	<u>38.1</u>
Depreciation and amortization from continuing operations	<u>82.7</u>	<u>83.4</u>	<u>90.3</u>
Depreciation and amortization from discontinued operations	<u>0.4</u>	<u>0.8</u>	<u>2.6</u>
	<u>\$ 83.1</u>	<u>\$ 84.2</u>	<u>\$ 92.9</u>

- (1) Includes a charge to earnings of \$23.4 million for 2011 related to a payment to T-Mobile in conjunction with our transition from offering T-Mobile products and services to offering Verizon products and services.
- (2) Includes a loss on the closing of our Chinese manufacturing plant of \$11.4 million in 2011.
- (3) Operating loss for our Target Mobile centers increased by \$17.0 million from 2010 to 2011 and increased by \$4.9 million from 2009 to 2010.
- (4) The unallocated category included in operating income relates to our overhead and corporate expenses that are not allocated to our operating segments for management reporting purposes. Unallocated costs include corporate departmental expenses such as labor and benefits, as well as advertising, insurance, distribution and information technology costs plus certain unusual or infrequent gains or losses.
- (5) Depreciation and amortization included in the unallocated category primarily relate to our information technology assets.

**Product Sales Information:** Our consolidated net sales and operating revenues are summarized by groups of similar products and services, as follows:

(In millions)	Consolidated Net Sales and Operating Revenues					
	2011		2010		2009	
Mobility	\$ 2,251.2	51.4%	\$ 1,885.6	44.2%	\$ 1,375.0	33.8%
Signature	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	29.9	0.7	35.3	0.8	41.1	1.0
Consolidated net sales and operating revenues	<u>\$ 4,378.0</u>	<u>100.0%</u>	<u>\$ 4,265.8</u>	<u>100.0%</u>	<u>\$ 4,073.6</u>	<u>100.0%</u>

## NOTE 16 – QUARTERLY DATA (UNAUDITED)

As our operations are retail oriented, our business is subject to seasonal fluctuations, with the fourth quarter generally being the most significant in terms of sales and profits because of the winter holiday selling season.

(In millions, except per share amounts)	Three Months Ended			
	March 31, 2011	June 30, 2011	September 30, 2011	December 31 2011
<b>Net sales and operating revenues</b>	\$ 1,017.4	\$ 941.9	\$ 1,031.8	\$ 1,386.9
Cost of products sold <sup>(1) (2)</sup>	563.0	509.8	589.9	904.5
<b>Gross profit</b>	<u>454.4</u>	<u>432.1</u>	<u>441.9</u>	<u>482.4</u>
Operating expenses:				
Selling, general and administrative <sup>(3) (4) (5)</sup>	370.6	364.3	411.4	431.1
Depreciation and amortization	18.3	18.3	19.2	19.4
Impairment of long-lived assets	0.4	0.6	0.7	1.4
Total operating expenses	<u>389.3</u>	<u>383.2</u>	<u>431.3</u>	<u>451.9</u>
<b>Operating income</b>	65.1	48.9	10.6	30.5
Interest income	0.3	0.5	1.4	0.9
Interest expense	(9.7)	(10.9)	(12.6)	(13.6)
Other loss	(4.1)	--	--	--
<b>Income from continuing operations before income taxes</b>	51.6	38.5	(0.6)	17.8
Income tax expense	20.2	15.0	(0.9)	5.9
<b>Income from continuing operations</b>	31.4	23.5	0.3	11.9
Discontinued operations, net of income taxes	3.7	1.4	--	--
<b>Net income</b>	<u>\$ 35.1</u>	<u>\$ 24.9</u>	<u>\$ 0.3</u>	<u>\$ 11.9</u>
<b>Basic net income per share:</b>				
Income per share from continuing operations	\$ 0.30	\$ 0.23	\$ 0.00	\$ 0.12
Income per share from discontinued operations	0.03	0.01	--	--
Net income per share (basic)	<u>\$ 0.33</u>	<u>\$ 0.24</u>	<u>\$ 0.00</u>	<u>\$ 0.12</u>
<b>Diluted net income per share:</b>				
Income per share from continuing operations	\$ 0.30	\$ 0.23	\$ 0.00	\$ 0.12
Income per share from discontinued operations	0.03	0.01	--	--
Net income per share (diluted)	<u>\$ 0.33</u>	<u>\$ 0.24</u>	<u>\$ 0.00</u>	<u>\$ 0.12</u>
Shares used in computing net income per share:				
Basic	<u>106.2</u>	<u>103.7</u>	<u>100.2</u>	<u>100.0</u>
Diluted	<u>107.4</u>	<u>104.6</u>	<u>100.7</u>	<u>100.4</u>

- (1) Includes an inventory valuation loss of \$3.0 million in the second quarter for T-Mobile wireless handsets we had on hand at June 30, 2011. This amount was recognized in conjunction with our transition from offering T-Mobile products and services to offering Verizon products and services.
- (2) Includes an inventory valuation loss of \$1.2 million in the second quarter related to the closure of our Chinese manufacturing plant.
- (3) Includes severance costs of \$1.5 million, \$5.6 million, and \$0.4 million in the first, second and third quarters, respectively, related to the closure of our Chinese manufacturing plant.
- (4) Includes a foreign currency exchange loss of \$1.5 million in the second quarter related to the closure of our Chinese manufacturing plant.
- (5) Includes a charge to earnings of \$23.4 million in the second quarter related to a payment to T-Mobile in conjunction with our transition from offering T-Mobile products and services to offering Verizon products and services.

(In millions, except per share amounts)	Three Months Ended			
	March 31, 2010	June 30, 2010	September 30, 2010	December 31 2010
<b>Net sales and operating revenues</b>	\$ 991.7	\$ 962.3	\$ 1,002.0	\$ 1,309.8
Cost of products sold	525.2	505.1	549.0	772.8
<b>Gross profit</b>	<u>466.5</u>	<u>457.2</u>	<u>453.0</u>	<u>537.0</u>
Operating expenses:				
Selling, general and administrative	363.4	347.0	352.5	420.9
Depreciation and amortization	19.9	19.2	18.3	18.3
Impairment of long-lived assets	0.3	0.4	2.4	0.9
Total operating expenses	<u>383.6</u>	<u>366.6</u>	<u>373.2</u>	<u>440.1</u>
<b>Operating income</b>	82.9	90.6	79.8	96.9
Interest income	0.6	0.7	0.8	0.5
Interest expense	<u>(9.9)</u>	<u>(10.7)</u>	<u>(10.4)</u>	<u>(10.9)</u>
<b>Income from continuing operations before income taxes</b>	73.6	80.6	70.2	86.5
Income tax expense	<u>28.3</u>	<u>31.1</u>	<u>27.4</u>	<u>33.4</u>
<b>Income from continuing operations</b>	45.3	49.5	42.8	53.1
Discontinued operations, net of income taxes	<u>4.8</u>	<u>3.5</u>	<u>3.2</u>	<u>3.9</u>
<b>Net income</b>	<u>\$ 50.1</u>	<u>\$ 53.0</u>	<u>\$ 46.0</u>	<u>\$ 57.0</u>
<b>Basic net income per share:</b>				
Income per share from continuing operations	\$ 0.36	\$ 0.39	\$ 0.35	\$ 0.48
Income per share from discontinued operations	<u>0.04</u>	<u>0.03</u>	<u>0.03</u>	<u>0.04</u>
Net income per share (basic)	<u>\$ 0.40</u>	<u>\$ 0.42</u>	<u>\$ 0.38</u>	<u>\$ 0.52</u>
<b>Diluted net income per share:</b>				
Income per share from continuing operations	\$ 0.35	\$ 0.39	\$ 0.35	\$ 0.47
Income per share from discontinued operations	<u>0.04</u>	<u>0.02</u>	<u>0.02</u>	<u>0.04</u>
Net income per share (diluted)	<u>\$ 0.39</u>	<u>\$ 0.41</u>	<u>\$ 0.37</u>	<u>\$ 0.51</u>
Shares used in computing net income per share:				
Basic	<u>125.7</u>	<u>125.8</u>	<u>121.0</u>	<u>109.8</u>
Diluted	<u>127.9</u>	<u>128.2</u>	<u>123.1</u>	<u>111.9</u>

The sum of the quarterly net income per share amounts may not total to each full year amount because these computations are made independently for each quarter and for the full year and take into account the weighted average number of common stock equivalent shares outstanding for each period, including the effect of dilutive securities for that period.

## NOTE 17 – SUPPLEMENTAL GUARANTOR FINANCIAL INFORMATION

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. Refer to Note 4 – “Indebtedness and Borrowing Facilities” for additional information on the 2019 Notes and the corresponding exchange offer.

The following condensed consolidating financial information represents the financial information of RadioShack Corporation, its guarantor subsidiaries, and its non-guarantor subsidiaries prepared on the equity basis of accounting. Earnings of subsidiaries are, therefore, reflected in the parent company’s investment accounts and earnings. The elimination entries primarily eliminate investments in subsidiaries and intercompany balances and transactions. The non-guarantor subsidiaries are comprised of the foreign subsidiaries of the Company and Tandy Life Insurance Company. The financial information may not necessarily be indicative of results of operations, cash flows or financial position had the guarantor or non-guarantor subsidiaries operated as independent entities.

### Condensed Consolidating Statements of Income

For the Year Ended December 31, 2011

(In millions)	RadioShack Corporation (Parent Co.)	Guarantor Subsidiaries	Non- Guarantor Subsidiaries	Eliminations	Consolidated
<b>Net sales and operating revenues</b>	\$ 4,288.2	\$ 3,928.2	\$ 149.5	\$ (3,987.9)	\$ 4,378.0
Cost of products sold	2,821.1	3,629.0	105.0	(3,987.9)	2,567.2
<b>Gross profit</b>	<u>1,467.1</u>	<u>299.2</u>	<u>44.5</u>	<u>--</u>	<u>1,810.8</u>
Operating expenses:					
Selling, general and administrative	1,422.8	107.6	47.0	--	1,577.4
Depreciation and amortization	68.0	4.6	2.6	--	75.2
Impairment of long-lived assets	3.1	--	--	--	3.1
Total operating expenses	<u>1,493.9</u>	<u>112.2</u>	<u>49.6</u>	<u>--</u>	<u>1,655.7</u>
<b>Operating (loss) income</b>	(26.8)	187.0	(5.1)	--	155.1
Interest income	1.8	10.3	5.8	(14.8)	3.1
Interest expense	(61.5)	--	(0.1)	14.8	(46.8)
Other loss	<u>(4.1)</u>	<u>--</u>	<u>--</u>	<u>--</u>	<u>(4.1)</u>
<b>(Loss) income from continuing operations before income taxes</b>	(90.6)	197.3	0.6	--	107.3
Income tax (benefit) expense	(35.6)	72.3	3.5	--	40.2
Equity in earnings of subsidiaries, net of income taxes	<u>127.2</u>	<u>(4.6)</u>	<u>--</u>	<u>(122.6)</u>	<u>--</u>
<b>Income (loss) from continuing operations</b>	72.2	120.4	(2.9)	(122.6)	67.1
Discontinued operations, net of income taxes	<u>--</u>	<u>5.1</u>	<u>--</u>	<u>--</u>	<u>5.1</u>
<b>Net income (loss)</b>	<u>\$ 72.2</u>	<u>\$ 125.5</u>	<u>\$ (2.9)</u>	<u>\$ (122.6)</u>	<u>\$ 72.2</u>

## Condensed Consolidating Statements of Income

For the Year Ended December 31, 2010

(In millions)	RadioShack Corporation (Parent Co.)	Guarantor Subsidiaries	Non- Guarantor Subsidiaries	Eliminations	Consolidated
<b>Net sales and operating revenues</b>	\$ 4,302.8	\$ 3,711.1	\$ 154.7	\$ (3,902.8)	\$ 4,265.8
Cost of products sold	2,701.3	3,443.2	110.4	(3,902.8)	2,352.1
<b>Gross profit</b>	<u>1,601.5</u>	<u>267.9</u>	<u>44.3</u>	<u>--</u>	<u>1,913.7</u>
Operating expenses:					
Selling, general and administrative	1,409.0	34.6	40.2	--	1,483.8
Depreciation and amortization	72.0	1.5	2.2	--	75.7
Impairment of long-lived assets	2.3	1.7	--	--	4.0
Total operating expenses	<u>1,483.3</u>	<u>37.8</u>	<u>42.4</u>	<u>--</u>	<u>1,563.5</u>
<b>Operating income</b>	118.2	230.1	1.9	--	350.2
Interest income	0.8	10.3	5.9	(14.4)	2.6
Interest expense	(56.3)	--	--	14.4	(41.9)
Other (loss) income	<u>(0.9)</u>	<u>0.9</u>	<u>--</u>	<u>--</u>	<u>--</u>
<b>Income from continuing operations before income taxes</b>	61.8	241.3	7.8	--	310.9
Income tax expense	26.4	90.6	3.2	--	120.2
Equity in earnings of subsidiaries, net of income taxes	<u>170.7</u>	<u>2.8</u>	<u>--</u>	<u>(173.5)</u>	<u>--</u>
<b>Income from continuing operations</b>	206.1	153.5	4.6	(173.5)	190.7
Discontinued operations, net of income taxes	<u>--</u>	<u>15.4</u>	<u>--</u>	<u>--</u>	<u>15.4</u>
<b>Net income</b>	<u>\$ 206.1</u>	<u>\$ 168.9</u>	<u>\$ 4.6</u>	<u>\$ (173.5)</u>	<u>\$ 206.1</u>

## Condensed Consolidating Statements of Income

For the Year Ended December 31, 2009

(In millions)	RadioShack Corporation (Parent Co.)	Guarantor Subsidiaries	Non- Guarantor Subsidiaries	Eliminations	Consolidated
<b>Net sales and operating revenues</b>	\$ 4,107.1	\$ 3,295.3	\$ 178.8	\$ (3,507.6)	\$ 4,073.6
Cost of products sold	2,523.4	3,056.9	127.8	(3,507.6)	2,200.5
<b>Gross profit</b>	<u>1,583.7</u>	<u>238.4</u>	<u>51.0</u>	<u>--</u>	<u>1,873.1</u>
Operating expenses:					
Selling, general and administrative	1,376.0	15.1	43.9	--	1,435.0
Depreciation and amortization	76.2	0.4	4.5	--	81.1
Impairment of long-lived assets	1.5	--	--	--	1.5
Total operating expenses	<u>1,453.7</u>	<u>15.5</u>	<u>48.4</u>	<u>--</u>	<u>1,517.6</u>
<b>Operating income</b>	130.0	222.9	2.6	--	355.5
Interest income	1.6	9.5	5.5	(11.8)	4.8
Interest expense	(55.7)	--	(0.2)	11.8	(44.1)
Other loss	<u>(1.6)</u>	<u>--</u>	<u>--</u>	<u>--</u>	<u>(1.6)</u>
<b>Income from continuing operations before income taxes</b>	74.3	232.4	7.9	--	314.6
Income tax expense	32.0	81.5	4.6	--	118.1
Equity in earnings of subsidiaries, net of income taxes	<u>162.7</u>	<u>(1.2)</u>	<u>9.4</u>	<u>(170.9)</u>	<u>--</u>
<b>Income from continuing operations</b>	205.0	149.7	12.7	(170.9)	196.5
Discontinued operations, net of income taxes	<u>--</u>	<u>8.5</u>	<u>--</u>	<u>--</u>	<u>8.5</u>
<b>Net income</b>	<u>\$ 205.0</u>	<u>\$ 158.2</u>	<u>\$ 12.7</u>	<u>\$ (170.9)</u>	<u>\$ 205.0</u>

## Condensed Consolidating Balance Sheets

At December 31, 2011

(In millions)	RadioShack Corporation (Parent Co.)	Guarantor Subsidiaries	Non- Guarantor Subsidiaries	Eliminations	Consolidated
<b>Assets</b>					
Current assets:					
Cash and cash equivalents	\$ 154.6	\$ 404.9	\$ 32.2	\$ --	\$ 591.7
Accounts and notes receivable, net	294.1	60.1	6.4	--	360.6
Inventories	658.8	57.4	28.2	--	744.4
Other current assets	110.7	0.8	4.6	--	116.1
Intercompany receivables	--	179.8	--	(179.8)	--
Intercompany notes receivable	--	1,320.7	--	(1,320.7)	--
<b>Total current assets</b>	<u>1,218.2</u>	<u>2,023.7</u>	<u>71.4</u>	<u>(1,500.5)</u>	<u>1,812.8</u>
Property, plant and equipment, net	238.9	22.7	8.6	--	270.2
Goodwill	3.0	0.5	33.5	--	37.0
Other assets, net	43.6	1.1	10.4	--	55.1
Investment in subsidiaries	2,033.0	70.1	--	(2,103.1)	--
<b>Total assets</b>	<u>\$ 3,536.7</u>	<u>\$ 2,118.1</u>	<u>\$ 123.9</u>	<u>\$ (3,603.6)</u>	<u>\$ 2,175.1</u>
<b>Liabilities and Stockholders' Equity</b>					
Current liabilities:					
Accounts payable	292.9	26.4	28.9	--	348.2
Accrued expenses and other current liabilities	264.3	43.3	7.8	--	315.4
Intercompany payables	175.4	--	4.4	(179.8)	--
Intercompany notes payable	1,320.7	--	--	(1,320.7)	--
<b>Total current liabilities</b>	<u>2,053.3</u>	<u>69.7</u>	<u>41.1</u>	<u>(1,500.5)</u>	<u>663.6</u>
Long-term debt	670.6	--	--	--	670.6
Other non-current liabilities	59.5	27.1	1.0	--	87.6
<b>Total liabilities</b>	<u>2,783.4</u>	<u>96.8</u>	<u>42.1</u>	<u>(1,500.5)</u>	<u>1,421.8</u>
<b>Stockholders' equity</b>	<u>753.3</u>	<u>2,021.3</u>	<u>81.8</u>	<u>(2,103.1)</u>	<u>753.3</u>
<b>Total liabilities and stockholders' equity</b>	<u>\$ 3,536.7</u>	<u>\$ 2,118.1</u>	<u>\$ 123.9</u>	<u>\$ (3,603.6)</u>	<u>\$ 2,175.1</u>

## Condensed Consolidating Balance Sheets

At December 31, 2010

(In millions)	RadioShack Corporation (Parent Co.)	Guarantor Subsidiaries	Non- Guarantor Subsidiaries	Eliminations	Consolidated
<b>Assets</b>					
Current assets:					
Cash and cash equivalents	\$ 109.7	\$ 427.4	\$ 32.3	\$ --	\$ 569.4
Accounts and notes receivable, net	314.7	57.9	4.9	--	377.5
Inventories	650.1	42.9	30.7	--	723.7
Other current assets	100.0	3.0	5.1	--	108.1
Intercompany receivables	--	134.0	9.9	(143.9)	--
Intercompany notes receivable	--	1,224.8	--	(1,224.8)	--
<b>Total current assets</b>	<u>1,174.5</u>	<u>1,890.0</u>	<u>82.9</u>	<u>(1,368.7)</u>	<u>1,778.7</u>
Property, plant and equipment, net	247.3	17.3	9.7	--	274.3
Goodwill	2.9	0.5	37.8	--	41.2
Other assets, net	59.9	10.9	10.4	--	81.2
Investment in subsidiaries	1,911.6	81.7	--	(1,993.3)	--
<b>Total assets</b>	<u>\$ 3,396.2</u>	<u>\$ 2,000.4</u>	<u>\$ 140.8</u>	<u>\$ (3,362.0)</u>	<u>\$ 2,175.4</u>
<b>Liabilities and Stockholders' Equity</b>					
Current liabilities:					
Current maturities of long-term debt	\$ 308.0	\$ --	\$ --	\$ --	\$ 308.0
Accounts payable	203.1	33.5	35.8	--	272.4
Accrued expenses and other current liabilities	275.3	40.8	11.6	--	327.7
Intercompany payables	143.9	--	--	(143.9)	--
Intercompany notes payable	1,224.8	--	--	(1,224.8)	--
<b>Total current liabilities</b>	<u>2,155.1</u>	<u>74.3</u>	<u>47.4</u>	<u>(1,368.7)</u>	<u>908.1</u>
Long-term debt, excluding current maturities	331.8	--	--	--	331.8
Other non-current liabilities	66.8	26.0	0.2	--	93.0
<b>Total liabilities</b>	<u>2,553.7</u>	<u>100.3</u>	<u>47.6</u>	<u>(1,368.7)</u>	<u>1,332.9</u>
<b>Stockholders' equity</b>	<u>842.5</u>	<u>1,900.1</u>	<u>93.2</u>	<u>(1,993.3)</u>	<u>842.5</u>
<b>Total liabilities and stockholders' equity</b>	<u>\$ 3,396.2</u>	<u>\$ 2,000.4</u>	<u>\$ 140.8</u>	<u>\$ (3,362.0)</u>	<u>\$ 2,175.4</u>

## Condensed Consolidating Statements of Cash Flows

For the Year Ended December 31, 2011

(In millions)	RadioShack Corporation (Parent Co.)	Guarantor Subsidiaries	Non- Guarantor Subsidiaries	Eliminations	Consolidated
<b>Net cash provided by operating activities</b>	\$ 93.7	\$ 134.0	\$ (9.8)	\$ --	\$ 217.9
<b>Cash flows from investing activities:</b>					
Additions to property, plant and equipment	(64.2)	(14.8)	(3.1)	--	(82.1)
Dividends received from subsidiary	1.5	--	--	(1.5)	--
Other investing activities	2.0	--	--	--	2.0
Net cash used in investing activities	<u>(60.7)</u>	<u>(14.8)</u>	<u>(3.1)</u>	<u>(1.5)</u>	<u>(80.1)</u>
<b>Cash flows from financing activities:</b>					
Issuance of long-term notes	322.5	--	--	--	322.5
Long-term notes issuance costs	(7.1)	--	--	--	(7.1)
Repayments of borrowings	(306.8)	--	--	--	(306.8)
Purchases of treasury stock	(113.3)	--	--	--	(113.3)
Payments of dividends	(49.6)	--	(1.5)	1.5	(49.6)
Changes in cash overdrafts	32.8	--	--	--	32.8
Proceeds from exercise of stock options	6.0	--	--	--	6.0
Change in intercompany receivable/payable	127.4	(141.7)	14.3	--	--
Net cash provided by (used in) financing activities	<u>11.9</u>	<u>(141.7)</u>	<u>12.8</u>	<u>1.5</u>	<u>(115.5)</u>
<b>Net increase (decrease) in cash and cash equivalents</b>	44.9	(22.5)	(0.1)	--	22.3
Cash and cash equivalents, beginning of period	109.7	427.4	32.3	--	569.4
Cash and cash equivalents, end of period	<u>\$ 154.6</u>	<u>\$ 404.9</u>	<u>\$ 32.2</u>	<u>\$ --</u>	<u>\$ 591.7</u>

## Condensed Consolidating Statements of Cash Flows

For the Year Ended December 31, 2010

(In millions)	RadioShack Corporation (Parent Co.)	Guarantor Subsidiaries	Non- Guarantor Subsidiaries	Eliminations	Consolidated
<b>Net cash provided by operating activities</b>	\$ 45.9	\$ 100.1	\$ 9.0	\$ --	\$ 155.0
<b>Cash flows from investing activities:</b>					
Additions to property, plant and equipment	(65.0)	(12.5)	(2.6)	--	(80.1)
Dividends received from subsidiary	1.7	--	--	(1.7)	--
Other investing activities	0.1	--	--	--	0.1
Net cash used in investing activities	<u>(63.2)</u>	<u>(12.5)</u>	<u>(2.6)</u>	<u>(1.7)</u>	<u>(80.0)</u>
<b>Cash flows from financing activities:</b>					
Purchases of treasury stock	(398.8)	--	--	--	(398.8)
Payments of dividends	(26.5)	--	(1.7)	1.7	(26.5)
Changes in cash overdrafts	7.5	--	--	--	7.5
Proceeds from exercise of stock options	4.0	--	--	--	4.0
Change in intercompany receivable/payable	463.0	(462.2)	(0.8)	--	--
Net cash provided by (used in) financing activities	<u>49.2</u>	<u>(462.2)</u>	<u>(2.5)</u>	<u>1.7</u>	<u>(413.8)</u>
<b>Net increase (decrease) in cash and cash equivalents</b>	31.9	(374.6)	3.9	--	(338.8)
Cash and cash equivalents, beginning of period	77.8	802.0	28.4	--	908.2
Cash and cash equivalents, end of period	<u>\$ 109.7</u>	<u>\$ 427.4</u>	<u>\$ 32.3</u>	<u>\$ --</u>	<u>\$ 569.4</u>

## Condensed Consolidating Statements of Cash Flows

For the Year Ended December 31, 2009

(In millions)	RadioShack Corporation (Parent Co.)	Guarantor Subsidiaries	Non- Guarantor Subsidiaries	Eliminations	Consolidated
<b>Net cash provided by operating activities</b>	\$ 75.2	\$ 139.9	\$ 30.7	\$ --	\$ 245.8
<b>Cash flows from investing activities:</b>					
Additions to property, plant and equipment	(77.2)	(2.2)	(1.6)	--	(81.0)
Dividends received from subsidiary	1.8	--	--	(1.8)	--
Other investing activities	0.2	--	--	--	0.2
Net cash used in investing activities	<u>(75.2)</u>	<u>(2.2)</u>	<u>(1.6)</u>	<u>(1.8)</u>	<u>(80.8)</u>
<b>Cash flows from financing activities:</b>					
Repayments of borrowings	(43.2)	--	--	--	(43.2)
Payments of dividends	(31.3)	--	(1.8)	1.8	(31.3)
Changes in cash overdrafts	2.2	--	--	--	2.2
Proceeds from exercise of stock options	0.7	--	--	--	0.7
Change in intercompany receivable/payable	62.0	(47.0)	(15.0)	--	--
Net cash used in financing activities	<u>(9.6)</u>	<u>(47.0)</u>	<u>(16.8)</u>	<u>1.8</u>	<u>(71.6)</u>
<b>Net (decrease) increase in cash and cash equivalents</b>	(9.6)	90.7	12.3	--	93.4
Cash and cash equivalents, beginning of period	87.4	711.3	16.1	--	814.8
Cash and cash equivalents, end of period	<u>\$ 77.8</u>	<u>\$ 802.0</u>	<u>\$ 28.4</u>	<u>\$ --</u>	<u>\$ 908.2</u>

# RADIOSHACK CORPORATION

## INDEX TO EXHIBITS

Exhibit Number	Description	Exhibit Number	Description
3.1	Certificate of Amendment of Restated Certificate of Incorporation of RadioShack Corporation <sup>(1)</sup> dated May 18, 2000 (filed as Exhibit 3a to RadioShack's Form 10-Q filed on August 11, 2000, and incorporated herein by reference).	4.5	Master Terms and Conditions for Warrants Issued by RadioShack Corporation, dated August 12, 2008, between Citibank, N.A. and RadioShack Corporation (filed as Exhibit 10.5 to RadioShack's Form 8-K filed on August 18, 2008, and incorporated herein by reference).
3.2	Restated Certificate of Incorporation of RadioShack Corporation <sup>(1)</sup> dated July 26, 1999 (filed as Exhibit 3a(i) to RadioShack's Form 10-Q filed on August 11, 1999, and incorporated herein by reference).	4.6	Master Terms and Conditions for Warrants Issued by RadioShack Corporation, dated August 12, 2008, between Bank of America, N.A. and RadioShack Corporation (filed as Exhibit 10.6 to RadioShack's Form 8-K filed on August 18, 2008, and incorporated herein by reference).
3.3	Certificate of Elimination of Series C Conversion Preferred Stock of RadioShack Corporation <sup>(1)</sup> dated July 26, 1999 (filed as Exhibit 3a(ii) to RadioShack's Form 10-Q filed on August 11, 1999, and incorporated herein by reference).	4.7	Confirmation for Warrants, dated August 12, 2008, between Citibank, N.A. and RadioShack Corporation (filed as Exhibit 10.7 to RadioShack's Form 8-K filed on August 18, 2008, and incorporated herein by reference).
3.4	Amended Certificate of Designations, Preferences and Rights of Series A Junior Participating Preferred Stock of RadioShack Corporation <sup>(1)</sup> dated July 26, 1999 (filed as Exhibit 3a(iii) to RadioShack's Form 10-Q filed on August 11, 1999, and incorporated herein by reference).	4.8	Confirmation for Warrants, dated August 12, 2008, between Bank of America, N.A. and RadioShack Corporation (filed as Exhibit 10.8 to RadioShack's Form 8-K filed on August 18, 2008, and incorporated herein by reference).
3.5	Certificate of Designations of Series B TESOP Convertible Preferred Stock dated June 29, 1990 (filed as Exhibit 4A to RadioShack's Form S-8 for the RadioShack Corporation Incentive Stock Plan, Reg. No. 33-51603, filed on November 12, 1993, and incorporated herein by reference).	4.9	Indenture, dated as of May 3, 2011, by and among RadioShack Corporation, the Guarantors named therein, and Wells Fargo Bank, National Association, as Trustee (filed as Exhibit 4.1 to RadioShack's Form 8-K filed on May 4, 2011, and incorporated herein by reference).
3.6	RadioShack Corporation Bylaws, amended and restated as of May 19, 2011 (filed as Exhibit 3.1 to RadioShack's Form 8-K filed on May 23, 2011, and incorporated herein by reference).	4.10	Form of Senior Notes due 2019 (included in Exhibit 4.1 to RadioShack's Form 8-K filed on May 4, 2011, and incorporated by reference).
4.1	Indenture, dated as of May 11, 2001, between RadioShack Corporation, as Issuer, and The Bank of New York, as Trustee (filed as Exhibit 4.1 to RadioShack's Form S-4 filed on June 8, 2001, and incorporated herein by reference).	4.11	Registration Rights Agreement, dated as of May 3, 2011, by and among RadioShack Corporation, the Guarantors named therein, and the Initial Purchasers named therein (filed as Exhibit 4.3 to RadioShack's Form 8-K filed on May 4, 2011, and incorporated herein by reference).
4.2	Form of New Note due 2011 (filed as Exhibit 4.2 to RadioShack's Form S-4 filed on June 8, 2001, and incorporated herein by reference).	10.1	Master Terms and Conditions for Convertible Bond Hedging Transactions, dated August 12, 2008, between Citibank, N.A. and RadioShack Corporation (filed as Exhibit 10.1 to RadioShack's Form 8-K filed on August 18, 2008, and incorporated herein by reference).
4.3	Indenture, dated as of August 18, 2008, between RadioShack Corporation and The Bank of New York Mellon Trust Company, N.A., as trustee (filed as Exhibit 4.1 to RadioShack's Form 8-K filed on August 18, 2008, and incorporated herein by reference).	10.2	Master Terms and Conditions for Convertible Bond Hedging Transactions, dated August 12, 2008, between Bank of America, N.A. and RadioShack Corporation (filed as Exhibit 10.2 to RadioShack's Form 8-K filed on August 18, 2008, and incorporated herein by reference).
4.4	Form of the 2.50% Convertible Senior Notes due 2013 (included as Exhibit A to the Indenture filed as Exhibit 4.1 to RadioShack's Form 8-K filed on August 18, 2008, and incorporated herein by reference).		

Exhibit Number	Description	Exhibit Number	Description
10.3	Confirmation for Convertible Bond Hedging Transactions, dated August 12, 2008, between Citibank, N.A. and RadioShack Corporation (filed as Exhibit 10.3 to RadioShack's Form 8-K filed on August 18, 2008, and incorporated herein by reference).	10.12	Amended and Restated Lease, dated as of June 25, 2008, between Tarrant County College District as Landlord, and RadioShack Corporation, as Tenant (filed as Exhibit 10.2 to RadioShack's Form 8-K filed on June 25, 2008, and incorporated herein by reference).
10.4	Confirmation for Convertible Bond Hedging Transactions, dated August 12, 2008, between Bank of America, N.A. and RadioShack Corporation (filed as Exhibit 10.4 to RadioShack's Form 8-K filed on August 18, 2008, and incorporated herein by reference).	10.13	First Amendment to Lease, effective as of March 11, 2010, by and between Tarrant County College District as Landlord, and RadioShack Corporation as Tenant (filed as Exhibit 10.1 to RadioShack's Form 8-K filed on March 18, 2010, and incorporated herein by reference).
10.5	Credit Agreement, dated as of January 4, 2011, among RadioShack Corporation, the Facility Guarantors party thereto, the Lenders party thereto, and Bank of America, N.A., as Administrative Agent and Collateral Agent for itself and the other Lenders (filed as Exhibit 10.1 to RadioShack's Form 8-K filed on January 7, 2011, and incorporated herein by reference).	10.14	Second Amendment to Lease, dated for all purposes as of July 12, 2010, by and between Tarrant County College District as Landlord, and RadioShack Corporation as Tenant (filed as Exhibit 10.1 to RadioShack's Form 8-K filed on July 12, 2010, and incorporated herein by reference).
10.6	Security Agreement, dated as of January 4, 2011, among RadioShack Corporation, the Facility Guarantors party thereto, and Bank of America, N.A., as Administrative Agent for the Secured Parties (filed as Exhibit 10.2 to RadioShack's Form 8-K filed on January 7, 2011, and incorporated herein by reference).	10.15 <sup>(2)</sup>	RadioShack Corporation <sup>(1)</sup> Officers Deferred Compensation Plan as restated July 10, 1992 (filed as Exhibit 10d to RadioShack's Form 10-K filed on March 30, 1994, and incorporated herein by reference).
10.7	Guaranty Agreement, dated as of January 4, 2011, among the Facility Guarantors party thereto, for the benefit of Bank of America, N.A., as Administrative Agent for itself and the other Secured Parties (filed as Exhibit 10.3 to RadioShack's Form 8-K filed on January 7, 2011, and incorporated herein by reference).	10.16 <sup>(2)</sup>	Second Amended and Restated RadioShack Corporation Officers Deferred Compensation Plan, effective as of December 31, 2008 (filed as Exhibit 10.54 to RadioShack's Form 10-K filed on February 24, 2009, and incorporated herein by reference).
10.8	First Amendment to Credit Agreement, dated as of September 1, 2011, among RadioShack Corporation, the Facility Guarantors thereunder, the Lenders party thereto, and Bank of America, N.A., as Administrative Agent and Collateral Agent for itself and the other Lenders (filed as Exhibit 10.1 to RadioShack's Form 8-K filed on September 1, 2011, and incorporated herein by reference).	10.17 <sup>(2)</sup>	RadioShack Corporation 1993 Incentive Stock Plan as amended (filed as Exhibit 10a to RadioShack's Form 10-Q filed on November 14, 2001, and incorporated herein by reference).
10.9	Overnight Share Repurchase Agreement, dated as of August 5, 2005, between RadioShack Corporation and Bank of America, N.A. (filed as Exhibit 10.1 to RadioShack's Form 8-K filed on August 8, 2005, and incorporated herein by reference).	10.18 <sup>(2)</sup>	Salary Continuation Plan for Executive Employees of RadioShack Corporation <sup>(1)</sup> and Subsidiaries (Restated) (filed as Exhibit 10a to RadioShack's Form 10-K filed on March 30, 1994, and incorporated herein by reference).
10.10 <sup>(5)</sup>	Confirmation for Accelerated Share Repurchase Transaction, dated as of August 23, 2010, by and between Bank of America, N.A. and RadioShack Corporation (filed as Exhibit 10.1 to RadioShack's Form 10-Q filed on October 25, 2010, and incorporated herein by reference).	10.19 <sup>(2)</sup>	Second Amended and Restated Salary Continuation Plan for Executive Employees of RadioShack Corporation and Subsidiaries, effective as of December 31, 2008 (filed as Exhibit 10.53 to RadioShack's Form 10-K filed on February 24, 2009, and incorporated herein by reference).
10.11 <sup>(5)</sup>	Confirmation for Accelerated Share Repurchase Transaction, dated as of August 23, 2010, by and among Wells Fargo Securities, LLC, Wells Fargo Bank, N.A. and RadioShack Corporation (filed as Exhibit 10.2 to RadioShack's Form 10-Q filed on October 25, 2010, and incorporated herein by reference).	10.20 <sup>(2)</sup>	Second Amended and Restated Termination Protection Agreement for Corporate Executives, by and between RadioShack Corporation and James F. Gooch, effective as of December 31, 2010 (filed as Exhibit 10.23 to RadioShack's Form 10-K filed on February 22, 2011, and incorporated herein by reference).
		10.21 <sup>(2)</sup>	Amended and Restated RadioShack Corporation 1997 Incentive Stock Plan (filed as Exhibit 10.1 to RadioShack's Form 8-K filed on May 24, 2005, and incorporated herein by reference).
		10.22 <sup>(2)</sup>	Form of Restricted Stock Agreement under RadioShack Corporation 1997 Incentive Stock Plan (filed as Exhibit 10a to RadioShack's Form 10-Q filed on May 6, 2005, and incorporated herein by reference).

Exhibit Number	Description
10.23 <sup>(2)</sup>	Form of September 30, 1997 Deferred Compensation Agreement (filed as Exhibit 10aa to RadioShack's <sup>(1)</sup> Form 10-Q filed on May 13, 1998, and incorporated herein by reference).
10.24 <sup>(2)</sup>	Amended and Restated RadioShack Corporation 1999 Incentive Stock Plan (filed as Exhibit 10.2 to RadioShack's Form 8-K filed on May 24, 2005, and incorporated herein by reference).
10.25 <sup>(2)</sup>	RadioShack Corporation Unfunded Deferred Compensation Plan for Directors as amended and restated July 22, 2000 (filed as Exhibit 10x to RadioShack's Form 10-K filed on March 28, 2003, and incorporated herein by reference).
10.26 <sup>(2)</sup>	Second Amended and Restated RadioShack Corporation Unfunded Deferred Compensation Plan for Directors, effective as of December 31, 2008 (filed as Exhibit 10.57 to RadioShack's Form 10-K filed on February 24, 2009, and incorporated herein by reference).
10.27 <sup>(2)</sup>	Amended and Restated RadioShack Corporation 2001 Incentive Stock Plan (filed as Exhibit 10.3 to RadioShack's Form 8-K filed on May 24, 2005, and incorporated herein by reference).
10.28 <sup>(2)</sup>	RadioShack 2004 Annual and Long-Term Incentive Compensation Plan (the written description of which is contained on pages 26 through 29 of RadioShack's Proxy Statement filed on April 8, 2004, for the 2004 Annual Meeting of Stockholders, and incorporated herein by reference).
10.29 <sup>(2)</sup>	Amendment to RadioShack 2004 Annual and Long-Term Incentive Compensation Plan (the written description of which is contained on pages 32 and 33 of RadioShack's Proxy Statement filed on April 12, 2007, and incorporated herein by reference).
10.30 <sup>(2)</sup>	Third Amended and Restated RadioShack 2004 Deferred Stock Unit Plan for Non-Employee Directors, effective as of December 31, 2008 (filed as Exhibit 10.58 to RadioShack's Form 10-K filed on February 24, 2009, and incorporated herein by reference).
10.31 <sup>(2)</sup>	Form of Notice of Grant of Deferred Stock Units and Deferred Stock Unit Agreement under the RadioShack 2004 Deferred Stock Unit Plan for Non-Employee Directors (filed as Exhibit 10.2 to RadioShack's Form 8-K filed on June 6, 2005, and incorporated herein by reference).
10.32 <sup>(2)</sup>	Form of Incentive Stock Plan(s) Stock Option Agreement for Officers (filed as Exhibit 10(a) to RadioShack's Form 10-Q filed on November 5, 2004, and incorporated herein by reference).
10.33 <sup>(2)</sup>	Form of Indemnification Agreement (filed as Exhibit 10.1 to RadioShack's Form 8-K filed on June 6, 2005, and incorporated herein by reference).

Exhibit Number	Description
10.34 <sup>(2)</sup>	RadioShack Corporation Officer's Supplemental Executive Retirement Plan (filed as Exhibit 10.52 to RadioShack's Form 10-K filed on March 15, 2006, and incorporated herein by reference).
10.35 <sup>(2)</sup>	Form of RadioShack Corporation Officer's Supplemental Executive Retirement Plan Agreement (filed as Exhibit 10.53 to RadioShack's Form 10-K filed on March 15, 2006, and incorporated herein by reference).
10.36 <sup>(2)</sup>	Form of RadioShack Corporation Officer's Supplemental Executive Retirement Plan Agreement for Existing Participants in the Salary Continuation Plan (filed as Exhibit 10.54 to RadioShack's Form 10-K filed on March 15, 2006, and incorporated herein by reference).
10.37 <sup>(2)</sup>	First Amended and Restated RadioShack Corporation Officer's Supplemental Executive Retirement Plan (filed as Exhibit 10.59 to RadioShack's Form 10-K filed on February 24, 2009, and incorporated herein by reference).
10.38 <sup>(2)</sup>	Second Amended and Restated RadioShack Corporation Officer's Supplemental Executive Retirement Plan, effective as of December 31, 2010 (filed as Exhibit 10.43 to RadioShack's Form 10-K filed on February 22, 2011, and incorporated herein by reference).
10.39 <sup>(2)</sup>	Second Amended and Restated RadioShack Corporation Officers' Severance Program, effective as of December 31, 2010 (filed as Exhibit 10.46 to RadioShack's Form 10-K filed on February 22, 2011, and incorporated herein by reference).
10.40 <sup>(2)</sup> <sup>(3)</sup>	Third Amended and Restated RadioShack Corporation Officers' Severance Program, effective December 31, 2011.
10.41 <sup>(2)</sup>	Incentive Stock Plan Non-Qualified Stock Option Agreement under the 1997 Incentive Stock Plan, dated July 6, 2006, between RadioShack Corporation and Julian C. Day (filed as Exhibit 10.2 to RadioShack's Form 8-K filed on July 7, 2006, and incorporated herein by reference).
10.42 <sup>(2)</sup>	Incentive Stock Plan Non-Qualified Stock Option Agreement under the 1999 Incentive Stock Plan, dated July 6, 2006, between RadioShack Corporation and Julian C. Day (filed as Exhibit 10.3 to RadioShack's Form 8-K filed on July 7, 2006, and incorporated herein by reference).
10.43 <sup>(2)</sup>	Incentive Stock Plan Non-Qualified Stock Option Agreement under the 2001 Incentive Stock Plan, dated July 6, 2006, between RadioShack Corporation and Julian C. Day (filed as Exhibit 10.4 to RadioShack's Form 8-K filed on July 7, 2006, and incorporated herein by reference).

Exhibit Number	Description
10.44 <sup>(2)</sup>	Incentive Stock Plan Non-Qualified Stock Option Agreement, dated July 6, 2006, between RadioShack Corporation and Julian C. Day (filed as Exhibit 10.5 to RadioShack's Form 8-K filed on July 7, 2006, and incorporated herein by reference).
10.45 <sup>(2)</sup>	Incentive Stock Plan Non-Qualified Stock Option Agreement, dated July 6, 2006, between RadioShack Corporation and Julian C. Day (filed as Exhibit 10.6 to RadioShack's Form 8-K filed on July 7, 2006, and incorporated herein by reference).
10.46 <sup>(2)</sup>	Agreement on Nonsolicitation, Confidentiality, Noncompetition and Intellectual Property, dated July 6, 2006, between RadioShack Corporation and Julian C. Day (filed as Exhibit 10.7 to RadioShack's Form 8-K filed on July 7, 2006, and incorporated herein by reference).
10.47 <sup>(2)</sup>	Agreement, dated January 21, 2011, between RadioShack Corporation and James F. Gooch (filed as Exhibit 10.55 to RadioShack's Form 10-K filed on February 22, 2011, and incorporated herein by reference).
10.48 <sup>(2)</sup>	RadioShack Corporation 2007 Restricted Stock Plan (included as Appendix A to RadioShack's Proxy Statement filed on April 12, 2007, and incorporated herein by reference).
10.49 <sup>(2)</sup>	Form of Restricted Stock Agreement under the RadioShack Corporation 2007 Restricted Stock Plan (filed as Exhibit 10.2 to RadioShack's Form 8-K filed on May 18, 2007, and incorporated herein by reference).
10.50 <sup>(2)</sup>	Employment Offer Letter to Dorvin D. Lively from RadioShack Corporation, dated July 27, 2011 (filed as Exhibit 10.70 to RadioShack's Registration Statement on Form S-4 filed on September 27, 2011, and incorporated herein by reference).
10.51 <sup>(2)</sup>	Employment Offer Letter to Bryan Bevin from RadioShack Corporation, dated December 11, 2007, as modified effective September 11, 2008 (filed as Exhibit 10.67 to RadioShack's Form 10-K filed on February 26, 2008, and Item 5.02 of RadioShack's Form 8-K filed on September 17, 2008, and incorporated herein by reference).
10.52 <sup>(2)</sup>	Employment Offer Letter to Lee D. Applbaum from RadioShack Corporation, dated August 13, 2008 (filed as Exhibit 10.54 to RadioShack's Form 10-K filed on February 22, 2010, and incorporated herein by reference).
10.53 <sup>(2)</sup>	Employment Offer Letter to Sharon S. Stufflebeme from RadioShack Corporation, dated May 20, 2009 (filed as Exhibit 10.61 to RadioShack's Form 10-K filed on February 22, 2011, and incorporated herein by reference).

Exhibit Number	Description
10.54 <sup>(2)</sup>	Employment Offer Letter to Scott E. Young from RadioShack Corporation, dated March 18, 2010 (filed as Exhibit 99.2 to RadioShack's Form 8-K filed on April 6, 2010, and incorporated herein by reference).
10.55 <sup>(2)</sup>	Employment Offer Letter to Mary Ann Doran from RadioShack Corporation, dated May 28, 2010 (filed as Exhibit 10.63 to RadioShack's Form 10-K filed on February 22, 2011, and incorporated herein by reference).
10.56 <sup>(2)</sup>	Third Amended and Restated RadioShack Corporation Termination Protection Plan (Level I), effective as of December 31, 2010 (filed as Exhibit 10.64 to RadioShack's Form 10-K filed on February 22, 2011, and incorporated herein by reference).
10.57 <sup>(2)</sup>	2009 RadioShack Corporation Annual & Long-Term Incentive Compensation Plan (included as Appendix A to RadioShack's Proxy Statement filed on April 17, 2009, and incorporated herein by reference).
10.58 <sup>(2) (3)</sup>	First Amended and Restated 2009 RadioShack Corporation Annual & Long-Term Incentive Compensation Plan, effective as of November 3, 2011.
10.59 <sup>(2)</sup>	RadioShack Corporation 2009 Incentive Stock Plan (included as Appendix B to RadioShack's Proxy Statement filed on April 17, 2009, and incorporated herein by reference).
10.60 <sup>(2) (3)</sup>	First Amended and Restated RadioShack Corporation 2009 Incentive Stock Plan, effective as of November 3, 2011.
10.61 <sup>(2)</sup>	Form of Stock Option Agreement under the RadioShack Corporation 2009 Incentive Stock Plan (filed as Exhibit 10.3 to RadioShack's Form 10-Q filed on July 27, 2009, and incorporated herein by reference).
10.62 <sup>(2)</sup>	Form of Restricted Stock Agreement under the RadioShack Corporation 2009 Incentive Stock Plan (filed as Exhibit 10.59 to RadioShack's Form 10-K filed on February 22, 2010, and incorporated herein by reference).
10.63 <sup>(2)</sup>	Form of Restricted Stock Unit Agreement under the RadioShack Corporation 2009 Incentive Stock Plan (filed as Exhibit 10.60 to RadioShack's Form 10-K filed on February 22, 2010, and incorporated herein by reference).
10.64 <sup>(2)</sup>	RadioShack Corporation 2011 Executive Deferred Compensation Plan, effective as of December 1, 2010 (filed as Exhibit 10.70 to RadioShack's Form 10-K filed on February 22, 2011, and incorporated herein by reference).
21 <sup>(3)</sup>	RadioShack Significant Subsidiaries.
23 <sup>(3)</sup>	Consent of PricewaterhouseCoopers LLP.
31(a) <sup>(3)</sup>	Rule 13a-14(a) Certification of the Chief Executive Officer of RadioShack Corporation.

Exhibit Number	Description
31(b) <sup>(3)</sup>	Rule 13a-14(a) Certification of the Chief Financial Officer of RadioShack Corporation.
32 <sup>(3)</sup>	Section 1350 Certifications. <sup>(4)</sup>
101.INS	XBRL Instance Document <sup>(2)(6)</sup>
101.SCH	XBRL Taxonomy Extension Schema Document <sup>(2)(6)</sup>
101.CAL	XBRL Taxonomy Extension Calculation Linkbase Document <sup>(2)(6)</sup>
101.DEF	XBRL Taxonomy Extension Definition Linkbase Document <sup>(2)(6)</sup>
101.LAB	XBRL Taxonomy Extension Label Linkbase Document <sup>(2)(6)</sup>
101.PRE	XBRL Taxonomy Extension Presentation Linkbase Document <sup>(2)(6)</sup>

- 
- (1) RadioShack Corporation was known as Tandy Corporation until May 18, 2000.
- (2) Management contract or compensatory plan or arrangement required to be filed as an exhibit pursuant to Item 15(b) of Form 10-K.
- (3) Filed with this report.
- (4) These certifications shall not be deemed "filed" for purposes of Section 18 of the Exchange Act or otherwise subject to the liability of that section. These certifications shall not be deemed to be incorporated by reference into any filing under the Securities Act of 1933, as amended, or the Exchange Act, except to the extent that the Company specifically incorporates them by reference.
- (5) Portions of this exhibit have been redacted and have been filed separately with the SEC pursuant to a request for confidential treatment.
- (6) The XBRL-related information in Exhibit 101 shall not be deemed "filed" for purposes of Section 18 of the Exchange Act, or otherwise subject to the liability of that section and shall not be deemed to be incorporated by reference into any filing under the Securities Act of 1933, as amended, or the Exchange Act, except to the extent that the Company specifically incorporates such information by reference.

## FORWARD-LOOKING STATEMENTS

This annual report contains forward-looking statements, as referenced in the Private Securities Litigation Reform Act of 1995. These forward-looking statements reflect management's current views and projections regarding economic conditions, the retail industry environment and Company performance. These statements can be identified by the fact that they include words like "anticipate," "believe," "estimate," "expect," "intend," "project," "guidance," "plan," "outlook" and other words with similar meaning. We specifically disclaim any duty to update any of the information set forth in this annual report, including any forward-looking statements. These statements involve a number of risks and uncertainties that could cause our actual results to differ materially from the results discussed in our forward-looking statements. Factors that could cause our actual results to differ materially from the results discussed in our forward-looking statements include, but are not limited to, our ability to execute and the effectiveness of our 2012 initiatives; the underperformance or loss of certain of our important vendors, such as our wireless carrier providers, or breaches by them of our agreements with them; difficulties associated with our transition to an outsourced arrangement for the production of products we previously manufactured at our Chinese manufacturing plant; an adverse impact on our sales or profitability due to our transition to such an

outsourced arrangement; an adverse impact on our sales or profitability due to changes wireless carrier providers make to their customer credit requirements, frequency of upgrade eligibility, or other operational matters, and the timing, completeness, and accuracy of information we receive about such changes; a decline in our gross margin due to customer demand for lower margin mobile devices, such as smartphones and tablets; difficulties associated with profitably operating our new Target Mobile centers; overall sales performance; economic conditions; product demand; expense levels; competitive activity; interest rates; changes in the Company's financial condition; availability of products and services and other risks associated with the Company's vendors and service providers; the regulatory environment; and other factors affecting the retail category in general. In addition, the declaration of dividends and the dividend rate are at the sole discretion of RadioShack Corporation's board of directors, and plans for future dividends may be revised by the board at any time. RadioShack's dividend could be adversely affected by, among other things, changes in RadioShack's financial position, results of operations, capital expenditures, cash flows, and applicable tax laws. Additional information regarding these and other factors is included in the Company's filings with the SEC, including its most recent Annual Report on Form 10-K for the year ended Dec. 31, 2011.

## EXPLANATION OF NON-GAAP FINANCIAL MEASURES

Management measures and reports RadioShack's financial results in accordance with U.S. generally accepted accounting principles ("GAAP"). In this annual report, RadioShack highlights certain items that have significantly impacted the Company's financial results and uses non-GAAP financial measures to help readers understand the financial impact of these items. These non-GAAP financial measures are not intended to be a substitute for the corresponding GAAP measures and should be read only in conjunction with our consolidated financial statements prepared in accordance with GAAP. Information concerning the reconciliation of non-GAAP financial measures to their comparable GAAP financial measures is included in the adjacent tables.

## RECONCILIATION OF NON-GAAP FINANCIAL MEASURES

### Net Income

12 Months Ended Dec. 31, 2011 (in millions)	
Excluding one-time items	\$ 98.4
T-Mobile charge	(14.4)
T-Mobile inventory costs	(1.6)
China plant closing costs	(7.7)
Early retirement of debt	(2.5)
As reported according to GAAP	\$ 72.2

### Net Cash Provided by Operating Activities

12 Months Ended Dec. 31, 2011 (in millions)	
Free cash flow	\$ 86.2
Additions to property, plant & equipment	82.1
Dividends paid	49.6
As reported according to GAAP	\$217.9

## BOARD OF DIRECTORS

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### **Daniel R. Feehan**

President and CEO,  
Cash America International, Inc.  
Non-Executive Chairman of the Board,  
RadioShack Corporation

### **Robert E. Abernathy**

Group President,  
North Atlantic Consumer Products  
Kimberly-Clark Corporation  
Corporate Governance Committee

### **Frank J. Belatti**

Managing Partner,  
Equicorp Partners, LLC  
Corporate Governance Committee\*  
Management Development and  
Compensation Committee

### **Julie A. Dobson**

Chairman,  
Telebright, Inc.  
Management Development and  
Compensation Committee

### **James F. Gooch**

President and CEO,  
RadioShack Corporation

### **H. Eugene Lockhart**

Partner,  
Diamond Castle Holdings  
Audit and Compliance Committee\*  
Corporate Governance Committee

### **Jack L. Messman**

Non-Executive Chairman,  
Telogis, Inc.  
Audit and Compliance Committee  
Management Development and  
Compensation Committee

### **Thomas G. Plaskett**

Chairman,  
Fox Run Capital Associates  
Audit and Compliance Committee  
Corporate Governance Committee

### **Edwina D. Woodbury**

President and CEO,  
The Chapel Hill Press, Inc.  
Management Development and  
Compensation Committee\*  
Audit and Compliance Committee

\*Chair of Committee

## EXECUTIVE MANAGEMENT TEAM

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### **James F. Gooch**

President and  
Chief Executive Officer

### **Dorvin D. Lively**

Executive Vice President,  
Chief Financial Officer and  
Chief Administrative Officer

### **Scott E. Young**

Executive Vice President,  
Chief Merchandise Officer

### **Gene M. Dinkens**

Senior Vice President,  
Store Operations

### **William Nebes III**

Senior Vice President,  
Mexico

### **Sharon S. Stufflebeme**

Senior Vice President,  
Chief Information Officer

## SHAREHOLDER INFORMATION

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### **Corporate Offices**

300 RadioShack Circle  
Fort Worth, TX 76102  
(817) 415-3700

### **Company Websites**

radioshack.com  
radioshackcorporation.com

### **Notice of Annual Meeting**

Thursday, May 17, 2012, at 10 a.m. CDT  
Norris Conference Centers  
Red Oak Ballroom  
304 Houston St.  
Fort Worth, TX 76102

### **Transfer Agent, Registrar and Dividend Payments**

Wells Fargo Bank, N.A.  
Shareowner Services  
161 North Concord Exchange  
South St. Paul, MN 55075  
(888) 218-4374  
www.wellsfargo.com/shareownerservices

**RSH** **Stock Exchange**  
**LISTED** New York Stock Exchange  
**NYSE** Ticker symbol: RSH

### **Independent Registered Public Accounting Firm**

PricewaterhouseCoopers LLP  
Fort Worth, Texas

### **Form 10-K Requests**

The Company's 2011 Form 10-K and  
Annual Report may be obtained  
without charge by writing:

RadioShack Corporation  
Shareholder Services Department  
300 RadioShack Circle  
MS CF4-324  
Fort Worth, TX 76102

Or by telephone:  
(817) 415-3021

Or via the Internet at:  
radioshackcorporation.com

RadioShack Corporation is an  
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RADIOSHACK has included as Exhibits 31(a) and 31(b) to its Annual Report on Form 10-K for fiscal year 2011 filed with the Securities and Exchange Commission certificates of the Chief Executive Officer and Chief Financial Officer of RadioShack, respectively, certifying, among other things, the quality of RadioShack's public disclosure. In June 2011, RadioShack submitted to the New York Stock Exchange a certificate of the Chief Executive Officer of RadioShack certifying that he is not aware of any violation by RadioShack of New York Stock Exchange corporate governance listing standards. A copy of RadioShack's annual report filed with the Securities and Exchange Commission (Form 10-K) will be furnished without charge upon written request to the address listed under "Form 10-K Requests" above.

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**RadioShack.**

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