

RADIOSHACK CORP
Form DEF 14A
April 20, 2011
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UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 14A INFORMATION

**Proxy Statement Pursuant to Section 14(a) of the
Securities Exchange Act of 1934**

(Amendment No.)

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

Preliminary Proxy Statement

Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))

Definitive Proxy Statement

Definitive Additional Materials

Soliciting Material under §240.14a-12

RadioShack Corporation

(Name of registrant as specified in its charter)

(Name of person(s) filing proxy statement, if other than the registrant)

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No fee required.

Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

(1) Title of each class of securities to which the transaction applies:

(2) Aggregate number of securities to which the transaction applies:

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(1) Amount Previously Paid:

(2) Form, Schedule or Registration Statement No.:

(3) Filing Party:

(4) Date Filed:

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Julian C. Day

Chairman of the Board and

Chief Executive Officer

300 RadioShack Circle
Fort Worth, Texas 76102
April 20, 2011

Dear Shareholder,

I would like to cordially invite you to attend our 2011 Annual Meeting. It will be held on Thursday, May 19, 2011, at 10:00 a.m., Central Daylight Time at the Norris Conference Centers, Red Oak Ballroom, 304 Houston Street, Fort Worth, Texas 76102.

The formal notice of the meeting, the proxy statement, our 2010 Annual Report and your proxy card are enclosed in this mailing.

Sincerely,

JULIAN C. DAY

Chairman of the Board and

Chief Executive Officer

Your vote is important. We encourage you to sign and return your proxy card or to vote by telephone or the Internet prior to the meeting, so that your shares will be represented and voted at the meeting even if you cannot attend. Submitting your vote promptly will save your company the cost of additional proxy solicitation.

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300 RadioShack Circle

Fort Worth, Texas 76102

NOTICE OF ANNUAL MEETING OF SHAREHOLDERS

TIME AND DATE	10:00 a.m., Central Daylight Time Thursday, May 19, 2011
LOCATION	Norris Conference Centers Red Oak Ballroom 304 Houston Street Fort Worth, Texas 76102
ITEMS OF BUSINESS	(1) Elect seven directors to serve until the 2012 Annual Meeting or until their successors are elected and qualified. (2) Ratify the appointment of PricewaterhouseCoopers LLP as independent registered public accounting firm of RadioShack to serve for the 2011 fiscal year. (3) Hold a non-binding, advisory vote on executive compensation. (4) Hold a non-binding, advisory vote on the frequency of holding future non-binding, advisory votes on executive compensation. (5) Transact any other business properly brought before the meeting or any adjournment or postponement of the meeting.
RECORD DATE	March 25, 2011
ANNUAL MEETING ADMISSION	You may be required to present an admission ticket (printed on the proxy card) or other proof of share ownership (for example, a recent statement from your broker).

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By Order of the Board of Directors,

ROBERT C. DONOHOO

Vice President, General

Counsel and Corporate Secretary

April 20, 2011

We urge each shareholder to promptly sign and return the enclosed proxy card or to use telephone or Internet voting. Please see our question and answer section for information about voting by telephone or Internet, how to revoke a proxy, and how to vote shares in person.

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Denotes item to be voted on at the meeting.

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RADIOSHACK CORPORATION

300 RadioShack Circle

Fort Worth, Texas 76102

PROXY STATEMENT

FOR THE ANNUAL MEETING OF SHAREHOLDERS

TO BE HELD ON THURSDAY, MAY 19, 2011

The board of directors of RadioShack Corporation (sometimes referred to herein as RadioShack or the Company) is furnishing you this proxy statement to solicit proxies on its behalf to be voted at the RadioShack Corporation 2011 annual meeting of shareholders. The meeting will be held on Thursday, May 19, 2011, at 10:00 a.m., Central Daylight Time, at the Norris Conference Centers, Red Oak Ballroom, 304 Houston Street, Fort Worth, Texas 76102. For directions to the meeting, please refer to your proxy card. The proxies may also be voted at any resumption of the meeting after adjournment or postponement of the meeting.

We are first sending out these proxy materials to shareholders on or about April 20, 2011.

QUESTIONS AND ANSWERS

ABOUT THE MEETING AND VOTING

Who is entitled to vote?

Owners of record of common stock at the close of business on the record date, March 25, 2011, are the only persons entitled to receive notice of the annual meeting and to vote the shares of common stock that they held on that date. Each shareholder is entitled to one vote for each share of common stock the shareholder held on March 25, 2011. We had 106,428,286 shares of common stock outstanding on March 25, 2011, which includes an aggregate of 3,125,800 shares of common stock held under the RadioShack 401(k) Plan and the RadioShack Puerto Rico 1165(e) Plan.

What are the board's recommendations?

The board's recommendations are included with the description of each item in this proxy statement. In summary, the board recommends a vote:

FOR the election of the nominated slate of directors (Item 1),

FOR the proposal to ratify the appointment of PricewaterhouseCoopers LLP as the Company's independent registered public accounting firm for 2011 (Item 2),

FOR the Company's compensation of its named executive officers as disclosed in the Compensation Discussion and Analysis and Executive Compensation sections of this proxy statement (Item 3), and

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1 YEAR for the frequency of non-binding, advisory votes on the Company's compensation of its named executive officers (Item 4).
Will any other items be presented at the meeting?

We do not know of any other matters to be presented at the meeting. If any other matter is properly presented for a vote at the meeting, your shares will be voted by the holders of the proxies using their best judgment.

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How do I vote?

You can use one of the following methods:

Written proxy: You can vote by written proxy by completing, signing and returning the enclosed proxy card in the postage-paid envelope provided.

Telephone proxy: You can vote by telephone using the toll-free telephone number shown on your proxy card.

Internet proxy: You can vote on the Internet at the website address shown on your proxy card.

In person: You can vote in person at the meeting. If you own your shares in street name, you will need to obtain a legal proxy from your bank or broker and bring this legal proxy to the meeting. Please note that if you own shares in street name and request a legal proxy, any previously executed proxy will be revoked, and your vote will not be counted unless you appear at the meeting and vote in person.

The telephone and Internet voting procedures are designed to authenticate your identity and allow you to vote your shares. They will also confirm that your instructions have been properly recorded. Street name holders may vote by telephone or the Internet if their bank or broker makes these methods available. In this case, the bank or broker will enclose instructions with the proxy statement.

What are my voting choices on the matters to be voted on?

Election of Directors. In the vote on the election of the seven director nominees, as to each nominee you may:

vote in favor of the nominee,

vote against the nominee, or

abstain from voting as to the nominee.

Ratification of Independent Registered Public Accounting Firm. In the vote on the ratification of the appointment of PricewaterhouseCoopers LLP as the Company's independent registered public accounting firm for 2011, you may:

vote in favor of the ratification,

vote against the ratification, or

abstain from voting on this item.

Executive Compensation. In the non-binding, advisory vote on the approval of the compensation paid to the named executive officers as disclosed in the Compensation Discussion and Analysis and Executive Compensation sections of this proxy statement, you may:

vote in favor of the compensation,

vote against the compensation, or

abstain from voting on this item.

Frequency of Executive Compensation Votes. In the non-binding, advisory vote on the frequency of future votes on the compensation paid to the Company's named executive officers, you may:

vote in favor of voting on the compensation every year,

vote in favor of voting on the compensation every second year,

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vote in favor of voting on the compensation every third year, or

abstain from voting on this item.

What if I do not specify a choice for a matter when I return my proxy card?

You should specify your choice for each matter on the enclosed proxy card. If you do not specify a choice, proxies that are signed and returned will be voted

FOR the election of all director nominees,

FOR the proposal to ratify the appointment of PricewaterhouseCoopers LLP as the Company's independent registered public accounting firm for 2011,

FOR the compensation paid to the named executive officers as disclosed in the Compensation Discussion and Analysis and Executive Compensation sections of this proxy statement, and

1 YEAR for the frequency of the Company's votes on executive compensation.

How are votes counted?

Election of directors will be determined by a majority of the votes cast at the meeting. For purposes of the election of directors, a majority of votes cast at the meeting means that the number of votes for a director must exceed the number of votes against a director. However, as to the election of directors, if the number of nominees exceeds the number of directors to be elected as of ten (10) days prior to the date on which RadioShack files its definitive proxy statement with the Securities and Exchange Commission (the SEC), directors will be elected by a plurality of the shares represented and entitled to vote at the meeting.

All other proposals submitted to a vote of shareholders (other than the non-binding, advisory votes) will be determined by a majority of the voting power of the shares of stock entitled to vote that are held by shareholders present in person or by proxy at the annual meeting. For purposes of approval of these proposals, a majority of the voting power of such shares means that the number of votes for such a proposal must exceed the sum of the number of votes against and the number of abstentions.

We have a policy of confidential voting that applies to all shareholders, including RadioShack employee-shareholders.

What is the quorum requirement for the annual meeting?

To achieve a quorum at the annual meeting, the holders of a majority of outstanding common stock as of the record date, March 25, 2011, must be present, either in person or by proxy.

How are abstentions and broker non-votes counted?

A broker holding shares for a beneficial owner has discretionary authority to vote the shares on routine matters but lacks the authority to vote on non-routine matters. When a broker holding shares for a beneficial owner lacks the power to vote on a non-routine matter and has not received voting instructions from the beneficial owner, the broker is required to refrain from casting a vote. A broker non-vote is a proxy submitted by a broker that does not indicate a vote for some proposals because of such lack of authority.

Abstentions and broker non-votes count for quorum purposes. For purposes of determining whether a director nominee has received a majority of the votes cast, abstentions will not be included in the vote

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total, with the result that an abstention will have no effect on the election of the director. Should directors be elected by a plurality of the votes cast as set forth above, abstentions will be counted as withheld votes, and therefore will have no effect on the outcome of the vote. For purposes of determining whether a proposal has received a majority of the voting power of the shares of stock entitled to vote that are held by shareholders present in person or by proxy, abstentions will be included in the vote total, with the result that an abstention will have the same effect as a vote against the proposal.

For purposes of determining whether a director or a proposal has received a majority vote, broker non-votes will not be included in the vote totals and, therefore, will have no effect on the outcome of the vote.

How will shares of common stock held in the RadioShack 401(k) Plan and the RadioShack Puerto Rico 1165(e) Plan be voted?

Each of the participants in the RadioShack 401(k) Plan and RadioShack Puerto Rico 1165(e) Plan is entitled to direct the plan trustee on how to vote shares of common stock allocated to his or her account. If a participant does not direct the trustee on how to vote the shares in his or her account, the trustee will vote those shares in the same proportion as other participants who have directed the trustee on how to vote their shares.

How can I revoke my proxy?

You can revoke your proxy at any time before the annual meeting by:

giving written notice of revocation to RadioShack at the address below,

delivering a later-dated proxy (including by Internet or telephone), or

voting in person at the meeting.

You should send any written notice of a revocation of a proxy to RadioShack Corporation, Attention: Shareholder Services, Mail Stop CF4-324, 300 RadioShack Circle, Fort Worth, Texas 76102.

Who can attend the meeting?

Shareholders as of the record date, March 25, 2011, or their duly appointed proxies, may attend the meeting.

We may require you to provide your admission ticket as well as a form of personal identification to enter the annual meeting.

If you are a shareholder of record, you will find an admission ticket printed on the proxy card sent to you. If you plan to attend the annual meeting, please retain the admission ticket. If you own shares in street name, please contact your bank or broker to obtain an admission ticket; however, please note that even if you obtain an admission ticket from your bank or broker to attend the meeting, you will not be able to vote your shares at the meeting unless you have also obtained a legal proxy from your bank or broker.

If you arrive at the annual meeting without an admission ticket, we will admit you if we are able to verify that you were a RadioShack shareholder on the record date.

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Can I view these materials electronically?

This Notice of Annual Meeting of Shareholders and Proxy Statement and our 2010 Annual Report may be found on our corporate website www.radioshackcorporation.com, under the heading Investor Relations.

Where can I find the voting results of the meeting?

We will publish the voting results on a Form 8-K that we will file with the SEC within four business days after the date of the annual meeting. If final voting results are not available at the time of that filing, we will provide preliminary voting results, and file an amended Form 8-K with the final voting results within four business days after the date the results are finalized.

If my shares are held by a broker, won't my broker vote my shares for me?

The NYSE adopted and the SEC approved certain changes to the rules of the NYSE that prohibit brokers from voting shares for which they have received no instructions from the beneficial owner on non-routine matters, including the election of directors, as well as voting on executive compensation or the frequency of future votes on executive compensation. Before the changes to the NYSE rules, brokerage firms were permitted to vote shares in their discretion when they received no voting instructions from the beneficial owner on uncontested director elections and certain executive compensation matters, but now all director elections and executive compensation proposals are considered non-routine matters under the NYSE rules. As a result, it is important that you provide your broker with instructions on how to vote your shares.

What is householding?

The SEC has adopted rules that permit companies and intermediaries such as brokers to satisfy delivery requirements for proxy statements with respect to two or more shareholders sharing the same address by delivering a single proxy statement addressed to those shareholders. This process, which is commonly referred to as householding, potentially provides convenience for shareholders and cost savings for companies. RadioShack and some banks and brokers may household proxy materials, delivering a single proxy statement to multiple shareholders sharing an address unless contrary instructions have been received from the affected shareholders. Each shareholder will receive his or her own proxy card. Once you have received notice from your bank or broker or us that they or we will be sending householding materials to your address, householding will continue until you are notified otherwise or until you provide your bank or broker or us with other instructions. If, at any time, you no longer wish to participate in householding and would prefer to receive a separate proxy statement, or if you are receiving multiple copies of the proxy statement and wish to receive only one, please notify your bank or broker (if your shares are held by a bank or in a brokerage account) or us (if your shares are registered in your name). You can notify us by sending a written request to RadioShack Corporation, Attention: Shareholder Services, Mail Stop CF4-324, 300 RadioShack Circle, Fort Worth, Texas 76102, or by calling Shareholder Services at (817) 415-3021.

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ITEM 1 ELECTION OF DIRECTORS

Seven directors are recommended for election to the board of directors at the 2011 annual meeting. Directors are elected for a one-year term and serve until the next annual meeting in which their successors are elected, or if earlier, until their retirement, resignation or removal.

We have no reason to believe that any of the nominees will be unable or unwilling to serve if elected. If any nominee, however, should become unable or unwilling to serve for any reason, proxies may be voted for another person nominated as a substitute by the board of directors, or the board of directors may reduce the number of directors.

NOMINEES FOR ELECTION AS DIRECTORS

Mr. Belatti has served as Managing Partner of Equicorp Partners, LLC (an advisory services and investment banking firm) since January 2006. Mr. Belatti also served as Chairman of AFC Enterprises, Inc. (the parent company of Popeyes Chicken & Biscuits) from November 1992 until November 2007. Mr. Belatti previously served as Chief Executive Officer of AFC Enterprises, Inc. from November 1992 to September 2005.

Frank J. Belatti

Age 63

Director since 1998

Mr. Belatti is currently the chair of the Corporate Governance Committee and a member of the Management Development and Compensation Committee.

In selecting Mr. Belatti as a nominee for election as a director at the annual meeting, the board considered several aspects of Mr. Belatti's experience, including but not limited to his experience as a chief executive officer in the retail and franchising markets, his considerable consumer products experience, and his strategic experience gained from serving on the executive committees of several investment funds.

Mr. Feehan has been President and Chief Executive Officer of Cash America International, Inc. (a provider of specialty financial services to individuals) since February 2000. He is a director of Cash America International, Inc. and AZZ incorporated (a manufacturer of electrical and industrial products).

Daniel R. Feehan

Age 60

Director since 2003

Mr. Feehan has previously been designated the Presiding Director of the board. As previously announced, it is expected that Mr. Feehan will become Non-Executive Chairman of the Board on May 19, 2011. (Please refer to the discussion beginning on page 19 for additional information).

In selecting Mr. Feehan as a nominee for election as a director at the annual meeting, the board considered several aspects of Mr. Feehan's experience, including but not limited to current experience as a chief executive officer in the financial services market, his in-depth knowledge of the RadioShack customer base, his transaction skills, and his strong understanding of public company governance.

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James F. Gooch

Age 43

Mr. Gooch was appointed President of RadioShack by the Board of Directors in January 2011. He will become Chief Executive Officer following the retirement of Julian C. Day 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. 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.

In selecting Mr. Gooch as a nominee for election as a director at the annual meeting, the board considered several aspects of Mr. Gooch's experience, including but not limited to his years of experience in and knowledge of the retail and consumer products markets; his considerable financial and accounting experience, including his service for more than four years as Chief Financial Officer of RadioShack; and his extensive knowledge and understanding of the wireless industry.

H. Eugene Lockhart

Age 61

Director since 2003

Mr. Lockhart has been a Partner of Diamond Castle Holdings (a buyout and private equity firm) since joining the firm in May 2005. From January 2003 to May 2005, Mr. Lockhart was a Venture Partner with Oak Investment Partners (a venture capital firm). From 2000 to 2003, he was Chairman, President and Chief Executive Officer of NewPower Holdings, Inc. (a provider of energy and related services). NewPower Holdings, Inc. filed for bankruptcy protection on June 11, 2002, and a bankruptcy plan was confirmed on October 27, 2002. Previously, Mr. Lockhart was the Chief Executive Officer of MasterCard International Incorporated (a credit card company). He is a director of Asset Acceptance Capital Corp. (a leading purchaser and collector of consumer debt), Huron Consulting Group Inc. (a management consulting firm), and Bonds.com Group, Inc. (a registered broker-dealer). Mr. Lockhart previously served as a director of IMS Health Inc. (a provider of market intelligence to the pharmaceutical and healthcare industries).

Mr. Lockhart is currently the chair of the Audit and Compliance Committee and a member of the Corporate Governance Committee.

In selecting Mr. Lockhart as a nominee for election as a director at the annual meeting, the board considered several aspects of Mr. Lockhart's experience, including but not limited to his experience as a chief executive officer in the credit card market, which is relevant to the RadioShack wireless business, his extensive experience as an investment partner, and his financial and strategic skills in assessing the growth prospects of businesses.

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Jack L. Messman

Age 71

Director since 1993

Mr. Messman began serving as non-executive chairman for Telogis, Inc. (a company in the GPS location-based services business) in January 2008. Previously, he had been a private equity investor and a consultant since June 2006. From July 2001 to June 2006, Mr. Messman served as President, Chief Executive Officer and Chairman of the Board of Novell, Inc. (a provider of information solutions through various software platforms). Mr. Messman served as President and Chief Executive Officer of Cambridge Technology Partners, Inc. (now a subsidiary of Novell, Inc.) from July 1999 to June 2001. He is a director of Safeguard Scientifics, Inc. (a provider of growth capital for life science and technology companies), and Timminco Limited (a provider of silicon metal for the chemical, aluminum, electronics, and solar industries), and Deputy Chairman of AMG Advanced Metallurgical Group, N.V. (a provider of high purity metals and complex metal products). Mr. Messman previously served as a director of Novell, Inc.

Mr. Messman is currently a member of the Audit and Compliance Committee and the Management Development and Compensation Committee.

In selecting Mr. Messman as a nominee for election as a director at the annual meeting, the board considered several aspects of Mr. Messman's experience, including but not limited to his experience as a chief executive officer in multiple industries, his familiarity with current corporate governance practices and executive compensation issues, his knowledge of the high tech industry and information technology, his prior service as a director of a convenience store chain, and his experience as an investment banker.

Mr. Plaskett has served as Chairman of Fox Run Capital Associates (a private consulting firm) since 1999, and is a corporate director and a business consultant. He is a director of Alcon, Inc. (a provider of eye care products) and Signet Jewelers Limited (a specialty retailer of jewelry). Mr. Plaskett previously served as a director of Novell, Inc. (a provider of information solutions through various software platforms) and Platinum Research Organization, Inc. (a developer of lubricants and coatings).

Thomas G. Plaskett

Age 67

Director since 1986

Mr. Plaskett is currently a member of the Audit and Compliance Committee and the Corporate Governance Committee.

In selecting Mr. Plaskett as a nominee for election as a director at the annual meeting, the board considered several aspects of Mr. Plaskett's experience, including but not limited to his experience as a chief executive officer in a variety of consumer industries, his extensive experience as a member of various boards, and his exceptional knowledge of corporate governance and audit practices.

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Ms. Woodbury has been President and Chief Executive Officer of The Chapel Hill Press, Inc. (a publishing services company) since 1999. She previously served as Senior Vice President, Chief Financial and Administrative Officer of Avon Products, Inc. (a direct seller of beauty and related products). Ms. Woodbury was previously a director of R. H. Donnelley Corp.

Edwina D. Woodbury

Age 59

Ms. Woodbury is currently the chair of the Management Development and Compensation Committee and a member of the Audit and Compliance Committee.

Director since 1998

In selecting Ms. Woodbury as a nominee for election as a director at the annual meeting, the board considered several aspects of Ms. Woodbury's experience, including but not limited to her extensive experience in process management and financial controls, her ownership and management of a publishing services company, her skills as a public company chief financial officer, and her in-depth knowledge of compensation and audit practices.

The board of directors recommends you vote FOR the election of each of the nominees listed above.

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The following table sets forth information regarding beneficial ownership of the Company's common stock by each director and nominee, the named executive officers listed in the Summary Compensation Table beginning on page 50, and our directors, nominees and executive officers as a group, as of February 28, 2011 (except as otherwise noted).

Name	Amount and Nature of Common Stock Beneficially Owned ¹				Deferred and Common Stock Units ³
	Number of Shares Held of Record	Right to Acquire ²	Number of Shares Beneficially Owned	Percent of Class	
Frank J. Belatti, Director	2,505	48,000	50,505	*	35,142
Julian C. Day, Chairman of the Board and Chief Executive Officer ⁴	73,816	5,197,403	5,271,219	4.7%	0
Daniel R. Feehan, Director	2,609	20,000	22,609	*	54,373
H. Eugene Lockhart, Director	2,000	20,000	22,000	*	35,142
Jack L. Messman, Director	14,665	48,000	62,665	*	77,225
Thomas G. Plaskett, Director	0	48,000	48,000	*	39,174
Edwina D. Woodbury, Director	1,000	32,000	33,000	*	42,045
Lee D. Applbaum, Executive Vice President - Chief Marketing Officer	87,220	82,823	170,043	*	0
Bryan Bevin, Executive Vice President - Store Operations	78,577	202,824	281,401	*	0
James F. Gooch, Executive Vice President and Chief Financial Officer ⁶	185,966	467,142	653,108	*	0
Scott E. Young, Executive Vice President - Chief Merchandise Officer	37,796	0	37,796	*	0
Directors and executive officers as a group (15 people)	567,433	6,264,205	6,831,638	6.2%	283,101

* Less than 1%.

- (1) Each person has sole dispositive and voting power with respect to the shares indicated, except as otherwise noted.
- (2) Shares acquirable by exercising stock options within 60 days after February 28, 2011.
- (3) Deferred stock units and common stock units are not shares of common stock and have no voting power. The deferred stock units have been granted under the RadioShack 2004 Deferred Stock Unit Plan for Non-Employee Directors ("Deferred Stock Unit Plan"). The common stock units for directors represent director fee deferrals and partial RadioShack matches under the Directors' Unfunded Deferred Compensation Plan. This column includes dividend equivalents paid to directors on deferred stock units and common stock units, which are paid at the same rate as dividends paid on shares of RadioShack common stock. These stock units are distributable only in RadioShack

common stock.

- (4) As noted above, Mr. Day will retire effective May 19, 2011.
- (5) Mr. Bevin's last day with the Company was March 4, 2011.
- (6) As noted above, Mr. Gooch became President of the Company in January 2011 and will become Chief Executive Officer following the retirement of Julian C. Day in May 2011.

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The following table sets forth information about shareholders known to us as of April 8, 2011 to be the beneficial owners of more than 5% of RadioShack's issued and outstanding common stock, based on a review of documents filed with the SEC that are publicly available. The foregoing information has been included solely in reliance upon, and without independent investigation of, the disclosures contained in each of the respective filings described in the footnotes below and speaks only as of the dates set forth below.

Name and Address of Beneficial Owner	Amount and Nature	
	of Beneficial Ownership	Percent of Class
The Vanguard Group, Inc. ¹ 100 Vanguard Boulevard Malvern, PA 19355	6,882,429	6.04%

- (1) According to a Schedule 13G/A filed with the SEC on February 10, 2011, The Vanguard Group, Inc. is the beneficial owner of an aggregate of 6,882,429 shares (or 6.04%) of RadioShack's common stock, and has sole voting power with respect to 148,176 shares, sole dispositive power with respect to 6,734,253 shares, and shared dispositive power with respect to 148,176 shares.

SECTION 16(a) BENEFICIAL OWNERSHIP**REPORTING COMPLIANCE**

Executive officers, directors and certain persons who own more than 10% of RadioShack's common stock are required by Section 16(a) of the Securities Exchange Act of 1934, as amended (the Exchange Act), and related regulations:

to file with the SEC reports of their respective ownership of the Company's common stock, and

to furnish us with copies of these reports.

We received written representations from each such person who did not file an annual report with the SEC on Form 5 that no Form 5 was due. Based on our review of the reports and representations, except as described below, we believe all required Section 16(a) reports were timely filed in 2010. One report with no transactions for Ms. Doran; one report for one transaction for each of Messrs. Belatti, Bevin, Lockhart, Messman, Moad, and Ripperton; one report for two transactions for each of Mmes. Stufflebeme and Woodbury, and Messrs. Applbaum, Bevin, Feehan, Gooch, and Plaskett; and one report for three transactions for each of Messrs. Day, Feehan, Messman, and Ripperton; were filed after the reports were due.

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MEETINGS AND COMMITTEES OF THE BOARD

Information about Meetings, Attendance and Committees

In 2010, the board of directors held 17 meetings (both in person and by telephone), and committees of the board of directors held 19 meetings (both in person and by telephone). Each director attended at least 93% of the aggregate of all meetings of the board of directors and the committees on which he or she served during 2010, and average attendance by the incumbent directors was in excess of 97%.

The board has three standing committees: the Audit and Compliance Committee, the Corporate Governance Committee, and the Management Development and Compensation Committee (MD&C Committee). All of the standing committees are composed entirely of non-employee directors who are independent under the regulations of the SEC and the listing standards of the New York Stock Exchange.

Executive sessions without management directors present are scheduled at each board meeting. Daniel R. Feehan has previously been designated as the Presiding Director for each executive session of the board. Additional information about this role and the leadership structure of the board is described under Board Leadership Structure beginning on page 19. It is expected that Mr. Feehan will become Non-Executive Chairman of the Board on May 19, 2011.

The board of directors and each standing committee of the board conducted an evaluation of their respective performances in 2010.

Board Committees and Functions

Audit and Compliance Committee

Members: Four independent, non-employee directors:

H. Eugene Lockhart (Chair)

Jack L. Messman

Thomas G. Plaskett

Edwina D. Woodbury

Number of Meetings Held in 2010: 8

Functions: Assists the board of directors in fulfilling its oversight responsibilities with respect to the integrity of RadioShack's financial statements, financial reporting and disclosure control process, systems of internal accounting and financial controls, internal audit function, annual independent integrated audit of its financial statements and internal control over financial reporting, and compliance with legal and regulatory requirements.

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Oversees RadioShack's financial controls (including appropriate disclosure controls and procedures and internal control over financial reporting).

Oversees and evaluates the performance of RadioShack's independent registered public accounting firm (the independent auditors), including a review and evaluation of the independent auditors' qualifications and independence, the engagement partner and the quality review partner.

Seeks to maintain free and open communication among the Audit and Compliance Committee, independent auditors, the Company's internal auditors and management.

Produces an annual report for inclusion in the proxy statement.

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Financial Experts: The board of directors has unanimously determined that each member of the Audit and Compliance Committee is financially literate and has accounting or related financial management expertise under New York Stock Exchange listing standards. Additionally, the board of directors has unanimously determined that each member of the Audit and Compliance Committee qualifies as an audit committee financial expert within the meaning of SEC regulations based on the experience of each such member as described on pages 6 through 9.

Corporate Governance Committee

Members: Three independent, non-employee directors:

Frank J. Belatti (Chair)

H. Eugene Lockhart

Thomas G. Plaskett

Number of Meetings Held in 2010: 4

Functions: Develops, recommends, implements and maintains RadioShack's Corporate Governance Framework.

Identifies and recommends director nominees and committee members.

Oversees the board and evaluates senior management.

Oversees board and committee evaluations.

Oversees RadioShack's Code of Ethics.

Oversees risk management and compliance.

Management Development and Compensation Committee

Members: Three independent, non-employee directors:

Edwina D. Woodbury (Chair)

Frank J. Belatti

Jack L. Messman

Number of Meetings Held in 2010: 7

Functions: Reviews and approves annually the corporate goals and objectives related to the Chief Executive Officer's compensation, evaluates the Chief Executive Officer's performance in light of the goals and objectives and, based on this evaluation, forms conclusions and makes its recommendation concerning the Chief Executive Officer's annual compensation to the board for approval.

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Appoints the Company's executive officers and may appoint other officers.

Approves annually the overall compensation methodology for the Company's officers (including executive officers), as well as the individual compensation components of this overall methodology.

Approves any compensation agreements between RadioShack and any executive officer (other than agreements with the Chief Executive Officer, which are approved by the board).

Reviews and administers the Company's incentive compensation and equity-based compensation plans and other benefit plans.

Reviews and discusses the Compensation Discussion and Analysis section of the proxy statement with management and produces an annual report for inclusion in the proxy statement.

Evaluates the Company's compensation policies and practices to determine whether any of the Company's policies or practices create risks that are reasonably likely to have a material adverse effect on the Company.

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Committee Charters

Copies of the charters of the Audit and Compliance Committee, the Corporate Governance Committee, and the MD&C Committee may be found on our corporate website *www.radioshackcorporation.com*, under the heading Investor Relations and the sub-heading Corporate Governance.

Risk Oversight

The board of directors plays a fundamental role in overseeing the risks associated with the business operations of the Company. While the Audit and Compliance Committee of the board has primary responsibility for risk assessment and risk management, the Corporate Governance Committee and MD&C Committee share responsibility for overseeing the risks of the Company.

The Audit and Compliance Committee has lead responsibility for the Company's risk assessment and risk management functions, which includes several specific areas of concern. For example, the Audit and Compliance Committee is tasked with understanding the internal control systems and significant risk areas for the Company through discussions with management, the independent registered public accounting firm, and the Company's internal audit department. The Audit and Compliance Committee also reviews the Company's policies and guidelines concerning risk assessment and risk management, and discusses the Company's major financial risks with management, including what steps management has taken to monitor and respond to these risks. The Audit and Compliance Committee also annually discusses with its independent registered public accounting firm the Company's exposure to fraud.

The Corporate Governance Committee is responsible for overseeing the Company's risk management and compliance programs, including the Company's Enterprise Risk Management (ERM) program, loss prevention, and security matters. The Corporate Governance Committee engaged an independent consulting firm in 2010 to evaluate the Company's ERM program and to confirm that management's risk management measures were appropriate in light of the various risks the Company faces.

The MD&C Committee has a more limited role with respect to risk oversight. The MD&C Committee is responsible for evaluating the risk to the Company associated with the Company's various compensation programs in order to determine whether any of the Company's compensation policies and practices create risks that are reasonably likely to have a material adverse effect on the Company.

The committees of the board coordinate their oversight of risk through various means. At each board meeting, each committee provides the board with a committee report covering the matters discussed at all meetings of the committee held since the last meeting of the board of directors. From time to time, the Corporate Governance and Audit and Compliance Committees also hold a joint meeting focusing on risk oversight.

Obtaining timely, relevant information from management is an integral part of the board's effective oversight of risk. From time to time, the board and its committees request members of management who are responsible for managing risk to present to the board (or committee) information on specific areas of risk. The topics may include insurance, loss prevention, compliance, antifraud controls, and ERM. The Company has an ERM task force that includes representatives from the legal, risk management, and internal audit departments. This task force also periodically reports to committees of the board on ERM.

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CORPORATE GOVERNANCE

Director Independence

The board of directors has adopted criteria for determining whether a director is independent from management. The board believes that at least 75% of its members should be independent, non-employee directors, as determined by the SEC regulations and the listing standards of the New York Stock Exchange. The board annually reviews commercial and charitable relationships that directors may have with RadioShack and its executive officers to determine whether RadioShack's non-employee directors are, in fact, independent.

To assist it in determining director independence, the board has established the following guidelines consistent with SEC regulations and the listing standards of the New York Stock Exchange:

No director who is a current employee, or who has been an employee within the preceding three years, of RadioShack may be considered independent.

No director who is, or whose immediate family member is, a current partner of RadioShack's independent registered public accounting firm may be considered independent.

No director who is a current employee of RadioShack's independent registered public accounting firm may be considered independent.

No director who has an immediate family member who is a current employee of RadioShack's independent registered public accounting firm and personally works on RadioShack's audit may be considered independent.

A director will not be considered independent if, within the preceding three years:

an immediate family member of the director has been an executive officer of RadioShack;

the director or an immediate family member of the director has received, during any twelve-month period within the last three years, more than \$120,000 in direct compensation from RadioShack (other than director and committee fees);

the director or an immediate family member of the director was a partner or employee of RadioShack's independent registered public accounting firm and personally worked on RadioShack's audit;

an executive officer of RadioShack was on the compensation committee of a company that employed the director or an immediate family member of the director as an executive officer; or

the director is an executive officer or an employee of, or an immediate family member of the director was an executive officer of, another company that makes payments to or receives payments from RadioShack, in an amount that in any year exceeds the greater of \$1,000,000 or 2% of the other company's consolidated gross revenues.

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The following commercial or charitable relationships will not, by themselves, impair a director's independence:

a director is an executive officer of another company that is indebted to RadioShack, or to which RadioShack is indebted, and the total amount of either company's indebtedness to the other is less than 2% of the total consolidated assets of the company for which he or she serves as an executive officer;

a director serves as an officer, director or trustee of a charitable organization and RadioShack's charitable contributions to such organization are less than the greater of \$1,000,000 or 2% of the organization's total annual charitable receipts; or

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a director is an executive officer of another company that does business with RadioShack, and the payments made to or received from RadioShack in any year are less than the greater of \$1,000,000 or 2% of the other company's consolidated gross revenues.

For any relationship not covered by these guidelines, the determination of whether the relationship is material or not, and therefore whether the director would be independent or not, will be made by the directors who satisfy the independence guidelines set forth above. If the board determines that a relationship is not material, and the relationship does not satisfy one of the specific categories of immaterial relationships identified above, RadioShack will explain in its proxy statement the basis for the board's determination.

Members of the Audit and Compliance Committee may not accept, directly or indirectly, any consulting or advisory fee or other compensation from RadioShack (other than director retainer and meeting fees) and may not be otherwise affiliated with RadioShack or its subsidiaries.

A copy of these independence guidelines is also available on our corporate website, www.radioshackcorporation.com, under the heading Investor Relations and the sub-heading Corporate Governance.

The board of directors has reviewed transactions or relationships between the directors, or members of their respective immediate families, and RadioShack, its senior management and its independent registered public accounting firm. Based on this review and in accordance with RadioShack's independence criteria, the board of directors has affirmatively determined that each of the following six non-employee directors has no material relationship with RadioShack and is independent from management:

Frank J. Belatti
Daniel R. Feehan
H. Eugene Lockhart

Jack L. Messman
Thomas G. Plaskett
Edwina D. Woodbury

The board of directors has also determined that each of the committees of the board of directors is composed entirely of independent, non-employee directors.

No non-employee director of the Company is, or was at the time the board of directors determined the independence of the non-employee director, an executive officer or employee of any company from which or to which RadioShack purchased or sold products or services during 2008, 2009 or 2010. Similarly, no immediate family member of a non-employee director of the Company is, or was at the time the board of directors determined the independence of the non-employee director, an executive officer of any company from which or to which RadioShack purchased or sold products or services during 2008, 2009, 2010.

Review and Approval of Transactions with Related Persons

The board of directors has adopted written procedures regarding the review and approval of related party transactions as defined under Item 404 of SEC Regulation S-K. Generally, these are transactions involving amounts exceeding \$120,000 between RadioShack and related persons (directors, executive

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officers, or shareholders owning at least 5% of RadioShack's outstanding stock and the immediate family members of such persons), in which the related person has a direct or indirect material interest. The board has determined that the Corporate Governance Committee is best suited to review, and if appropriate, approve or ratify, related party transactions, except in certain situations described below.

During the first quarter of each fiscal year, the Corporate Governance Committee reviews potential related party transactions that occurred during the prior fiscal year, as well as any potential related party transactions proposed to be entered into for the then-current fiscal year. The Corporate Governance Committee examines the estimated aggregate value of each transaction (if applicable) and considers whether the related person involved has a direct or indirect material interest. Based on this review, the Corporate Governance Committee determines whether any of these transactions constitute related party transactions.

If the Corporate Governance Committee determines that a transaction constitutes a related party transaction, the Corporate Governance Committee then reviews the terms and substance of the transaction to determine whether to approve or ratify the related party transaction. In connection with its review of the related party transaction, the Corporate Governance Committee considers:

whether the transaction is on terms comparable to one that could be obtained in arm's length dealings with an unrelated third party,

whether the transaction constitutes a conflict of interest as defined in RadioShack's Code of Ethics, and

such other factors as the Corporate Governance Committee deems relevant.

In the event management or a member of the board recommends that RadioShack enter into a related party transaction during the year, the transaction is then presented to the Corporate Governance Committee for its review, and if appropriate, its approval (unless otherwise approved as described below). During the course of its review of any related party transaction, the Corporate Governance Committee consults with the Audit and Compliance Committee as necessary.

Under the Company's policies, a related party transaction is consummated or continues only if:

the Corporate Governance Committee approves or ratifies the transaction in accordance with the procedures described above,

the transaction is approved by the disinterested directors, or

the transaction involves compensation approved by the MD&C Committee.

The Company is not aware of any related party transaction for its most recent fiscal year that would be required to be reported under the SEC's rules.

RadioShack's Corporate Governance Framework

The board of directors has for many years followed specific policies regarding corporate governance and has incorporated these policies and procedures into its Corporate Governance Framework. You can review a copy of RadioShack's Corporate Governance Framework on our corporate website www.radioshackcorporation.com, under the heading "Investor Relations" and the sub-heading "Corporate Governance."

Responsibilities of the Board of Directors

The Corporate Governance Framework provides that the board has the following responsibilities:

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Oversee legal compliance and ethical conduct. Please see the discussion below under Code of Conduct and Financial Code of Ethics.

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Select the Chief Executive Officer and other members of senior management with due care, and establish compensation and benefits for these executives that, in addition to appropriate base salaries, will include appropriate performance-based bonuses and incentive compensation plans.

Evaluate the performance of the Chief Executive Officer and other members of senior management and make changes as may be required, in the sole discretion of the board of directors.

Provide oversight of senior management succession planning and, in the case of Chief Executive Officer succession planning, assume sole responsibility for the selection process and decision.

Review and approve RadioShack's long-term and short-term strategic business and financial plans, and monitor regularly RadioShack's performance with respect to these plans.

Provide general oversight of the business and management of RadioShack.

Evaluate the processes and performance of the board and its committees.

Propose nominees, upon the recommendation of the Corporate Governance Committee, for election as directors.

Determine director compensation and establish board service policies.

Establish and maintain a mechanism for shareholders to communicate directly with the Non-Executive Chairman of the Board or Presiding Director and the chair of the Audit and Compliance Committee.

Engage professional advisors directly, as needed to fulfill its responsibilities.

Consider the impact of actions taken by the board and senior management on shareholders, employees, customers, suppliers, lenders, and the communities in which RadioShack operates.

Code of Conduct and Financial Code of Ethics

In connection with the board's responsibility to oversee RadioShack's legal compliance and ethical conduct, the board of directors has established and approved RadioShack's Code of Ethics. The Code of Ethics consists of RadioShack's values, its Code of Conduct, and its Financial Code of Ethics. The Code of Ethics represents a framework for decision-making and is an expression of RadioShack's core values and expectations regarding business conduct. The Code of Ethics, including the Code of Conduct, is applicable to all of RadioShack's directors, officers and employees. RadioShack's Financial Code of Ethics addresses the responsibilities of RadioShack's Chief Executive Officer, President, Chief Financial Officer and Controller concerning the roles of these individuals with respect to the oversight of RadioShack's financial practices. The Corporate Governance Committee reviews and oversees compliance with the Code of Conduct and the Financial Code of Ethics.

You can review the Code of Conduct and the Financial Code of Ethics on our corporate website www.radioshackcorporation.com, under the heading "Investor Relations" and the sub-heading "Corporate Governance." RadioShack intends to post amendments to or waivers from its Code of Conduct or Financial Code of Ethics (to the extent applicable to any senior executive officer or director of RadioShack) at the location on its website described above.

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Structure of the Board of Directors

The Corporate Governance Framework sets forth the following concerning the structure of the board of directors:

Under RadioShack's bylaws, the board of directors determines the number of directors, but there must be at least three directors.

The board of directors annually elects a Chairman of the Board from among the directors to preside over meetings of the shareholders and the board. The board may, in its discretion, separate or combine the offices of Chairman of the Board, Chief Executive Officer and President.

A majority of the directors must be independent, under the listing standards of the New York Stock Exchange and the SEC's regulations. It is the goal and present practice of the board of directors that at least 75% of the directors be independent. In addition, no more than two directors may be RadioShack employees. If all seven director nominees are elected, 85.7% of the board will be independent.

Only independent directors can serve on the Audit and Compliance Committee, the Corporate Governance Committee and the MD&C Committee.

The Corporate Governance Framework sets forth the following concerning directors:

Under RadioShack's bylaws, all of its directors are elected each year at the annual meeting of shareholders.

Directors are expected to attend regularly scheduled board and committee meetings and to use their best efforts to attend non-regularly scheduled board and committee meetings. In the event that a director's absentee rate must be disclosed in the proxy statement, there is a presumption that the director is unable to participate in the responsibilities as a director and will not stand for re-election. The board of directors may consider unique circumstances and waive this presumption.

Directors are expected to own, directly or indirectly, by the fourth anniversary of their appointment or election to the board, shares of RadioShack common stock with a minimum value equal to 500% of the annual retainer fee paid to non-employee directors.

Newly appointed or elected directors are required to attend orientation sessions conducted by RadioShack to familiarize themselves with the Company. In addition, it is expected that directors will attend at least 24 hours of continuing education during a three-year period.

Each non-employee director should inform the chair of the Corporate Governance Committee and the Chairman of the Board of any principal occupational change (including retirement) and should volunteer to resign from the board in the event of such change.

Each director is required to retire from the board immediately prior to the annual meeting of shareholders following his or her 72nd birthday.

Board Leadership Structure

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In the past, RadioShack has combined and separated the roles of Chairman and Chief Executive Officer. Mr. Day has served as both our Chairman and Chief Executive Officer since 2006. In connection with Mr. Day's retirement and Mr. Gooch's promotion to President, the board announced that it would separate the roles of Chairman and Chief Executive Officer upon Mr. Day's retirement. The board announced that Mr. Feehan, who has previously served as our Presiding Director, would serve as Non-Executive Chairman of the Board as of May 19, 2011, the effective date of Mr. Day's retirement.

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The board views the decision to separate the roles of Chairman and Chief Executive Officer as an important part of its execution of the Company's succession planning process. Separation of the roles at this time can help to assure an orderly transition for Mr. Gooch into his role as our Chief Executive Officer, while allowing him to continue to work closely with Mr. Feehan. While the present circumstances support the board's decision to separate these roles at this time, the board may later determine that combining the roles is in the best interests of the Company and its shareholders. The board believes that a combined leadership structure has recently served the Company and its shareholders well, and may do so again in the future.

Desired Characteristics of Individual Directors and the Board

The board of directors is required to be composed of a majority of independent directors with a diverse range of talents, expertise and occupational backgrounds. As such, when considering and evaluating potential board nominees, the competencies of the entire board and characteristics of individual directors should be considered.

Nominees to the board of directors may be identified by various methods, including by shareholder nomination, director search firms, or present board members.

Potential new and incumbent directors should demonstrate or possess a preponderance of the following personal characteristics:

demonstrable personal commitment to the long-term interests of the shareholders,

strength of character,

leadership,

highest personal and professional ethics, integrity, and values,

independence from RadioShack and its affiliates,

personal accountability,

informed judgment,

open participation in deliberations,

inquisitive personality,

independent thinker,

wise counsel,

financial literacy,

mature self-confidence,

investment of time and effort on a consistent basis,

high performance standards, and

demonstration of proven track record in area of expertise.

The composition of the board, as a whole, should represent diverse experiences at the policy-making levels of significant commercial enterprises. Additionally, the collective competencies of the board should include directors with expertise in the following areas:

accounting and finance,

broad business judgment,

management experience at a senior policy-making level in one or more functional areas of a major public company,

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crisis management,

industry knowledge,

international markets, and

strategy and vision.

The Corporate Governance Committee utilizes a director search firm from time to time to assist it in identifying and evaluating potential director candidates.

Diversity

The board considers varied personal and professional backgrounds, perspectives and experiences to be important factors when identifying potential director candidates. The board does not have a policy with regard to the consideration of diversity in potential director candidates. The board focuses on selecting the best candidates and endeavors to see that its membership, as a whole, possesses a diverse range of talents, expertise and occupational backgrounds and represents diverse experiences at the policy-making levels of significant commercial enterprises.

Director Stock Ownership Requirement

At its November 4, 2010 meeting, the board of directors agreed to amend our bylaws and Corporate Governance Framework to require that each director own shares of RadioShack common stock having a value of not less than 500% of the annual retainer fee paid to non-employee directors, by the fourth anniversary of each director's election or appointment. Previously, our bylaws required that directors own shares having a value of not less than 200% of the amount of the annual retainer. For purposes of determining compliance with this provision, vested deferred stock units and common stock units (including units issued under the Deferred Stock Unit Plan and the Unfunded Deferred Compensation Plan for Directors) credited to a director's account are counted. As of February 28, 2011, each director was in compliance with the new ownership requirement.

Directors Attendance at the Annual Meeting

RadioShack encourages each of its directors and nominees for director to attend the annual meeting of shareholders, although attendance is not mandatory. Each of the nominees for director attended the annual shareholders' meeting for 2010, and it is anticipated that each of the directors and nominees for director will attend the annual meeting for 2011.

Communications with the Board of Directors

Communications with the Non-Executive Chairman or Presiding Director. Shareholders and other interested parties who wish to communicate with the board of directors or who have concerns regarding RadioShack that pertain to matters other than accounting, internal accounting controls or auditing matters, or that pertain to RadioShack's Financial Code of Ethics, can communicate confidentially with RadioShack's Presiding Director (and prospective Non-Executive Chairman), Mr. Daniel R. Feehan, by using any of the following methods:

by mail:

RadioShack Corporation

c/o Corporate Secretary

Mail Stop CF4-101

300 RadioShack Circle

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Fort Worth, Texas 76102

Attn: Presiding Director or Non-Executive Chairman

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by e-mail:

PresidingDirector@radioshack.com

NonExecutiveChairman@radioshack.com

by telephone (toll-free):

1-877-723-4699

Communications with the Chair of the Audit and Compliance Committee. Shareholders and other interested parties with concerns regarding RadioShack that pertain to matters concerning accounting, internal accounting controls or auditing matters, or that pertain to RadioShack's Financial Code of Ethics, can communicate confidentially with RadioShack's chair of the Audit and Compliance Committee, Mr. H. Eugene Lockhart, by using any of the following methods:

by mail:

RadioShack Corporation

c/o Corporate Secretary

Mail Stop CF4-101

300 RadioShack Circle

Fort Worth, Texas 76102

Attn: Chair of the Audit and Compliance Committee

by e-mail:

ChairofAuditCommittee@radioshack.com

by telephone (toll-free):

1-877-723-4699

Please note that the telephone number listed above for the Presiding Director/Non-Executive Chairman and the chair of the Audit and Compliance Committee is administered by an independent third party and therefore does not provide direct communications with either Mr. Feehan or Mr. Lockhart.

Mail sent to the address listed above for the Presiding Director/Non-Executive Chairman or the chair of the Audit and Compliance Committee will be forwarded, unopened, by the Corporate Secretary to Mr. Feehan or Mr. Lockhart, as applicable. Sending a letter, an e-mail, or calling the toll-free number allows shareholders and other interested parties to make reports anonymously and confidentially.

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Any director who is a RadioShack employee receives no additional compensation for serving on the board of directors. Components of non-employee director compensation in 2010 were as follows:

Components	Compensation
Annual board retainer ¹	\$40,000
Annual grant of deferred stock units ²	Annual grant of deferred stock units equal to the number of shares of RadioShack common stock with a fair market value of \$105,000 on the grant date.
Annual retainer for committee chair ¹	\$15,000
Annual retainer for Presiding Director ¹	\$20,000
Board meeting fee ¹ (each in-person meeting attended)	\$1,500
Board meeting fee ¹ (each conference call meeting attended)	\$1,000
Committee meeting fee ¹ (each in-person meeting attended)	\$1,250
Committee meeting fee ¹ (each conference call meeting attended)	\$1,250
Expenses of attending meetings	Reimbursement of actual expenses incurred
New director grant of deferred stock units ²	One-time grant of deferred stock units equal to the number of shares of RadioShack common stock with a fair market value of \$150,000 on the grant date

(1) See text below at *Unfunded Deferred Compensation Plan for Directors*.

(2) See text below at *Deferred Stock Unit Plan for Non-Employee Directors*.

Unfunded Deferred Compensation Plan for Directors. Under RadioShack's Unfunded Deferred Compensation Plan for Directors, non-employee directors may make an irrevocable election before December 31 of each year to defer payment of all or 50% of their annual retainer fees, meeting fees, or both for the immediately following year. Participating directors may defer these fees in cash or in common stock units, with payment to be made in cash or common stock, respectively. In connection with this election, participating directors may specify when they would like to receive their deferred fees and whether they would like to receive their fees in a lump sum or in installment payments. Interest is credited for fees deferred in cash at 1% below the prime rate. If a director elects to defer payment of fees payable in common stock of RadioShack for more than three years, RadioShack will make a contribution of 25% of the amount deferred in common stock units. In the absence of a deferral election, these fees will be paid in cash shortly after each meeting.

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Deferred Stock Unit Plan for Non-Employee Directors. Under RadioShack's Deferred Stock Unit Plan for Non-Employee Directors, non-employee directors receive grants of deferred stock units upon attending their first meeting of the board of directors, and annually thereafter. New directors receive deferred stock units equal to the number of shares of RadioShack common stock with a fair market value of \$150,000 on the date they attend their first meeting of the board of directors. Directors who have served on the board of directors for at least one year as of June 1 of a given year receive an annual grant of deferred stock units equal to the number of shares of RadioShack common stock with a fair market value of \$105,000 on the grant date. This grant takes place on the first business day of June. Each non-employee director receives shares of common stock equal to the number of vested deferred stock units in the director's account only when the director's service as a director terminates. Deferred stock units vest in equal amounts over three years, and vest immediately upon a change in control, death, disability, attaining the mandatory retirement age, or termination of service as a director.

Dividend Equivalents. Dividend equivalents are paid on outstanding common stock units and deferred stock units. If a director elects to defer the payment of dividend equivalents on common stock units under the Unfunded Deferred Compensation Plan for more than three years, RadioShack will make a contribution of 25% of the amount of dividend equivalents so deferred in common stock units.

Incentive Stock Plans. Under the Director Shares Policy adopted pursuant to the 2009 Incentive Stock Plan and the Unfunded Deferred Compensation Plan for Directors, each non-employee director may make an election on or before December 31 of each year to receive payment of 50% or 100% of the annual retainer(s) and/or meeting fees for the immediately following year in shares of RadioShack common stock.

Other Items. RadioShack reimburses directors for travel and lodging expenses they incur in connection with their attendance at directors meetings, committee meetings, and shareholders' meetings. Each director also receives a discount card that entitles the director to receive a discount on merchandise purchased at RadioShack stores. This discount is consistent with the discount made available to full-time employees of RadioShack.

2010 Director Compensation

The following table shows the compensation paid to RadioShack's non-employee directors for the year ended December 31, 2010. Mr. Day received no compensation for serving as a director, and is therefore not listed in the tables below.

Director Compensation

Name (a)	Fees Earned or Paid				All Other Compensation ⁴	Total
	in Cash ¹	Stock Awards ²	Option Awards ³			
	(\$) (b)	(\$) (c)	(\$) (d)	(\$) (e)		
Frank J. Belatti	\$ 90,250	\$ 105,000			\$ 195,250	
Daniel R. Feehan	\$ 80,500	\$ 105,000		\$ 11,205	\$ 201,273	
H. Eugene Lockhart	\$ 88,250	\$ 105,000			\$ 193,250	
Jack L. Messman	\$ 77,000	\$ 105,000		\$ 21,610	\$ 214,267	
Thomas G. Plaskett	\$ 76,500	\$ 105,000		\$ 248	\$ 182,739	
Edwina D. Woodbury	\$ 93,500	\$ 105,000		\$ 424	\$ 200,622	

(Notes on following page)

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- (1) The amounts shown in column (b) include cash payments and payments to Messrs. Feehan and Messman in the form of deferred shares of RadioShack common stock under the Unfunded Deferred Compensation Plan for Directors. At their election, Messrs. Feehan and Messman received \$40,250 and \$77,000 in fees, respectively, in the form of deferred shares. Column (b) excludes dividends paid on deferred shares of RadioShack stock, which are paid at the same rate as dividends paid on RadioShack common stock.
- (2) The amounts shown in column (c) represent the grant date fair value of awards made in 2010 in accordance with FASB Accounting Standards Codification Topic 718 Compensation Stock Compensation (FASB ASC Topic 718) for deferred stock units granted to directors under the Deferred Stock Unit Plan. The valuation methodology and assumptions regarding these grants of deferred stock units are described in Stock-Based Compensation in Note 2 Summary of Significant Accounting Policies in the Notes to Consolidated Financial Statements contained in RadioShack's Form 10-K for the fiscal year ended December 31, 2010, filed with the SEC on February 22, 2011.
- (3) The following table provides the grant date fair value of each equity award computed in accordance FASB ASC Topic 718; the aggregate number of stock awards (representing outstanding deferred stock units under the Deferred Stock Unit Plan); and the aggregate number of option awards outstanding at December 31, 2010. Outstanding option awards listed in the last column represent stock options granted prior to the adoption of the Deferred Stock Unit Plan in 2004. These options have been fully expensed and are now fully vested and exercisable.

Name	Grant Date Fair Value of Equity Award	Aggregate Number of Stock Awards Outstanding at December	Aggregate Number of Option Awards Outstanding at December
		31, 2010	31, 2010
Frank J. Belatti	\$ 105,000	35,142	48,000
Daniel R. Feehan	\$ 105,000	35,142	20,000
H. Eugene Lockhart	\$ 105,000	35,142	20,000
Jack L. Messman	\$ 105,000	35,142	48,000
Thomas G. Plaskett	\$ 105,000	35,142	48,000
Edwina D. Woodbury	\$ 105,000	35,142	32,000

- (4) The amounts shown in column (e) represent the 25% matching contributions made by RadioShack in 2010 for fees deferred in stock and deferred dividend equivalents paid on deferred stock under the Unfunded Deferred Compensation Plan for Directors. Messrs. Feehan and Messman received \$10,063 and \$19,250, respectively, in matching contributions paid on deferred stock under the Unfunded Deferred Compensation Plan for Directors in 2010.

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REPORT OF THE AUDIT AND COMPLIANCE COMMITTEE

Respective Responsibilities of the Committee, Management and the Independent Registered Public Accounting Firm

As discussed in its charter, the primary responsibility of the Audit and Compliance Committee is to oversee RadioShack's financial controls (including appropriate disclosure controls and procedures and internal control over financial reporting) and reporting processes on behalf of the board and to report the results of its activities to the board. Management is responsible for preparing RadioShack's financial statements. PricewaterhouseCoopers LLP (PwC), RadioShack's independent registered public accounting firm, is responsible for performing an integrated audit of RadioShack's consolidated financial statements and internal control over financial reporting in accordance with the standards of the Public Company Accounting Oversight Board (United States) (PCAOB).

The function of the committee is to provide business, financial and accounting oversight at the board level, along with advice, counsel, and direction to management and the independent registered public accounting firm on the basis of information it receives, discussions with management and the independent registered public accounting firm, and the experience of the committee's members. The committee's role is not intended to duplicate or to certify the activities of management and the independent registered public accounting firm.

Independence of Committee Members

Each of the members of the committee meets the independence and experience requirements of the New York Stock Exchange and the SEC. Additionally, the board of directors has unanimously determined that each of the following members of the committee qualifies as an audit committee financial expert within the meaning of SEC regulations and possesses accounting or related financial management expertise within the meaning of the listing standards of the New York Stock Exchange: H. Eugene Lockhart, Jack L. Messman, Thomas G. Plaskett, and Edwina D. Woodbury.

The Committee and its Charter

The committee is a separately-designated standing audit committee established in accordance with Section 3(a)(58)(A) of the Exchange Act. The committee has adopted, and annually reviews, a charter outlining the practices that it follows. The charter complies with all current regulatory requirements and the requirements of the New York Stock Exchange and the SEC. A copy of the committee's charter is also available on our corporate website, www.radioshackcorporation.com, under the heading Investor Relations and the sub-heading Corporate Governance.

Discussions of the Committee

Throughout 2010, the committee met and held many discussions with management and PwC. The committee also held a number of meetings with certain individual members of RadioShack's management present, including the Chief Financial Officer and Vice President of Internal Audit. The committee also held a number of meetings with PwC with no members of RadioShack's management present.

Among other things, during these meetings the committee reviewed and discussed RadioShack's audited consolidated financial statements with RadioShack's management and PwC. The committee also discussed with PwC other matters required to be discussed by the independent registered public accounting firm with the committee under PCAOB AU 380 (Communications with Audit Committees), which include, among other items, matters related to the conduct of the audit of RadioShack's consolidated financial statements. The committee also received and discussed with PwC its annual

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written report on its independence from RadioShack and its management, which is issued under applicable requirements of the PCAOB regarding the independent registered public accounting firm's communications with the audit committee concerning independence, and discussed with PwC its independence. These discussions with PwC included an examination of whether the provision of non-audit services it provided to RadioShack during 2010 was compatible with PwC's independence. In addition, the committee obtained and reviewed a report by PwC describing the firm's internal quality-control procedures and related matters, as required by the listing standards of the New York Stock Exchange.

The committee also reviewed key initiatives and programs aimed at maintaining and strengthening the effectiveness of RadioShack's internal control over financial reporting and disclosure control and procedures. As part of this process, the committee continues to monitor the scope and adequacy of RadioShack's internal auditing program and to review staffing levels and steps taken to implement recommended improvements in internal procedures and controls.

In reliance on these reviews and discussions, and the report of the independent registered public accounting firm, the committee has recommended to the board of directors, and the board of directors has approved, that the audited financial statements be included in RadioShack's Annual Report on Form 10-K for the year ended December 31, 2010, for filing with the SEC.

H. Eugene Lockhart (Chair)
Thomas G. Plaskett

Jack L. Messman
Edwina D. Woodbury

Table of Contents**ITEM 2 RATIFICATION OF THE APPOINTMENT****OF PRICEWATERHOUSECOOPERS LLP AS INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2011**

The Audit and Compliance Committee has appointed PwC to serve as our independent registered public accounting firm for the fiscal year ending December 31, 2011, subject to the ratification of the appointment by RadioShack's shareholders as described below.

Fees and Services of the Independent Registered Public Accounting Firm

PwC performed the integrated audit of RadioShack's consolidated financial statements and internal control over financial reporting for the years ended December 31, 2010 and December 31, 2009. The following is a summary of the fees billed to RadioShack by PwC for professional services rendered for the years ended December 31, 2010 and December 31, 2009, respectively:

Fee Category	2010 Fees	2009 Fees
Audit fees	\$ 1,803,500	\$ 1,705,030
Audit-related fees	75,000	24,700
Tax fees	43,600	28,248
All other fees	1,600	1,600
Total fees	\$ 1,923,700	\$ 1,759,578

Audit Fees. These are fees billed for professional services rendered for the integrated audit of RadioShack's consolidated financial statements and internal control over financial reporting and review of the interim consolidated financial statements included in quarterly reports, along with services that only the independent registered public accounting firm can provide. These services include statutory and regulatory filings or comfort letters, statutory audits, attestation services (except those not required by statute or regulation), and consents with respect to, assistance with, and review of, certain documents filed with the SEC.

Audit-Related Fees. These are fees billed for assurance and related services that are reasonably related to the performance of the audit or review of RadioShack's consolidated financial statements and are not reported under Audit Fees. These services include employee benefit plan audits, accounting consultations in connection with acquisitions and other transactions, attestation services related to financial reporting that are not required by statute or regulation, and consultations concerning financial standards as well as the impact of proposed accounting rules and standards.

Tax Fees. These are fees billed for tax services that are unrelated to the integrated audit of RadioShack's consolidated financial statements and internal control over financial reporting. These services include assistance regarding federal, state, employee benefit plan and international tax compliance, approved tax planning, review of returns and other tax advice.

All Other Fees. These are fees for products and services other than the services described above. In fiscal years 2010 and 2009, these services included an accounting research software license fee.

Policy for Pre-Approval of Audit and Permissible Non-Audit Services of Independent Registered Public Accounting Firm

The committee's policy is to pre-approve all audit, audit-related and permissible non-audit services provided by the independent registered public accounting firm. Pre-approval is generally provided for up to one calendar year, and any pre-approval is detailed as to the particular service or category of

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services and is generally subject to a specific budget. The independent registered public accounting firm and management are required to, and do, periodically report to the committee regarding the extent of services provided by the independent registered public accounting firm in accordance with this pre-approval, along with the fees for the services performed to date. The committee may also pre-approve particular services on a case-by-case basis. The committee separately pre-approved all audit, audit-related, tax and other services provided by PwC for the year ended December 31, 2010.

In connection with its pre-approval, the committee considers whether the provision of any permissible non-audit services is compatible with maintaining the independence of the independent registered public accounting firm. The committee has determined the provision of the permissible non-audit services described above is compatible with maintaining PwC's independence.

Other Information

One or more representatives of PwC will be present at the annual meeting and will have an opportunity to make a statement and to respond to appropriate questions.

Ratification of the appointment of the independent registered public accounting firm requires the affirmative vote of a majority of the voting power of the shares of stock entitled to vote that are held by shareholders present in person or by proxy at the annual meeting. If the shareholders do not ratify the appointment of PwC, the Audit and Compliance Committee will reconsider the appointment.

*The board of directors recommends you vote FOR the ratification of the appointment
of PricewaterhouseCoopers LLP as independent registered public accounting firm for 2011.*

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ITEM 3 NON-BINDING, ADVISORY VOTE ON EXECUTIVE COMPENSATION

The Dodd-Frank Wall Street Reform and Consumer Protection Act enacted in 2010 requires that our shareholders have an opportunity to vote to approve, on a non-binding, advisory basis, the compensation we paid to our named executive officers during 2010 as described in the Compensation Discussion and Analysis (CD&A), executive compensation tables, and associated narrative disclosure included in this proxy statement.

As discussed in our CD&A beginning on page 31, our MD&C Committee has designed our executive compensation program to enhance shareholder value by linking the financial interests of our named executive officers to the financial interests of our shareholders. As a result, a substantial portion of the compensation of our named executive officers is linked to the performance of the Company. Under the heading Pay-for-Performance beginning on page 35, we explain that our executive compensation program was reasonably aligned with our performance over the three-year period from 2007 through 2009. Accordingly, our proposal is set forth in the following resolution:

RESOLVED: That the compensation paid to the Company's named executive officers, as disclosed pursuant to Item 402 of SEC Regulation S-K, including the Compensation Discussion and Analysis, executive compensation tables and narrative discussion included in the Company's proxy statement related to its 2011 annual shareholders meeting, is hereby APPROVED.

Though this vote is non-binding and advisory in nature, our board of directors and MD&C Committee value the opinions of our shareholders on our executive compensation.

The board of directors recommends you vote FOR the approval of the compensation paid to our named executive officers as disclosed in the Compensation Discussion and Analysis, executive compensation tables and narrative discussion included in this proxy statement.

ITEM 4 NON-BINDING, ADVISORY VOTE ON FREQUENCY OF ADVISORY VOTES ON EXECUTIVE COMPENSATION

The Dodd-Frank Wall Street Reform and Consumer Protection Act enacted in 2010 requires that our shareholders have an opportunity to vote, on a non-binding, advisory basis, on the frequency of their votes on our executive compensation. Our shareholders may choose to vote on our executive compensation once every year, two years, or three years. After this initial vote is conducted, we will submit this matter to our shareholders again no less often than once every six years.

RESOLVED: That a non-binding, advisory vote of the Company's shareholders to approve the compensation paid to the Company's named executive officers, as disclosed pursuant to Item 402 of SEC Regulation S-K, including the Compensation Discussion and Analysis, executive compensation tables, and narrative discussion included in the Company's proxy statements, shall be held at the annual meeting of shareholders, beginning with the 2011 annual meeting, once every (a) year, (b) two years, or (c) three years.

Our board of directors believes an annual vote on our executive compensation is the most appropriate option for the Company at this time. While the Company values the opinions of its shareholders, the result of this vote will not be binding on the Company, and our board of directors may determine that it is in the best interests of our shareholders and the Company to hold the vote on our executive compensation more or less frequently than the option receiving the highest percentage of shareholder votes.

The board of directors recommends you vote 1 YEAR for the frequency with which our shareholders will vote on our executive compensation.

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COMPENSATION DISCUSSION AND ANALYSIS

Executive Summary

In this section we discuss our compensation philosophy and objectives, the elements of our compensation program, and the process and analysis involved in determining the amount and types of compensation for our named executive officers. RadioShack's named executive officers for the year ended December 31, 2010 are:

Julian C. Day, Chairman of the Board and Chief Executive Officer;

James F. Gooch, Executive Vice President and Chief Financial Officer;

Lee D. Applbaum, Executive Vice President - Chief Marketing Officer;

Bryan Bevin, Executive Vice President - Store Operations; and

Scott E. Young, Executive Vice President - Chief Merchandise Officer.

Mr. Young joined RadioShack in April 2010.

On January 24, 2011, we announced that Mr. Day plans to retire as the Chairman, Chief Executive Officer, and director of the Company effective at our May 19, 2011 annual meeting of shareholders, and that Mr. Gooch will serve as President and Chief Financial Officer until Mr. Day's retirement. Mr. Gooch will begin serving as our Chief Executive Officer upon Mr. Day's retirement and has been included in our slate of nominees for election to the board of directors. In connection with his promotion, we entered into an employment agreement with Mr. Gooch on January 21, 2011 to begin serving as our President beginning on January 21, 2011 and as our Chief Executive Officer and President beginning May 19, 2011 (Employment Agreement). We also announced on January 24, 2011 that Mr. Bevin's last day with the Company would be March 4, 2011.

Overview. RadioShack's executive compensation program is designed to enhance shareholder value by linking the financial interests of our named executive officers to the financial interests of our shareholders. Highlights of the matters discussed in greater detail in this Compensation Discussion and Analysis are below:

A pay-for-performance analysis confirms that our executive compensation program was reasonably aligned with the performance of the Company during the three-year period ended December 31, 2009.

As of May 19, 2011, we will have no agreements with our named executive officers that provide for an excise tax gross-up in the event of a change in control.

Following a compensation risk assessment by Towers Watson & Co. (Towers Watson) in early 2011, our MD&C Committee concluded that our executive compensation program continues to strike an appropriate balance between corporate risk mitigation and pay-for-performance.

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We made no material changes to our compensation philosophy or objectives during 2010. In November 2010 we adopted the 2011 Executive Deferred Compensation Plan. None of our named executive officers participated in this plan during 2010.

The elements of our executive compensation program remain as follows: base salary, annual cash incentive bonus, long-term cash incentive bonus, equity awards in the form of stock options and restricted stock, benefit and retirement plans, and perquisites and other personal benefits.

We made no material changes during 2010 to the process we use to set executive compensation. The base salaries for our named executive officers continue to be targeted at the 50th percentile of our compensation peer group, and incentive compensation (annual cash incentive bonus, long-term cash incentive bonus, and equity awards) continues to be targeted at the 75th percentile of our compensation peer group.

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Our Code of Ethics contains an anti-hedging policy, which prohibits directors, officers, and their related parties from trading in options, warrants, puts, calls, or other similar instruments related to our common stock or selling our common stock short. In addition, such persons may not hold RadioShack securities in margin accounts.

In order to assure the integrity of our executive compensation program, the MD&C Committee is comprised exclusively of independent members of the board of directors. Similarly, the MD&C Committee has engaged Towers Watson to serve as its compensation consultant, and we believe Towers Watson to be independent from the Company.

Business Performance. Though operating under challenging economic conditions in 2010, our net sales and operating revenues (Net Sales) grew by 4.6% as compared to 2009, as we positioned RadioShack for consistent long-term growth by building and expanding our wireless business and, in particular, the Target Mobile kiosk program. The 4.4% increase in comparable store sales for company-operated stores and kiosks was driven primarily by increased sales in our wireless platform. Gross profit for 2010 increased to \$2.01 billion, compared to \$1.96 billion in 2009. Operating income for 2010 increased to \$375.4 million compared to 2009 operating income of \$369.4 million. We generated \$459.6 million of Adjusted EBITDA (as defined below) in 2010 compared to \$462.3 million in 2009.

With the strengthening of our financial position in recent years, in 2010 RadioShack decided to fund a significant share repurchase program designed to return value directly to our shareholders. RadioShack repurchased \$398.6 million in common stock in 2010 and has \$101.4 million of share repurchase authority remaining under its authorized share repurchase program.

<i>(In millions)</i>	2010	2009	2008
Adjusted EBITDA	\$ 459.6	\$ 462.3	\$ 421.3
Net Sales	\$ 4,472.7	\$ 4,276.0	\$ 4,224.5

Overview of Annual Cash Incentive Bonus Paid for 2010 Performance. The 2010 annual cash incentive bonus opportunity (a specified percentage of base salary) for each of our named executive officers for 2010 was based 75% on Adjusted EBITDA and 25% on Net Sales.

Adjusted EBITDA is RadioShack's income before reductions for interest, taxes, depreciation and amortization (adjusted for non-operating loss or income and for the cumulative effect of changes in accounting principles). The MD&C Committee established an Adjusted EBITDA target of \$460.0 million and a Net Sales target of \$4,455.6 million for 2010. The Company achieved Adjusted EBITDA of \$459.6 million and Net Sales of \$4,472.7 million for 2010. The annual cash incentive bonus for 2010 is discussed further beginning on page 40 under Annual Cash Incentive Bonus, and the amounts paid to each of our named executive officers are included in the amounts listed in column (g) of the Summary Compensation Table on page 50.

Overview of Long-Term Cash Incentive Plan Paid for 2008-2010 Performance. The 2008-2010 long-term cash incentive opportunity (a specified percentage of base salary) for each of our named executive officers other than Mr. Day was based on Adjusted EBITDA. Under the terms of his employment agreement, Mr. Day is not eligible to participate in the long-term cash incentive plan. The MD&C Committee established an Adjusted EBITDA target of \$1,350.0 million for 2008, 2009, and 2010. The Company achieved a total Adjusted EBITDA of \$1,343.2 million during this performance period. The long-term cash incentive plan is discussed further beginning on page 42 under Long-Term Cash Incentive Plan for Executive Officers, and the amounts paid to each of the participating named executive officers are included in the amounts listed in column (g) of the Summary Compensation Table on page 50.

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Overview of Equity Awards for 2010. At its February 2010 meeting, the MD&C Committee granted a larger portion of equity to the named executive officers in the form of restricted stock when compared to equity awards granted at its meeting in February 2009. Our 2009 Incentive Stock Plan provided the MD&C Committee with the flexibility to place a greater emphasis on full value awards in 2010. At its February 2010 meeting, the MD&C Committee also determined that the number of stock options and shares of restricted stock to be granted to each of our named executive officers would be fixed on the grant date. The number of stock options and shares of restricted stock to be granted was based on the average of the closing prices of a share of RadioShack common stock on the 15 trading days immediately preceding the grant date. Mr. Young joined the Company in April 2010, and the MD&C Committee granted him 9,000 shares of restricted stock and 12,500 stock options at its meeting in May 2010. Equity awards are discussed further beginning on page 43 under Equity Incentives of Stock Option and Restricted Stock Grants, and the amounts paid to each of the participating named executive officers is included in the amounts listed in columns (e) and (f) of the Summary Compensation Table on page 50.

Compensation Philosophy and Objectives

The MD&C Committee oversees our executive compensation program and establishes and reviews our overall compensation philosophy. The program continues to focus on the following key objectives:

Objective 1 ***Our compensation program is designed to encourage executive performance that benefits the overall organizational results by linking compensation to our financial and stock price performance.***

Our compensation program for our named executive officers seeks to link compensation to the financial performance of RadioShack as a whole. Annual cash incentives are tied to corporate performance criteria that focus on our short-term financial objectives, and long-term cash incentives are tied to long-term corporate financial performance. These annual and long-term incentives are periodically reviewed and modified, as appropriate, by the MD&C Committee. Similarly, the program seeks to provide a meaningful portion of our named executive officers compensation in the form of equity-based compensation to align compensation with RadioShack's long-term capital appreciation and to further enhance the alignment of the interests of these executives with the interests of our shareholders.

Objective 2 ***Incentive compensation is designed to constitute a larger portion of total compensation for senior positions.***

The MD&C Committee believes that total compensation should generally increase with position and responsibility, and when employees move to higher levels of responsibility with greater ability to influence our results, the proportion of their pay consisting of incentive compensation should accordingly increase. As a result, our executive compensation program emphasizes incentive compensation in the form of an annual cash bonus, long-term cash incentive bonus, and equity-based compensation, which are all tied to RadioShack's overall financial performance.

Objective 3 ***Incentive compensation should strike a balance between short-term and long-term performance.***

Our compensation program focuses management on achieving our short-term goals in a manner that supports our long-term success and profitability. Consequently, we use short-term incentives to reward effective ongoing management of RadioShack's operations through annual performance incentives tied to our overall annual goals. Similarly, we use long-term incentives to motivate our named executive officers toward long-term management of RadioShack through prudent use of equity programs, as well

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as performance-based incentives under the long-term cash incentive plan, which focus management's attention on increasing shareholder value. Because RadioShack's long-term success should be a priority for our named executive officers, our compensation program emphasizes long-term incentives through the long-term cash incentive plan and equity-based compensation.

Objective 4 Incentive compensation should be structured to avoid creating risks that could be harmful to RadioShack's long-term success and profitability.

Our incentive compensation is structured to minimize risks that could jeopardize RadioShack's long-term success. The MD&C Committee believes balancing short-term and long-term incentives and our officer stock ownership policy help reduce risks that might result from using only short-term or long-term incentives. The MD&C Committee also uses multiple performance measures in connection with our incentive compensation programs. Not only are some performance measures more meaningful to certain employees based on the nature of their role in our operations, but the use of multiple performance measures may further aid in mitigating such risks. Our incentive compensation plans include other risk mitigating features, such as maximum award limits for our annual bonus plan and long-term incentive plan.

Objective 5 Our compensation levels are designed to attract, retain, motivate and reward key executives through competitive salary and incentive plans.

Our overall compensation levels are targeted to attract the type of talented individuals needed to achieve and maintain a leadership position in the specialty retail industry. As a result, in 2010 the MD&C Committee engaged Towers Watson to compare our compensation package to the compensation of executives of a peer group of specialty retail companies to determine the overall competitiveness of our compensation package.

This compensation peer group was generally selected based on the recommendations of Towers Watson, which focused on the industry and business of the subject companies, as well as their respective revenue and market capitalization. In 2010, our compensation peer group originally consisted of the following companies:

Advance Auto Parts, Inc.	Blockbuster, Inc.	OfficeMax Incorporated
AutoZone, Inc.	Borders Group, Inc.	The Sherwin-Williams Company
Barnes & Noble, Inc.	GameStop Corp.	Staples, Inc.
Bed Bath & Beyond Inc.	Office Depot, Inc.	Williams-Sonoma, Inc.
Best Buy Co., Inc.	PetSmart, Inc.	

In connection with its review of our compensation peer group in late 2010, Towers Watson recommended and the MD&C Committee approved the removal of Blockbuster, Inc. from the group. Towers Watson also recommended and the MD&C Committee approved the addition of Dick's Sporting Goods, Inc. to the group. During this review of the Company's compensation peer group, the MD&C Committee also considered whether it was appropriate to retain Borders Group, Inc. in light of its ongoing business and financial challenges. The MD&C Committee decided Borders Group, Inc. would remain in the group, but that the MD&C Committee would monitor developments concerning Borders Group, Inc. that bear on its suitability as a member of the group. The MD&C Committee took into account the relative scale and scope of these peer companies when considering the compensation levels for RadioShack's management.

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Pay-for-Performance

In November 2010, the MD&C Committee requested that Towers Watson conduct a pay-for-performance analysis for the three-year period ended December 31, 2009 to determine whether our executive compensation program was reasonably aligned with the performance of the Company during that period. Blockbuster, Inc. was not included in the compensation peer group used to perform this analysis due to the impact that their results of operations and financial condition had on their executive compensation program. Dick's Sporting Goods, Inc. was not included in the compensation peer group used to perform this analysis because it was not part of our compensation peer group at any time during the three-year period ended December 31, 2009.

Towers Watson evaluated the historical realizable pay for our five highest paid executive officers, or our Top-5, as compared to the compensation peer group by

Calculating historical realizable pay for our Top-5 for the three-year period ended December 31, 2009; and

Assigning a percentile rank to the Company by comparing the total historical realizable pay for our Top-5 for the three-year period ended December 31, 2009 to the historical realizable pay for the Top-5 of each of the compensation peer group companies during the same period.

The amount of compensation our Top-5 realized or could have realized during the three-year period ended December 31, 2009, or historical realizable pay, placed the Company in the 77th percentile when compared to its compensation peer group. Historical realizable pay includes base salary, annual bonus, long-term incentive plan awards, stock options (in-the-money value gain on options), restricted stock (value of grants made), and one-time compensation such as discretionary and sign-on bonuses. Based on input from Towers Watson, the MD&C Committee concluded this method is the preferred means of measuring the actual value of pay earned or paid to our Top-5.

Next, Towers Watson evaluated our historical performance as compared to that of the compensation peer group companies by

Calculating the composite historical performance of the Company using total shareholder return, EBITDA growth and revenue growth during the three-year period ended December 31, 2009; and

Assigning a percentile rank to the Company by comparing the historical performance of the Company to the historical performance of each of the compensation peer group companies.

Our composite stock price and financial performance during the three-year period ended December 31, 2009, or historical performance, placed the Company in the 54th percentile when compared to the compensation peer group. Our total shareholder return during this period was higher than all but one of the companies in our compensation peer group.

Finally, Towers Watson evaluated whether, as compared to our compensation peer group, the Company's realizable compensation for its Top-5 was aligned with the Company's performance for 2007 through 2009. Towers Watson concluded that our executive compensation program for 2007 through 2009 was reasonably aligned with our performance for the period.

Role of Management in Compensation Decisions

Although the MD&C Committee oversees RadioShack's executive compensation program, our compensation and benefits department provides analyses and data to assist the MD&C Committee in determining the types and amounts of compensation elements to be paid to our named executive officers (other than our Chief Executive Officer). Management evaluates the performance of these

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officers (other than our Chief Executive Officer). The MD&C Committee utilizes these analyses, data and evaluations to set the compensation elements for these executive officers. Management also assists with recruiting and hiring new officers, including our named executive officers (other than our Chief Executive Officer). The MD&C Committee oversees the work of management with respect to changes to and administration of certain of our compensation and benefit plans. In addition, the MD&C Committee reviews and discusses with management the disclosures regarding compensation matters contained in the Company's proxy statements. The board of directors reviews the performance of and approves all compensation decisions regarding our Chief Executive Officer.

Compensation Consultant

As authorized under its charter, the MD&C Committee engaged Towers Watson in 2010 to advise the MD&C Committee regarding executive compensation issues, which include the amount and form of executive compensation. RadioShack's human resources department engages Towers Watson from time to time in connection with compensation issues, including executive compensation matters, with the approval of the MD&C Committee.

In 2010 the MD&C Committee requested that Towers Watson undertake the projects listed below. Unless stated otherwise, Towers Watson made no recommendation in connection with these projects.

Perform a compensation market analysis with respect to the total direct compensation of our named executive officers.

Outcome: Towers Watson provided the MD&C Committee with a report regarding compensation market analysis for our named executive officers based on data obtained from the proxy statements of companies in our compensation peer group. Towers Watson estimated that our named executive officers' base salaries and target annual cash bonus incentives were below the 50th percentile of our compensation peer group, and that the grant-date fair values of their long-term incentives (excluding one-time awards) were slightly below the 75th percentile of our compensation peer group.

Perform an historical pay-for-performance analysis of our five most highly compensated executives against our compensation peer group for 2007 through 2009.

Outcome: Towers Watson provided the MD&C Committee with its report containing its pay-for-performance analysis. Towers Watson concluded that our executive compensation program for 2007 through 2009 was reasonably aligned with our performance for the period.

Perform a compensation risk assessment.

Outcome: Towers Watson provided the MD&C Committee with a report evaluating the risks associated with our executive compensation program. Following a review of Towers Watson's report, the MD&C Committee concluded that our executive compensation programs strike an appropriate balance between corporate risk mitigation and pay-for-performance.

Advise the MD&C Committee on the composition of RadioShack's compensation peer group.

Outcome: Towers Watson provided the MD&C Committee with a report reviewing our compensation peer group as well as companies the MD&C Committee might consider adding to or removing from the group. In connection with this review, Towers Watson recommended the MD&C Committee consider removing Blockbuster, Inc. from our compensation peer group and adding Dick's Sporting Goods, Inc. to the group. The

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MD&C Committee considered the reasons offered in support of these recommendations, and approved the removal of Blockbuster, Inc. from our compensation peer group and the addition of Dick's Sporting Goods, Inc. to the group.

Perform a compensation market review with respect to the total direct compensation of our vice presidents.

Outcome: Towers Watson provided the MD&C Committee with a report evaluating the total direct compensation of our vice presidents as compared to the market.

Provide updates concerning recent trends and key issues, including executive compensation reform and compensation- and governance-related matters arising under the Dodd-Frank Wall Street Reform and Consumer Protection Act.

Outcome: Towers Watson provided the MD&C Committee with various reports and updates throughout the year concerning recent trends and key issues.

Perform an independent review of our compensation-related corporate governance disclosures and processes.

Outcome: Towers Watson provided the MD&C Committee with a report analyzing our compensation-related corporate governance disclosures and processes.

Throughout the year, the MD&C Committee requested that Towers Watson participate in discussions with the MD&C Committee concerning the executive compensation matters described above. During these discussions, Towers Watson provided the MD&C Committee with observations and advice concerning the amounts and elements of compensation in RadioShack's executive compensation program.

Process for Setting Compensation

We made no material changes in 2010 to our process for setting compensation as compared to the process used in 2009. The MD&C Committee structured RadioShack's 2010 executive compensation program based on the compensation philosophy and objectives described above. Generally speaking, the MD&C Committee intends that our named executive officers' respective base salaries be set at approximately the 50th percentile of our compensation peer group for their levels, based on executive compensation data obtained from the proxy statements of companies comprising our compensation peer group. Similarly, the MD&C Committee seeks to provide our named executive officers with target annual cash incentive bonuses, as well as target long-term cash incentives and equity incentives that are, in total, at approximately the 75th percentile of our compensation peer group. The MD&C Committee believes that our named executive officers' interests are more closely aligned with those of our shareholders when incentive compensation constitutes a greater proportion of their total compensation. Towers Watson estimated that our named executive officers' base salaries and target annual cash incentive bonuses were below the 50th percentile of our compensation peer group, and that the grant-date fair values of their long-term target incentives were slightly below the 75th percentile of the group.

While the MD&C Committee uses the information obtained from Towers Watson as a general guide for determining compensation elements for our named executive officers, individual factors may cause the actual amount of compensation to vary from these targets. For example, in the case of new executive-level hires, the level and mix of elements of compensation are typically a result of negotiations between RadioShack and the named executive officer and reflect the most recent trends in compensation, while the Towers Watson information tends to be historical. In the case of existing named executive officers, the actual compensation may vary as a result of the officers' responsibilities, experience level and prior performance.

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The MD&C Committee seeks to provide a significant portion of total compensation in the form of annual, long-term and equity incentives, in light of the objectives set forth above. There is no pre-established policy or target for the allocation between either cash and non-cash or short-term and long-term incentive compensation. Rather, the MD&C Committee reviews information provided by Towers Watson to determine the appropriate level and mix of incentive compensation. Further, when allocating among long-term incentives (such as between the long-term cash incentive plan and equity incentives), items such as the number of shares available for grant, level of employment and job performance are considered. Ultimately, our executives' incentive compensation is realized as a result of RadioShack's performance compared to established goals and stock price appreciation.

Throughout the year, the MD&C Committee monitors the effectiveness of the components of the compensation program, including performance measures for the annual bonus and long-term incentive plan. After the end of the year, the MD&C Committee compares the compensation of our named executive officers to that of our compensation peer group to monitor the overall competitiveness of RadioShack's compensation package.

Elements of Compensation

Ultimately, the compensation program for our named executive officers is designed to reward them for RadioShack's short- and long-term financial and stock performance through the use of annual and long-term incentives and equity-based compensation. The program also seeks to create incentives to retain these executives through competitive levels of compensation.

Our executive compensation program contains the following key elements to assist in achieving the objectives described above:

base salary,

annual cash incentive bonus,

long-term cash incentive bonus,

equity incentives,

benefit and retirement plans, and

perquisites and other personal benefits.

Each of our compensation elements has been chosen because it supports our compensation philosophy and one or more of our compensation objectives as discussed at pages 33 through 34. The table below indicates which objective(s) is supported by each compensation element. This table also provides an overview of the key design features of each element and highlights certain decisions or other activity during 2010.

Compensation	Compensation Objective	
Element	Linkage	Key Features and 2010 Highlights
Base Salary	Objective 5	Increases for Messrs. Gooch (3%), Applbaum (14%), and Bevin (3%), no increase for Messrs. Day and Young. Targeted at the compensation peer group 50 th percentile.

May vary due to internal review, individual performance, nature of position and responsibilities.

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Compensation	Compensation Objective	Key Features and 2010 Highlights
Element	Linkage	Key Features and 2010 Highlights
Annual Cash Incentive	Objectives 1-5	<p>Mr. Young's 2010 annual bonus guaranteed to be no less than \$140,000.</p> <p>75% based on Adjusted EBITDA for 2010 - \$459.6 million, or 99.9% of the target established by the MD&C Committee.</p> <p>25% based on Net Sales for 2010 - \$4,472.7 million, or 100.4% of the target established by the MD&C Committee.</p>
Bonus	Objectives 1-5	<p>The named executive officers realized 101.5% of their target opportunity annual cash incentive bonus.</p> <p>Targeted at the compensation peer group 75th percentile.</p> <p>Annual cash incentive bonus opportunity is expressed as a percentage of base salary ranging from 70% to 100%.</p> <p>100% based on Adjusted EBITDA for 2008 through 2010 - \$1,343.2 million, or 99.5% of the target established by the MD&C Committee.</p>
Long-Term Cash Incentive	Objectives 1-5	<p>The participating named executive officers realized 98.7% of their target opportunity annual cash incentive unless prorated due to date of employment.</p> <p>Targeted at the compensation peer group 75th percentile in combination with equity awards.</p> <p>Mr. Day is not eligible to participate in our Long-Term Cash Incentive Plan</p> <p>First grant of restricted stock to Mr. Day - 116,153 shares.</p> <p>MD&C Committee adopted a new method of determining the number of options or shares to be granted, using 15-day average closing price.</p>
Equity Awards	Objectives 1-5	<p>Approximate allocation of 2010 equity awards: restricted stock - 77.5%, stock options - 22.5%.</p> <p>Targeted at the compensation peer group 75th percentile in combination with long-term cash incentive.</p>
Benefit and Retirement Plans	Objective 5	<p>Adoption of Executive Deferred Compensation Plan</p> <p>RadioShack 401(k) Plan and Supplemental Executive Retirement Plan</p> <p>No material changes to other benefit or retirement plans in 2010.</p>
Perquisites and Other	Objective 5	<p>Relocation assistance provided to Mr. Young according to the terms of his offer letter.</p>
Personal Benefits	Objective 5	<p>No material changes to perquisites or other personal benefits in 2010.</p>

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Base Salary

The MD&C Committee reviewed the compensation for our named executive officers in February 2010 in connection with its review of each person's individual 2009 performance. The MD&C Committee also reviewed compensation peer group base salary data provided by Towers Watson. The MD&C Committee determined that Mr. Day's base salary remained competitive, was at the 50th percentile of the compensation peer group, and would remain unchanged as compared to last year. Messrs. Gooch, Applbaum and Bevin received increases to their base salaries of 3%, 14% and 3%, respectively, based on their 2009 performance and compensation peer group data provided by Towers Watson. Mr. Young's offer letter established his base salary for 2010.

Annual Cash Incentive Bonus

Annual Bonus under the Compensation Plan. We believe it is important to provide our named executive officers with an annual cash incentive that is tied to meaningful yearly financial goals. Our annual cash incentive bonus plan, which we refer to as our annual bonus plan, is established by the MD&C Committee each year and is based on corporate performance. Our annual bonus plan is intended to provide our named executive officers with annual cash bonuses at approximately the 75th percentile of our compensation peer group for achieving the designated performance goals.

Our annual bonus plan is designed to comply with Section 162(m) of the Internal Revenue Code, and each year the MD&C Committee selects the performance measure(s) that it believes will most effectively support our compensation objectives listed above. Bonuses are paid based on the attainment of certain quantitative performance goals associated with one or more of the shareholder-approved performance measures.

Each named executive officer's annual bonus plan opportunity is established by the MD&C Committee as a percentage of the officer's base salary. The percentage of base salary for each named executive officer varies by the named executive officer's level and overall job responsibilities. Each named executive officer's target annual bonus plan opportunity for 2010 is set forth in the table to the right.

Name	2010 Annual Bonus Plan Target as a Percentage of Base Salary
Julian C. Day	100%
James F. Gooch	75%
Lee D. Applbaum	75%
Bryan Bevin	75%
Scott E. Young	70%

The MD&C Committee, after consultation with management, approves the annual bonus plan performance target(s) early each year. Minimum and maximum targets are also established for each performance measure. After the end of the year, the MD&C Committee reviews RadioShack's actual performance against these previously established performance targets. Actual amounts payable may be interpolated where our performance is above or below the target. In determining the extent to which the performance goal(s) were met for a given period, the MD&C Committee exercises its judgment, in its sole discretion, as to whether to reflect or exclude the impact of changes in accounting principles and extraordinary, unusual or infrequently occurring events.

2010 Annual Bonus Plan. The 2010 Annual Bonus Plan for the named executive officers was established with two performance measures, Adjusted EBITDA and Net Sales. For each of our named executive officer's annual bonus plan for 2010, 75% was based on Adjusted EBITDA and 25% was based on Net Sales. The MD&C Committee selected these measures because they are closely linked with the interests of our shareholders. Based on the terms of his offer letter, Mr. Young's 2010 annual bonus was guaranteed to be no less than \$140,000, and we prepaid \$50,000 of this amount to Mr. Young at the time he began working for the Company.

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The MD&C Committee established the goals found in the chart below for Adjusted EBITDA performance for 2010 with the corresponding award amount as a percentage of the target opportunity for each of our named executive officers. The chart also indicates the 2010 Adjusted EBITDA performance, as well as the 2009 Adjusted EBITDA performance.

The MD&C Committee established the goals found in the chart below for Net Sales performance for 2010 with the corresponding award amount as a percent of the target opportunity for each of our named executive officers. The chart also indicates the 2010 Net Sales performance, as well as the 2009 Net Sales performance.

Based on the above results, our named executive officers received the following amounts based on our Adjusted EBITDA and Net Sales performance for 2010.

Table of Contents***Long-Term Cash Incentive Plan for Executive Officers***

The MD&C Committee believes cash incentives with performance periods longer than our annual bonus plan align the interests of our executive officers, including certain of our named executive officers, with the interests of RadioShack's key strategic long-term business objectives. The MD&C Committee believes such incentives support the long-term growth of shareholder value. The MD&C Committee seeks to provide RadioShack's named executive officers with target long-term cash incentives that are approximately at the 75th percentile of our compensation peer group. Our long-term cash incentive plan, which we refer to as our LTIP, is designed to comply with Section 162(m) of the Internal Revenue Code, and the MD&C Committee selects the performance measure(s) for each multi-year cycle that it believes will most effectively support our compensation objectives listed above. Awards are paid based on the attainment of certain quantitative performance goals associated with one or more of the shareholder-approved performance measures.

Earlier this year and during each of the past three years, the MD&C Committee has granted LTIP awards to our executive officers, including certain of our named executive officers. The outstanding LTIP awards granted by the MD&C Committee for certain of our named executive officers are listed in the table below, followed by additional explanation. Mr. Bevin's last day with the Company was March 4, 2011. As a result, Mr. Bevin will not participate in the LTIP performance cycles following the 2008-2010 performance cycle. Under the terms of his employment agreement, Mr. Day is not eligible to participate in the LTIP.

Year			Named Executive	LTIP Target as a
Established	LTIP	Year Payable	Officers Participating	Percentage of Base
2008	2008-2010	2011	Applbaum, Bevin	75%
			Gooch	
2009	2009-2011	2012	Applbaum,	75%
			Gooch	
2010	2010-2012	2013	Applbaum,	75%
			Gooch, Young	
2011	2011-2013	2014	Applbaum,	75%
			Gooch, Young	

After the end of each performance cycle, the MD&C Committee reviews RadioShack's actual performance in light of each of the performance measures established at the beginning of the cycle. Actual amounts payable may be interpolated where our performance is above or below the target. In determining the extent to which the performance goal(s) were met for a given period, the MD&C Committee exercises its judgment, in its sole discretion, as to whether to reflect or exclude the impact of changes in accounting principles and extraordinary, unusual or infrequently occurring events. Any awards are paid in cash as soon as practicable following the end of each performance period.

2008, 2009, 2010, and 2011 Long-Term Incentive Plan Performance Cycles

2008 Long-Term Incentive Plan Performance Cycle. The performance cycle for 2008 through 2010 (payable in 2011) (the 2008 LTIP) was based on the total Adjusted EBITDA for fiscal years 2008, 2009, and 2010. The MD&C Committee selected this measure for this long-term incentive plan because it is closely associated with creating long-term value for our shareholders. The MD&C Committee established the goals found in the chart below for Adjusted EBITDA performance for 2008 through 2010 with the corresponding award amount as a percentage of the target opportunity for each of our named executive officers. The chart also indicates the 2008 through 2010 Adjusted EBITDA performance, as well as the 2007 through 2009 Adjusted EBITDA performance.

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Based on the above results, our named executive officers received the following amounts based on our Adjusted EBITDA performance for 2008 through 2010. The awards for Messrs. Applbaum and Bevin were pro-rated because they began working for us after this performance period began.

2009, 2010, and 2011 Long-Term Incentive Plan Performance Cycles. The cash payments for certain of our named executive officers under the 2009, 2010, and 2011 plan cycles will be based on achievement of RadioShack's Adjusted EBITDA targets. Actual amounts payable, if any, under the 2009, 2010, and 2011 Long-Term Incentive Plan Performance Cycles will range from 25% to 150% of the target award and may be interpolated where our performance is above or below the target.

Equity Incentives of Stock Option and Restricted Stock Grants

Equity grants (other than grants to newly-hired or promoted employees) are typically approved at the MD&C Committee's regularly-scheduled February meeting. Historically, the MD&C Committee has utilized a combination of stock options and restricted stock grants with time-based vesting as part of its compensation program for our named executive officers. Based on information provided by Towers Watson, the MD&C Committee has chosen to provide two time-vested equity awards, in part because our long-term cash incentive plan awards are performance based. The MD&C Committee seeks to provide our named executive officers with total long-term incentives that are approximately at the 75th percentile of our compensation peer group. As compared to its equity grants in 2009, in February 2010 the MD&C Committee granted a larger percentage of its awards in the form of full-value awards with the use of restricted stock, including the first grant of restricted stock made to Mr. Day. This change was, in part, a result of the limited number of shares available in February 2009 for restricted stock

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grants under our 2007 Restricted Stock Plan as compared to the number of shares available in February 2010 for restricted stock grants under our 2009 Incentive Stock Plan. Based on the grant date fair value, approximately 77.5% of the equity awards granted to each of our named executive officers in February 2010 was granted in the form of restricted stock, and approximately 22.5% was granted in the form of stock options.

Our earnings releases, including the annual earnings release, are issued in conjunction with our quarterly and annual report filings with the SEC. Consequently, the annual earnings release is issued after the February meeting in which the MD&C Committee typically approves annual stock option grants. In order that our earnings information (whether positive or negative) can be reflected in the exercise price of the stock options approved at this meeting, stock options are granted and priced at the fair market value (the average of the high and low sales prices) of our common stock on the grant date. The grant date is at least two full trading days after the annual earnings release.

Beginning in 2010, the MD&C Committee made changes to the process used to determine the number of stock options and shares of restricted stock to be granted to certain of our officers, including our named executive officers. Historically, the MD&C Committee was provided with the projected Black-Scholes value of our stock options and projected grant date fair value of restricted stock at its February meeting. These values would take into account the fair market value of our common stock as of a recent date shortly before the MD&C Committee meeting. Based on these values, the MD&C Committee would determine the number of stock options and shares of restricted stock to be granted. Due to the volatility of the per share price of our common stock following the MD&C Committee's February 2009 meeting and our subsequent earnings release, the MD&C Committee elected to adopt an alternative method to determine the number of stock options or shares of restricted stock to be granted. At its February 2010 meeting, the MD&C Committee determined the dollar value and type of equity awards to be granted to certain of our officers without determining the number of options or shares to be granted. The MD&C Committee then determined that the number of options and shares granted would be based on values using the average of the fair market values of our common stock on the 15 trading days immediately preceding the grant date rather than the fair market value on a single date preceding the MD&C Committee's meeting. The MD&C Committee chose to make this change to mitigate the effect that volatility in our stock price between the MD&C Committee's February meeting date and the grant date can have on the value granted.

All options are awarded with an exercise price per share equal to the fair market value per share of our common stock (the average of the high and low sales prices) on the date of grant, which must be at least two full trading days after the annual earnings release. Options may not be repriced absent approval of our shareholders. Our stock options granted during the past several years have had terms of seven years. Typically, options vest ratably over three years from the date of grant, including all unvested outstanding options held by our named executive officers on December 31, 2010. Prior to the exercise of an option, the holder has no rights as a shareholder with respect to the shares subject to the option, including voting rights and the right to receive dividends or dividend equivalents.

Shares of restricted stock granted to our named executive officers generally vest ratably over three years from the date of grant, including all unvested restricted stock awards held by our named executive officers on December 31, 2010. Holders of unvested restricted stock have the right to vote the shares. Dividends payable on shares of unvested restricted stock are deferred until the restrictions on the shares have lapsed or the shares are no longer subject to a substantial risk of forfeiture; if the shares vest, dividends are paid to the recipient in cash, without interest.

The vesting of options held for at least one year from the grant date and restricted stock generally accelerate upon the death, disability, or retirement (at or after age 55) of the holder or a change in control of RadioShack.

Table of Contents*Stock Ownership Policy*

As of December 31, 2010, RadioShack's stock ownership policy for its corporate officers required our named executive officers to own RadioShack common stock with a minimum value equal to a multiple of the officer's base salary as set forth in the table at right.

Named Executive Officer	Multiple of Base Salary
Julian C. Day	3.0
James F. Gooch	2.0
Lee D. Applbaum	2.0
Bryan Bevin	2.0
Scott C. Young	2.0

All officers must show reasonable progress toward the required stock ownership level and ultimately become compliant with the policy. Until compliant, officers are required to retain all shares held in their shareholder and brokerage accounts, as well as 75% of the net shares received from the exercise of stock option grants and vested restricted stock.

Shares owned outright, held in trust, held in the RadioShack 401(k) Plan or the RadioShack Puerto Rico 1165(e) Plan, and unvested shares of restricted stock, count toward the achievement of the goal.

Achievement of the appropriate ownership amounts set forth in the policy is evaluated as of each December 31 based on the average closing price for the year, and failure to comply with the ownership goal and the retention level will impact future compensation decisions regarding the officer.

As of December 31, 2010, three of our named executive officers had achieved their respective ownership amounts.

Anti-Hedging Policy

Our Code of Ethics contains our anti-hedging policy, which prohibits directors, officers, and their related parties from trading in options, warrants, puts, calls, or other similar instruments related to our common stock or selling our common stock short. In addition, such persons may not hold RadioShack securities in margin accounts.

Benefit and Retirement Plans

The benefit and retirement plans available to our named executive officers include, among others, the RadioShack 401(k) Plan, the RadioShack Executive Deferred Compensation Plan, and, with respect to Messrs. Gooch and Bevin, the RadioShack Supplemental Executive Retirement Plan.

RadioShack 401(k) Plan. Our RadioShack 401(k) Plan is a tax-qualified defined contribution plan. Eligible employees may direct their contributions into various investment alternatives, including RadioShack common stock.

Our 401(k) Plan allows participants to defer before tax, via payroll deductions, from 1% to 75% of their annual compensation, limited to certain annual maximums required by the Internal Revenue Code. Our 401(k) Plan also provides that RadioShack's contribution to each participant's account maintained under the plan is an amount equal to 100% of the participant's contributions (limited as described in the previous sentence) up to 4% of the participant's annual compensation. This percentage contribution is discretionary and may change or be suspended in the future.

Any contributions by RadioShack are made in cash directly to our 401(k) Plan and are deposited according to the investment allocation chosen by each participant for the participant's own contributions. Participants may, in their sole discretion, immediately reinvest RadioShack's contributions into other investment alternatives provided by our 401(k) Plan, subject to its terms and the provisions of our Insider Trading Policy.

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Supplemental Executive Retirement Plan. The MD&C Committee designated Messrs. Gooch and Bevin as participants in our Supplemental Executive Retirement Plan (SERP) at the time they joined the Company. Upon retirement at age 55 years or older, participants 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 annual bonus) (Average Compensation), to be paid in 120 monthly installments. The percentage of the compensation increases by 1/2 percentage points for each year of tenure as a RadioShack officer, up to a maximum of 50%. The formula below illustrates how the monthly retirement benefits under the SERP are calculated:

$$\left(2\frac{1}{2}\% \times \begin{array}{l} \text{Years of Service} \\ \text{as a RadioShack} \\ \text{Officer} \end{array} \times \begin{array}{l} \text{Average of} \\ \text{Five Highest} \\ \text{Years of} \\ \text{Compensation} \end{array} \right) \div 12 = \begin{array}{l} \text{Monthly} \\ \text{Retirement} \\ \text{Benefit} \end{array}$$

(Up to a maximum of 50%)

If a participant retires prior to the age of 65 or after the age of 70, the participant's benefits under the SERP are reduced as specified by the SERP. No benefits are paid under the SERP if the participant retires prior to the age of 55 or after the age of 75.

Executive Deferred Compensation Plan. Our Executive Deferred Compensation Plan (EDCP) was adopted by the board of directors in November 2010 as an unfunded top hat plan and became effective on December 1, 2010. Regular full-time officers of RadioShack Corporation or its subsidiaries are eligible to participate. Any right to receive a payment under our EDCP is equal to that of an unsecured general creditor of the Company. None of our executive officers participated in this plan during 2010.

Participants in the EDCP may defer up to 80% of the participant's base salary, annual cash incentive bonus, and/or long-term cash incentive award. The terms of the EDCP do not include any matching contributions. Each participant will have a deferral account established in the participant's name in order to account for the participant's deferrals and associated earnings. In order to make deferrals, participants are required to execute a deferral election no later than certain dates depending on the type of compensation being deferred.

Each participant's deferral account will be credited with the amount deferred at the time the participant would otherwise have received the compensation. Each participant will have a non-forfeitable, fully vested right to the amount in the participant's deferral account at all times. The participant will be entitled to direct the investment of the amount in the participant's deferral account in the investment choices offered by the MD&C Committee. The investment choices offered in the EDCP may not include RadioShack securities.

Each participant's deferral account will be distributed to the participant in cash after the participant experiences a separation from service or pursuant to a payment election. Distributions are subject to other terms as set forth in the EDCP.

Perquisites and Other Personal Benefits

We provide our named executive officers with perquisites and other personal benefits that management and the MD&C Committee believe are reasonable and consistent with the overall compensation program to enable us to attract and retain employees for key positions more effectively. These perquisites and benefits may include payment for annual physicals, executive life and long-term disability insurance, personal liability insurance, and financial counseling. Newly-hired employees may also receive payment or reimbursement of moving and relocation costs, reimbursement of premiums

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under the Consolidated Omnibus Budget Reconciliation Act (COBRA) and a relocation allowance. The MD&C Committee reviews the levels of perquisites and other personal benefits provided to our named executive officers from time to time. We do not own or lease any corporate aircraft.

Attributed costs of the perquisites and personal benefits described above for our named executive officers for the fiscal year ended December 31, 2010 are described in greater detail in the All Other Compensation for 2010 table beginning on page 51.

Potential Payment Obligations upon Termination of Employment or Change in Control

The terms of our Officers' Severance Program provide for the payment of benefits upon a termination of employment other than for death, disability or cause, or upon a resignation for good reason. The benefit amounts are established to be competitive with our competitors and to provide compensation and benefits in amounts to sufficiently support the covered executives until they would reasonably be expected to secure comparable employment. The terms of our Termination Protection Plan (Level I) provide for the payment of benefits upon a termination of employment prior to or following a change in control. Neither our Termination Protection Plan (Level I) nor any of our current agreements with our executive officers includes an excise tax gross-up. These benefits are discussed further at Potential Payments upon Termination of Employment or Change in Control at December 31, 2010 beginning on page 59.

We recognize that providing benefits under certain circumstances where there is a termination of employment or a change in control allows our executives to direct their full attention towards the Company's business objectives. We believe that in addition to being customary in the marketplace, these benefits are necessary to retain key employees when the Company is operating in a dynamic environment. In the event a corporate transaction was being considered, we believe these provisions would encourage the executives to act in the best interest of shareholders without undue concern about how the transaction might negatively affect their own employment.

Tax and Accounting Implications

Policy Regarding Internal Revenue Code Section 162(m)

Section 162(m) of the Internal Revenue Code generally limits corporate deductions to \$1 million for compensation paid to a person who on the last day of a fiscal year is either the chief executive officer or among the three most highly compensated officers other than the chief executive officer or chief financial officer. However, the statute exempts qualifying performance-based compensation from the deduction limit if certain requirements are met.

In order that annual incentive bonus and long-term incentive plan payments to executives subject to Section 162(m) may be deductible by RadioShack, the specified performance measure(s) and goal(s) for annual incentive bonuses and for long-term incentive plan payments set for each fiscal year under the shareholder-approved 2009 RadioShack Annual & Long-Term Incentive Compensation Plan must also be met. As discussed below, however, the MD&C Committee retains the right to adjust performance goals and award bonuses outside of this plan in appropriate circumstances, including bonuses and long-term incentive plan payments that may not be deductible in part or in full.

Officer stock options have been granted under the 2001 Incentive Stock Plan and the RadioShack 2009 Incentive Stock Plan, which have been approved by our shareholders. We believe these stock option grants meet the definition of performance-based compensation and are therefore exempt from the deduction limitations imposed by Section 162(m). However, of the 4,000,000 stock options granted to Mr. Day in 2006, 3,000,000 were not granted from shareholder-approved plans. As a result, any compensation expense attributable to these 3,000,000 stock options will not meet the definition of

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performance-based compensation and may be subject to the deduction limitations imposed by Section 162(m). All of the other options granted to Mr. Day have been issued from shareholder-approved plans. Due to Mr. Day's announced retirement in May 2011, however, he will cease to be a covered employee for purposes of Section 162(m), and as a result his compensation expense (including expense relating to the 3,000,000 stock options referenced above) for 2011 and later years will not be subject to the deduction limitations imposed by Section 162(m).

Although the MD&C Committee designs certain components of its executive compensation program to seek full deductibility, the MD&C Committee believes that the interests of shareholders are best served by not restricting the MD&C Committee's discretion and flexibility in crafting and adjusting compensation programs, even though such programs may result in certain non-deductible compensation expenses. The MD&C Committee has from time to time approved elements of compensation for officers that are not fully deductible, and reserves the right to do so in the future in appropriate circumstances. Accordingly, the MD&C Committee has not and will not make compensation decisions based solely on the deductibility of compensation for federal income tax purposes.

409A Amendments

We made certain amendments during 2010 to our Officers' Severance Program, Termination Protection Plan (Level I), Supplemental Executive Officers' Retirement Plan, and Mr. Gooch's Termination Protection Agreement. The amendments to these plans and Mr. Gooch's agreement concerned 409A tax matters and guidance from the U.S. Department of the Treasury. Mr. Gooch's agreement will be superseded by his Employment Agreement.

Accounting for Stock-Based Compensation

Our accounting for stock-based compensation, including grants of stock options and restricted stock, is done in accordance with the requirements of FASB ASC Topic 718.

COMPENSATION COMMITTEE REPORT

The MD&C Committee has reviewed and discussed with management the Compensation Discussion and Analysis beginning on page 31. Based on this review and discussion, the MD&C Committee has recommended to the board of directors that the Compensation Discussion and Analysis be included in this proxy statement.

Edwina D. Woodbury (Chair)

Frank J. Belatti

Jack L. Messman

Compensation Committee Interlocks and Insider Participation

The MD&C Committee of the board of directors is composed entirely of the independent directors listed above. No member of the MD&C Committee has a professional, familial or financial relationship with any of the named executive officers of RadioShack, other than his or her directorship with RadioShack or relationships that would be considered trivial in nature.

Additional Information Regarding the

MD&C Committee

Compensation decisions regarding RadioShack's named executive officers are made by the MD&C Committee. RadioShack's compensation and benefits department supports the MD&C Committee in its

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duties and, along with RadioShack's Chief Executive Officer, may be delegated authority to fulfill certain administrative duties regarding the compensation programs. The MD&C Committee's charter grants it the authority to retain outside legal counsel, independent compensation consultants, experts or other advisors as it deems necessary to fulfill its responsibilities (including evaluation of the Chief Executive Officer and executive compensation), without obtaining the approval of the board of directors or any officer in advance. The MD&C Committee also has the sole authority to approve any such counsels', consultants' or other advisors' fees and other terms of retention.

The MD&C Committee's membership is determined annually by the board of directors. The MD&C Committee has a regularly-scheduled meeting each calendar quarter, held in conjunction with corresponding board meetings that are approved by the board of directors on an annual basis. Other meetings are held as deemed appropriate by the MD&C Committee.

Meeting agendas are approved by the chair of the MD&C Committee, in consultation with the Presiding Director or Chairman of the Board, as well as members of management including the Chief Executive Officer, Chief Financial Officer and the General Counsel & Corporate Secretary. MD&C Committee meetings are attended as appropriate by the Chief Financial Officer, the General Counsel & Corporate Secretary, Senior Vice President Human Resources, and the Vice President Compensation, Benefits, HR Systems and Records. An executive session consisting only of members of the MD&C Committee is scheduled at each regular meeting. The MD&C Committee also regularly meets in executive session with representatives of Towers Watson. The chair of the MD&C Committee reports the committee's recommendations on executive compensation at each regularly-scheduled meeting of the board of directors.

Table of Contents**EXECUTIVE COMPENSATION**

The following table sets forth information concerning the compensation of RadioShack's Chief Executive Officer, Chief Financial Officer and its three other most highly compensated executive officers for RadioShack's three last completed fiscal years (including all persons who served as Chief Executive Officer or Chief Financial Officer during 2010 and executive officers who would otherwise be disclosed but for the fact they were not serving at the end of the year).

Summary Compensation Table

Name and Principal Position (a)	Year (b)	Salary (\$) (c)	Bonus (\$) (d)	Stock Awards ¹ (\$) (e)	Option Awards ¹ (\$) (f)	Non-Equity Incentive Plan Compen- sation ² (\$) (g)	Change in Pension Value	All Other Compen- sation ⁴ (\$) (i)	Total (\$) (j)
							and Nonqualified Deferred Compen- sation Earnings ³ (\$) (h)		
Julian C. Day ⁵	2010	\$ 1,003,846		\$ 2,230,138	\$ 649,670	\$ 1,014,693		\$ 13,144	\$ 4,911,491
Chairman of the Board and	2009	\$ 1,003,846			\$ 5,047,500	\$ 2,000,000		\$ 14,787	\$ 8,066,133
Chief Executive Officer	2008	\$ 1,007,692			\$ 3,233,700	\$ 1,210,261		\$ 14,696	\$ 5,466,349
James F. Gooch ⁶	2010	\$ 609,206		\$ 759,187	\$ 212,616	\$ 1,048,557	\$ 148,467	\$ 18,371	\$ 2,796,404
Executive Vice President and	2009	\$ 594,528		\$ 460,013	\$ 455,936	\$ 1,495,074	\$ 167,777	\$ 16,174	\$ 3,189,501
Chief Financial Officer	2008	\$ 593,555		\$ 555,600	\$ 517,392	\$ 1,051,883	\$ 51,262	\$ 22,406	\$ 2,792,098
Lee D. Applbaum ⁷	2010	\$ 505,481		\$ 559,910	\$ 165,370	\$ 600,127		\$ 3,544	\$ 1,834,432
Executive Vice President	2009	\$ 416,154		\$ 246,750	\$ 249,340	\$ 802,669		\$ 223,003	\$ 1,937,916
Chief Marketing Officer									
Bryan Bevin ⁸	2010	\$ 514,327		\$ 559,910	\$ 165,370	\$ 809,715	\$ 124,641	\$ 18,046	\$ 2,192,009
Executive Vice President	2009	\$ 501,923		\$ 352,500	\$ 341,952	\$ 1,182,986	\$ 135,348	\$ 9,407	\$ 2,524,116
Store Operations	2008	\$ 444,519	\$ 76,647 ⁹	\$ 183,813	\$ 639,764	\$ 402,201	\$ 49,179	\$ 12,751	\$ 1,808,874
Scott E. Young ¹⁰	2010	\$ 440,000	\$ 100,000	\$ 176,310	\$ 94,856	\$ 144,114		\$ 17,413	\$ 972,693
Executive Vice President- Chief Merchandise Officer									

(1) The amounts shown in columns (e) and (f) represent the grant date fair value of awards granted during the fiscal year ended December 31, 2010, in accordance with FASB ASC Topic 718, in connection with restricted stock grants and stock option grants, respectively, and therefore do not include amounts from restricted stock grants and stock option grants made prior to 2010. The valuation methodology and assumptions regarding these grants are described in "Stock-Based Compensation" in Note 2 "Summary of Significant Accounting Policies" in the Notes to Consolidated Financial Statements contained in RadioShack's Annual Reports on Form 10-K for the fiscal years ended December 31, 2008, 2009 and 2010, filed with the SEC.

(2) The amounts shown in column (g) for 2010 represent bonuses earned for the fiscal year ended December 31, 2010 pursuant to the 2010 Annual Bonus Plan and, in some instances, the 2008-2010 Long-Term Incentive Plan Cycle. These plans are discussed in more detail on pages 40 through 43. Payments for each of the named executive officers

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under the 2010 Annual Bonus Plan and 2008-2010 Long-Term Incentive Plan Cycle, respectively, were as follows: Mr. Day-\$1,014,693, \$0; Mr. Gooch-\$464,222, \$584,335; Mr. Applbaum-\$391,925, \$208,202; Mr. Bevin-\$391,925, \$417,790; and Mr. Young-\$284,114, \$0. The amount listed in column (g) for Mr. Young is the amount of his annual bonus for 2010, less the \$140,000 guaranteed amount included in column (c).

- (3) The amounts shown in column (h) reflect the actuarial increase in the present value of the named executive officer's benefits under all pension plans established by RadioShack determined using an interest rate and a normal retirement age of 65 consistent with the assumptions used in preparing RadioShack's financial statements and includes amounts the named executive officer may not currently be entitled to receive because such amounts are not vested.
- (4) For more information regarding the amounts included in column (i), please see All Other Compensation for 2010 (from Summary Compensation Table) below.
- (5) As noted previously, Mr. Day will retire effective May 19, 2011.
- (6) As noted previously, Mr. Gooch became President of the Company in January 2011 and will become Chief Executive Officer following the retirement of Mr. Day on May 19, 2011.
- (7) Mr. Applbaum began serving as Executive Vice President Chief Marketing Officer on September 27, 2008.
- (8) Mr. Bevin began serving as Executive Vice President Store Operations on January 7, 2008. Mr. Bevin's last day with the Company was March 4, 2011.
- (9) This amount represents a signing bonus paid to Mr. Bevin in the amount of \$25,000, and a bonus paid pursuant to the discretionary bonus pool in the amount of \$51,647.
- (10) Mr. Young began serving as Executive Vice President Chief Merchandise Officer on April 3, 2010. Of the amount listed in column (c) for Mr. Young, \$140,000 represents a guaranteed annual bonus for 2010. The amount listed in column (d) for Mr. Young represents a sign-on bonus. The amount listed in column (g) for Mr. Young is the amount of his annual bonus for 2010, less the \$140,000 guaranteed amount included in column (c).

All Other Compensation for 2010 (from Summary Compensation Table)

The following table provides additional information regarding column (i) (All Other Compensation) of the Summary Compensation Table above.

Name (a)	Company					Total All Other Compensation (g)
	Contributions to Employee Benefit Plans ¹ (b)	Perquisites and Other Personal Benefits (c)	Reimbursement for Taxes (d)	Termination Payments (e)	Other ² (f)	
Julian C. Day	\$ 9,800	\$ 2,000 ³			\$ 1,344	\$ 13,144
James F. Gooch	\$ 9,800	\$ 7,227 ⁴			\$ 1,344	\$ 18,371
Lee D. Applbaum		\$ 2,200 ⁵			\$ 1,344	\$ 3,544

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Bryan Bevin	\$ 11,416 ⁶	\$ 5,286 ⁷	\$ 1,344	\$ 18,046
Scott E. Young	\$ 16,670 ⁸		\$ 743	\$ 17,413

- (1) The amounts shown in column (b) represent RadioShack's contributions allocated in 2010 to the accounts of the named executive officers participating in the RadioShack 401(k) Plan. See Benefit and Retirement Plans beginning on page 45.
- (2) The amounts shown in column (f) include premiums paid by RadioShack for an executive life insurance policy for each of the named executive officers.
- (3) The amount shown in column (c) for Mr. Day is for premiums paid by RadioShack for an executive long-term disability insurance policy.
- (4) The amount shown in column (c) for Mr. Gooch includes \$2,200 for premiums paid by RadioShack for an executive long-term disability insurance policy and \$5,027 for the cost of financial planning services.
- (5) The amount shown in column (c) for Mr. Applbaum is for premiums paid by RadioShack for an executive long-term disability insurance policy.

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- (6) The amount shown in column (c) for Mr. Bevin includes \$2,200 for premiums paid by RadioShack for an executive long-term disability insurance policy and \$9,216 for the incremental cost associated with Mr. Bevin's spouse accompanying him on an incentive trip.
- (7) The amounts shown in column (d) for Mr. Bevin represents an amount reimbursed by RadioShack in 2010 for the payment by Mr. Bevin of taxes with respect to an incentive trip.
- (8) The amount shown in column (c) for Mr. Young includes \$ 1,400 for premium paid by RadioShack for an executive long-term disability insurance policy, \$5,021 for reimbursement for COBRA healthcare premiums, and \$10,249 for relocation and moving expenses.

Certain Agreements with Named Executive Officers

Letter Agreement with Mr. Day. In connection with Mr. Day's appointment as Chief Executive Officer and Chairman of the Board, he and RadioShack entered into a letter agreement on July 6, 2006, setting forth the terms of his employment. Under the terms of the letter agreement, Mr. Day serves as an at-will employee of RadioShack. On January 24, 2011, we announced that Mr. Day will be retiring effective May 19, 2011.

Under the letter agreement, Mr. Day receives a base salary of \$1,000,000 per year. In addition, Mr. Day has participated in our annual bonus plan, using the same performance measures approved by the MD&C Committee for other executive officers.

Mr. Day is eligible to participate in all benefit plans, and to receive all perquisites, that RadioShack provides to its senior executives, except that he is not eligible to participate in the SERP. Mr. Day is entitled to annual paid vacation in accordance with RadioShack's policy applicable to senior executives, but not less than four weeks per calendar year.

Employment Offer Letters. Prior to the dates they joined the Company, we presented offer letters to Messrs. Gooch, Applbaum, Bevin, and Young. Each of these offer letters describes the employment terms regarding their respective positions, and confirms that each person serves as an at-will employee of RadioShack. The letters include each named executive officer's initial annual base salary, guaranteed bonus (if any) for the officer's first year working for the Company, and his initial equity grants. The letters also explain the annual bonus opportunity and long-term cash incentive plan opportunity for each named executive officer. Messrs. Gooch and Bevin's offer letters also provide that they are eligible to participate in the SERP. Also included in the letters are relocation benefits, if applicable, and reimbursement of COBRA healthcare premiums until each person becomes eligible for healthcare coverage under the Company's healthcare plan. Each of the letters also provides that the officer is eligible to participate in all benefit plans, and to receive all perquisites, that RadioShack provides to its senior executives, in accordance with their terms. The amount of vacation each officer is eligible for is also specified in his offer letter. Mr. Gooch's offer letter will be superseded by his Employment Agreement.

Mr. Young is our only named executive officer to have received an offer letter during 2010. His letter provides that his initial annual base salary is \$400,000. His annual bonus for 2010 is guaranteed to be no less than \$140,000, of which \$50,000 was advanced to him shortly after he reported for work. Mr. Young also received a sign-on bonus of \$100,000, a grant of 9,000 shares of restricted stock and a grant of 12,500 stock options. Mr. Young's letter explains that he is eligible to receive an annual bonus of 70% of his base salary depending on the Company's performance under certain performance measures. His letter also explains that his opportunity under the 2010-2012 long-term incentive plan is 75% of his base salary depending on the Company's performance under certain performance measures for the 2010-2012 period.

Upon commencement of the employment of each of our named executive officers, the officer entered into an agreement with RadioShack that provides for confidentiality, nonsolicitation, noncompetition restrictions and agreements governing the development and assignment of intellectual property rights.

Table of Contents**Grants of Plan-Based Awards for 2010**

Name (a)	Grant Date (b)	Approval Date ¹ (c)	Estimated Future Payouts Under Non-Equity Incentive Plan Awards ²			All Other Stock Awards: Number of Shares of Stock ³	All Other Option Awards: Number of Securities Underlying Options ⁴	Exercise or Base Price of Option Awards ⁵	Closing Market Price on Date of Grant	Grant Date Fair Value of Stock and Option Awards
			Threshold (\$) (d)	Target (\$) (e)	Maximum (\$) (f)	(#) (g)	(#) (h)	(\$/Share) (i)	(\$/Share) (j)	(\$) (k)
Julian C. Day										
Annual Incentive Bonus Plan			\$ 250,000	\$ 1,000,000	\$ 2,000,000					
Option Award	02/25/10	02/02/10					92,212	\$ 19.20	\$ 19.63	\$ 649,670
Restricted Stock Award	02/25/10	02/02/10				116,153				\$ 2,230,138
James F. Gooch										
Annual Incentive Bonus Plan			\$ 114,375	\$ 457,500	\$ 915,000					
Long-Term Incentive Plan			\$ 152,500	\$ 610,000	\$ 1,220,000					
Option Award	02/25/10	02/02/10					30,178	\$ 19.20	\$ 19.63	\$ 212,616
Restricted Stock Award	02/25/10	02/02/10				39,541				\$ 759,187
Lee D. Applbaum										
Annual Incentive Bonus Plan			\$ 96,562	\$ 386,250	\$ 772,500					
Long-Term Incentive Plan			\$ 128,750	\$ 515,000	\$ 1,030,000					
Option Award	02/25/10	02/02/10					23,472	\$ 19.20	\$ 19.63	\$ 165,370
Restricted Stock Award	02/25/10	02/02/10				29,162				\$ 559,910
Bryan Bevin										
Annual Incentive Bonus Plan			\$ 96,562	\$ 386,250	\$ 772,500					
Long-Term Incentive Plan			\$ 128,750	\$ 515,000	\$ 1,030,000					
Option Award	02/25/10	02/02/10					23,472	\$ 19.20	\$ 19.63	\$ 165,370
Restricted Stock Award	02/25/10	02/02/10				29,162				\$ 559,910

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Name (a)	Grant Date (b)	Approval Date ¹ (c)	Estimated Future Payouts Under Non-Equity Incentive Plan Awards ²			All Other Stock Awards: Number of Shares of Stock ³	All Other Option Awards: Number of Securities Underlying Options ⁴	Exercise or Base Price of Option Awards ⁵	Closing Market Price on Date of Grant	Grant Date Fair Value of Stock and Option Awards
			Threshold (\$) (d)	Target (\$) (e)	Maximum (\$) (f)	(#) (g)	(#) (h)	(\$/Share) (i)	(\$/Share) (j)	(\$) (k)
Scott E. Young										
Annual Incentive Bonus Plan			\$ 70,000	\$ 280,000	\$ 560,000					
Long-Term Incentive Plan			\$ 75,000	\$ 300,000	\$ 600,000					
Option Award	05/24/10	05/24/10					12,500	\$ 19.59	\$ 19.35	\$ 94,856
Restricted Stock Award	05/24/10	05/24/10				9,000				\$ 176,310

- (1) With respect to the equity awards approved at the MD&C Committee's February 2, 2010 meeting, the MD&C Committee established that the number of options and shares of restricted stock to be awarded would be determined by dividing the amount of each type of award to be granted by the value of the award based on the average of the fair market values of a share of RadioShack common stock on the 15 trading days immediately preceding the grant date rather than the fair market value on one day preceding the date of the MD&C Committee's meeting.
- (2) The amounts shown in columns (d), (e) and (f) reflect the following:

The Annual Incentive Bonus Plan has two components:

With respect to the component attributable to achievement of the Adjusted EBITDA Target, the amounts shown in column (d) reflect the minimum payment level under this plan, which is 25% of the target amount payable if the Adjusted EBITDA Target was achieved. The amounts shown in column (e) include the target amount payable if the Adjusted EBITDA Target was achieved. The amounts shown in column (f) include amounts equal to 200% of such target amount. For a description of the Annual Incentive Bonus Plan, see Annual Cash Incentive Bonus beginning on page 40.

With respect to the component attributable to achievement of the Net Sales Target, no bonus on Net Sales was payable for 2010 unless RadioShack achieved \$350 million in Adjusted EBITDA and \$4,276.0 million in Net Sales. As such, the amounts shown in column (d) relating to the Net Sales Threshold are 25% of the target amount payable if the Net Sales Target was achieved. The amounts shown in column (e) include the target amount payable if the Net Sales Target was achieved. The amounts shown in column (f) include amounts equal to 200% of such target amount.

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With respect to the Long-Term Incentive Plans, the amounts shown in column (d) reflect the minimum payment level under these plans, which is 25% of the target amount shown in column (e). The amounts shown in column (f) are 150% of the target amount shown in column (e). For a description of the Long-Term Incentive Plan, see Long-Term Cash Incentive Plan for Executive Officers on page 42.

For the amounts actually paid to the named executive officers under the Annual Bonus Plan and the Long-Term Incentive Plan, see column (g) of the Summary Compensation Table on page 50.

- (3) All shares of restricted stock shown in column (g) were granted under the 2009 Incentive Stock Plan and vest ratably over three years, assuming continuous employment.
- (4) All options shown in column (h) were granted under the 2009 Incentive Stock Plan and vest ratably over three years, assuming continuous employment. For persons who continue to serve as employees of RadioShack, options expire seven years after the date of grant.
- (5) All options are awarded with an exercise price equal to their fair market value of a share of RadioShack common stock (the average of the high and low sales prices of a share of RadioShack common stock) on the date of grant.

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The following table lists the stock options and restricted stock awards outstanding for each of our named executive officers at the end of 2010. Columns (b) through (e) provide information about outstanding stock options. Columns (f) and (g) list information about awards of restricted stock that had not vested as of December 31, 2010.

Outstanding Equity Awards at Fiscal Year-End 2010

Name (a)	Option Awards				Stock Awards	
	Number of Securities		Option Exercise Price (\$) (d)	Option Expiration Date (e)	Number	Market
	Underlying Unexercised Options (#)				of Shares of Stock That Have Not	Value of Shares of Stock That
Exercisable (b)	Unexercisable (c)	Vested (#) (f)	Have Not Vested ¹ (\$) (g)			
Julian C. Day	4,000,000 ²		\$ 13.82	07/06/2013		
	333,333	166,667 ³	\$ 18.52	02/28/2015		
	333,332	666,668 ⁴	\$ 7.05	03/02/2016		
		92,212 ⁵	\$ 19.20	02/25/2017		
					73,816 ⁶	\$ 1,364,858
James F. Gooch	168,750		\$ 17.80	08/16/2013		
	125,000		\$ 24.41	03/01/2014		
	30,000		\$ 18.69	11/16/2014		
	53,333	26,667 ⁷	\$ 18.52	02/28/2015		
		106,667 ⁸	\$ 7.05	03/02/2016		
		30,178 ⁹	\$ 19.20	02/25/2017		
					93,041 ¹⁰	\$ 1,720,328
Lee D. Applbaum	16,666	8,334 ¹¹	\$ 17.53	09/29/2015		
	29,166	58,334 ¹²	\$ 7.05	03/02/2016		
		23,472 ¹³	\$ 19.20	02/25/2017		
					52,496 ¹⁴	\$ 970,651
Bryan Bevin	50,000	25,000 ¹⁵	\$ 14.71	01/07/2015		
	26,666	13,334 ¹⁶	\$ 18.52	02/28/2015		
	40,000	80,000 ¹⁷	\$ 7.05	03/02/2016		
		23,472 ¹³	\$ 19.20	02/25/2017		
					66,663 ¹⁸	\$ 1,232,599
Scott E. Young		12,500 ¹⁹	\$ 19.59	05/24/2017		
					9,000 ²⁰	\$ 166,410

- (1) For purposes of determining the fair market value of unvested shares, this table was prepared based on the December 31, 2010 closing price of RadioShack's common stock on the New York Stock Exchange, \$18.49.
- (2) Due to Mr. Day's retirement on May 19, 2011, these options will remain exercisable through July 5, 2013 and all of his other options will remain exercisable through May 20, 2014.
- (3) These options vested and became exercisable on February 28, 2011. Due to Mr. Day's retirement on May 19, 2011, these options will remain exercisable through May 20, 2014.

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- (4) These options vested or will vest, and became or will become exercisable, as follows: 333,334 on each of March 2, 2011 and March 2, 2012. These options will vest upon Mr. Day's retirement on May 19, 2011 and remain exercisable through May 20, 2014.
- (5) These options vested or will vest, and became or will become exercisable, as follows: 30,737 on each of February 25, 2011 and February 25, 2012, and 30,738 on February 25, 2013. These options will vest upon Mr. Day's retirement on May 19, 2011 and remain exercisable through May 20, 2014.
- (6) These shares of restricted stock vested or will vest, and became or will become exercisable, as follows: 24,605 on each of February 25, 2011 and February 25, 2012, and 24,606 on February 25, 2013. All of Mr. Day's unvested restricted stock will vest upon his retirement on May 19, 2011.
- (7) These options vested and became exercisable on February 28, 2011.
- (8) These options vested or will vest, and became or will become exercisable, as follows: 53,333 on March 2, 2011 and 53,334 on March 2, 2012.
- (9) These options vested or will vest, and became or will become exercisable, as follows: 10,059 on each of February 25, 2011 and February 25, 2012, and 10,060 on February 25, 2013.
- (10) These shares of restricted stock vested or will vest as follows:
- 10,000 on February 28, 2011;
- 21,750 on each of March 2, 2011 and March 2, 2012; and
- 13,180 on each of February 25, 2011 and February 25, 2012, and 13,181 on February 25, 2013.
- (11) These options will vest and become exercisable on September 29, 2011.
- (12) These options vested or will vest, and became or will become exercisable, as follows: 29,167 on each of March 2, 2011 and March 2, 2012.
- (13) These options vested or will vest, and became or will become exercisable, as follows: 7,824 on each of February 25, 2011, February 25, 2012, and February 25, 2013.
- (14) These shares of restricted stock vested or will vest as follows:
- 11,667 on each of March 2, 2011 and March 2, 2012, and

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9,720 on February 25, 2011, and 9,721 on each of February 25, 2012 and February 25, 2013.

- (15) These options vested and became exercisable on January 7, 2011.
- (16) These options vested and became exercisable on February 28, 2011.
- (17) These options vested or will vest, and became or will become exercisable, as follows: 40,000 on each of March 2, 2011, and March 2, 2012.
- (18) These shares of restricted stock vested or will vest as follows:
 - 4,167 on January 7, 2011;
 - 16,667 on each of March 2, 2011 and March 2, 2012; and
 - 9,720 on February 25, 2011, and 9,721 on each of February 25, 2012 and February 25, 2013.
- (19) These options will vest and become exercisable, as follows: 4,166 on May 24, 2011, and 4,167 on each of May 24, 2012 and May 24, 2013.
- (20) These shares of restricted stock will vest as follows: 3,000 on each of May 24, 2011, May 24, 2012 and May 24, 2013.

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The following table lists shares of RadioShack common stock that were acquired by our named executive officers during 2010 through the exercise of stock options or the vesting of restricted stock. The value realized upon exercise of stock options in column (c) below is equal to the difference between the exercise price and the average of the high and low sales prices of RadioShack's common stock on the New York Stock Exchange on the date of exercise multiplied by the number of shares acquired upon exercise. The value realized on vesting in column (e) below is equal to the average of the high and low sales prices of RadioShack's common stock on the New York Stock Exchange on the date of vesting multiplied by the number of shares acquired on vesting.

Option Exercises and Stock Vested for 2010

Name (a)	Options Awards		Stock Awards	
	Number of Shares Acquired on Exercise (#) (b)	Value Realized on Exercise (\$) (c)	Number of Shares Acquired on Vesting (#) (d)	Value Realized on Vesting (\$) (e)
Julian C. Day				
James F. Gooch	109,583	\$ 927,417	43,167	\$ 859,963
Lee D. Applbaum			11,666	\$ 231,220
Bryan Bevin			20,833	\$ 418,577
Scott E. Young				

The table below shows the present value of accumulated benefits payable to each of our named executive officers as of December 31, 2010 under the SERP determined using an interest rate and a normal retirement age of 65 consistent with RadioShack's financial statements. For information regarding the SERP, see Supplemental Executive Retirement Plan on page 46.

Pension Benefits for 2010

Name (a)	Plan Name (b)	Number of Years Credited Service (#) (c)	Present Value of Accumulated Benefit (\$) ¹ (d)	Payments During Last Fiscal Year (\$) (e)
Julian C. Day				
James F. Gooch	Supplemental Executive Retirement Plan	4.42	\$ 435,195	\$ 0
Lee D. Applbaum				
Bryan Bevin	Supplemental Executive Retirement Plan	3.00	\$ 309,168	\$ 0
Scott E. Young				

- (1) The calculation of the present value of accumulated benefit assumes a discount rate of 4.12%, no projected salary increases, a 10-year certain form of payment, and a normal retirement age of 65. This discount rate was developed using a cash-flow matching technique, where cash flows from the SERP were matched against the Citigroup Pension Discount Curve, and an internal rate of return of 4.12% was calculated. The accumulated benefits in this column equal the single sum value of the annuity earned as of December 31, 2010. No mortality rate is utilized as plan benefits are not affected by post-retirement mortality. Column (d) includes amounts that our named executive officer may not currently be entitled to receive because the amounts may not be vested.

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Potential Payment Obligations upon Termination of Employment or Change in Control

RadioShack has certain agreements, programs and plans that provide, under certain conditions, for payments and benefits to our named executive officers upon termination of employment as a result of various causes or following a change in control of RadioShack (as these are defined in the agreements, programs and plans).

Officers Severance Program

RadioShack's Officers Severance Program (the Officers Severance Program) applies to each of our named executive officers. However, Mr. Gooch will cease to be a participant in the Officers Severance Program upon the effective date of his Employment Agreement, at which time his rights to receive payments and benefits upon termination of employment or following a change in control will be governed by that agreement. Benefits under the Officers Severance Program are based on the named executive officer's tenure and seniority level with RadioShack. With respect to each of our named executive officers, if such officer's employment is terminated for any reason other than death, disability or cause, or if such officer terminates his employment for good reason, he would receive the equivalent of 18 months of his base salary, plus one month per year of service (up to a maximum of two years) in a lump-sum payment. Additionally, such officer would receive outplacement services and a lump-sum payment for COBRA coverage for one year.

No benefits are payable under the Officers Severance Program if a named executive officer terminates his employment without good reason or if the employment of the officer is terminated as a result of death, disability, or cause.

To receive severance benefits under the Officers Severance Program, a named executive officer eligible for benefits must agree, for the duration of the severance payments, not to solicit or interfere with RadioShack's employees and customers. The duration of these restrictions for our named executive officers ranges from 18 months to 24 months, depending on the tenure and title of the officer. The officer is also required to enter into an agreement containing certain non-disparagement and confidentiality obligations to RadioShack. The duration of these obligations is indefinite. Prior to any benefits being provided under the Officers Severance Program, the named executive officer must execute a general release in favor of RadioShack. Finally, no rights under the agreement or the release can be waived unless both parties agree in a signed written instrument.

Under no circumstances would a named executive officer be entitled to receive payments under both the Officers Severance Program and a Termination Protection Agreement described below. A named executive officer may be entitled to receive benefits under the Officers Severance Program and the Termination Protection Plan (Level I), without duplication of benefits, where his employment is terminated no more than 12 months prior to or within 24 months following a change in control and his benefits under the Officers Severance Program would be greater than his benefits under the Termination Protection Plan (Level I). However, the benefits he would receive under the Termination Protection Plan (Level I) would reduce the benefits he would receive under the Officers Severance Program.

Supplemental Executive Retirement Plan

Under the terms of his agreement with RadioShack, Mr. Day is not eligible to participate in the SERP. Messrs. Applbaum and Young are also not participants in the SERP. Messrs. Gooch and Bevin were designated by the MD&C Committee as participants in the SERP. For additional information regarding the SERP, see Supplemental Executive Retirement Plan on page 46.

The SERP provides for death and retirement benefits. These benefits are generally paid in 120 equal monthly installments, beginning on the first business day of the seventh month following the participant's retirement date. Generally, no benefits are paid under the SERP where a SERP participant retires prior to the age of 55, and a reduced SERP benefit is paid where the SERP

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participant retires at or after the age of 55 but prior to the age of 65. The SERP benefit will also be reduced where the participant retires at or after the age of 71. Neither Mr. Gooch nor Mr. Bevin had attained the age of 55 as of December 31, 2010.

In the event a SERP participant's employment is terminated for cause, no benefits would be paid to the participant under the SERP. In the event a SERP participant's employment is terminated without cause on or following age 55, the SERP benefits, which will be calculated based on the participant's age as set forth in the SERP, would be paid in 120 equal monthly installments beginning on the first business day of the seventh month following the participant's termination date. Upon the death of the participant at or prior to age 65, the participant's designated beneficiaries would be entitled to receive the participant's normal SERP benefit, paid in 120 equal monthly payments beginning on the first business day of the seventh month following the participant's death. Upon a participant's death within one year following the participant's involuntary termination, the participant's designated beneficiary would also be entitled to the SERP benefit described in the previous sentence to the extent SERP benefits vest or become payable under the SERP in connection with a change in control (as defined in the SERP plan document).

Upon a change in provided that the participant's termination of employment occurs within two years following a change in control control, the participant becomes vested in the maximum amount payable at age 65 under the SERP (subject to reduction if the change in control occurs after a participant reaches age 65 and the participant has not retired by that time). The SERP benefit that becomes vested in connection with a change in control would be payable in one lump-sum payment on the participant's termination date, provided that the participant's termination of employment occurs within two years following a change in control (except that if necessary to comply with deferred compensation regulations under the Internal Revenue Code, the payment would instead be made on the first business day of the seventh month following the participant's termination, or if the participant dies during this six-month period, upon the participant's death). The lump-sum payment would be equal to the present value of the normal SERP benefit.

To receive benefits under the SERP, a participant must undertake a non-competition obligation to RadioShack through the period ending one year after cessation of payment of benefits.

Termination Protection Agreement

RadioShack entered into a Termination Protection Agreement with Mr. Gooch in November 2006. In November 2008 and December 2010, the MD&C Committee approved the First Amended and Restated Termination Protection Agreement and the Second Amended and Restated Termination Protection Agreement, respectively. The changes reflected in the Second Amended and Restated Termination Protection Agreement were made for the purpose of ensuring that the agreement complies with Section 409A of the Internal Revenue Code. Mr. Gooch's Employment Agreement provides that the Second Amended and Restated Termination Protection Agreement will terminate upon the effective date of his Employment Agreement.

The Second Amended and Restated Termination Protection Agreement remains in effect unless terminated by either party under certain conditions, including the termination provided pursuant to Mr. Gooch's Employment Agreement. In no event will Mr. Gooch be entitled to receive payments under both the Officers' Severance Program (described on page 59) and the Second Amended and Restated Termination Protection Agreement.

If no change in control has occurred or is threatened, and Mr. Gooch's employment is terminated for any reason, no benefits would be payable under the Second Amended and Restated Termination Protection Agreement.

If, within 24 months following a change in control, Mr. Gooch's employment were terminated as a result of cause, without good reason, death, disability or retirement, Mr. Gooch would be entitled to receive

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his accrued compensation (which would be equal to all unpaid amounts earned or accrued through the termination date, including base salary, reimbursement for any expenses incurred on behalf of RadioShack, vacation pay if required by law, and bonuses and incentive compensation (other than the pro rata bonus described in the following sentence)). Mr. Gooch would also be entitled to a pro rata portion of his highest annual bonus for any of the three full fiscal years ended immediately prior to the change in control, unless Mr. Gooch had been terminated for cause.

If Mr. Gooch's employment were terminated within the 24-month period following a change in control without cause, within the 12-month period before a change in control (in limited circumstances), or if Mr. Gooch terminated his employment during this period for good reason, Mr. Gooch would be entitled to receive, in addition to the accrued compensation and the pro rata bonus described above, the following under the Second Amended and Restated Termination Protection Agreement:

a lump-sum payment equal to two times the sum of:

his base salary and

his highest annual bonus for any of the three full fiscal years ended immediately prior to the change in control,

a lump-sum payment equal to 24 times the monthly premium for continued coverage under the Company's health and welfare plans,

continuation of fringe benefits, life insurance, and disability benefits for 24 months,

a single payment equal to 80% of Mr. Gooch's eligible contributions under RadioShack's 401(k) Plan,

accelerated vesting of all outstanding equity incentive awards, and

the right to require RadioShack to purchase at fair market value shares of restricted stock that had vested and shares purchased upon exercise of stock options.

If any payment or benefit distributed to Mr. Gooch under the Second Amended and Restated Termination Protection Agreement or otherwise in connection with his employment or a change in control is subject to the excise tax imposed by Section 4999 of the Internal Revenue Code, then the Second Amended and Restated Termination Protection Agreement provides that Mr. Gooch is entitled to receive a corresponding gross-up payment.

Termination Protection Plan (Level I)

Our named executive officers, other than Mr. Gooch, are participants in RadioShack's Termination Protection Plan (Level I). This plan may be terminated by RadioShack under certain specified circumstances.

If no change in control has occurred or is threatened, and the participant's employment is terminated for any reason, no benefits are payable under this plan.

If, within 24 months following a change in control, a participant's employment is terminated as a result of cause, without good reason, death, disability or retirement, the participant would receive his or her accrued compensation (which would be equal to all unpaid amounts earned or accrued through the termination date, including base salary, reimbursement for any expenses incurred on behalf of RadioShack, vacation pay if required by law, and bonuses and incentive compensation (other than the pro rata bonus described in the following sentence)). The participant would also be entitled to a pro rata portion of his or her highest annual bonus for any of the three full fiscal years ended immediately prior to the change in control, unless he or she had been terminated for cause.

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If a participant's employment were terminated within the 24-month period following a change in control without cause, within the 12-month period before a change in control (in limited circumstances), or if the participant terminated employment for good reason, under the plan the participant would receive, in addition to the accrued compensation and the pro rata bonus described above, the following in a single lump-sum cash payment:

an amount equal to the named executive officer's annual salary at the termination date (or, if higher, the highest rate in effect during the 90-day period prior to the change in control),

an amount equal to the highest annual bonus for any of the three full fiscal years ended immediately prior to the change in control, and

an amount equal to 30% of annual salary, in lieu of additional benefits.

This plan also provides that to receive benefits, a named executive officer must (i) sign a release of all claims against RadioShack, (ii) agree not to disparage RadioShack, (iii) sign a confidentiality agreement, and (iv) agree not to solicit or interfere with employees or customers of RadioShack for twelve months following the termination date. The obligations under (ii) and (iii) above are of indefinite duration. Finally, no rights under the agreement or the release can be waived unless both parties agree in a signed written instrument.

Certain Definitions

The definitions of cause, good reason, and change in control vary among RadioShack's Officers' Severance Program, Second Amended and Restated Termination Protection Agreement, Termination Protection Plan (Level I), and SERP.

In very general terms, in each of the first three plans or agreements listed above, cause includes an executive officer's felony conviction, failure to perform his or her duties or, in the case of the Second Amended and Restated Termination Protection Agreement and the Termination Protection Plan (Level I), engagement in conduct demonstrably and materially injurious to RadioShack. Cause under the Officers' Severance Program also includes illegal conduct, acts of dishonesty, financial impropriety or gross misconduct injurious to RadioShack, certain criminal convictions and violations of RadioShack's code of ethics or the executive officer's fiduciary duties. The SERP simply defines Cause as the executive officer's dishonesty or fraudulent conduct or indictment for a felony crime involving moral turpitude.

Good reason is defined in the Officers' Severance Program, the Second Amended and Restated Termination Protection Agreement, and the Termination Protection Plan (Level I) to include, in very general terms, a reduction (or material reduction) in the executive officer's duties or responsibilities and certain reductions in his or her compensation. The Second Amended and Restated Termination Protection Agreement also defines good reason to include relocation of the executive officer's place of employment by more than 20 miles, certain reductions in employee benefits, bankruptcy or insolvency of the Company, material breaches by RadioShack of the agreement and any purported improper termination of the executive officer for cause under the agreement. Both the Second Amended and Restated Termination Protection Agreement and the Termination Protection Plan (Level I) also define good reason to include RadioShack's failure to obtain the agreement of any successor or assignee to assume RadioShack's obligations under the applicable agreement or plan.

In very general terms, change in control means, for purposes of the SERP, the Second Amended and Restated Termination Protection Agreement and the Termination Protection Plan (Level I):

subject to certain exceptions, an acquisition by a person of 15% or more of the combined voting power of RadioShack's then outstanding voting securities (excluding acquisitions by RadioShack, its subsidiaries and their employee benefit plans and Non-Control Transactions (as defined below));

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the individuals who are members of RadioShack's board of directors (the Incumbent Board) ceasing to constitute at least two-thirds of the Board; provided that if the election or nomination for election by RadioShack's shareholders of any new director was approved by a vote of at least two-thirds of the Incumbent Board, such new director shall be considered a member of the Incumbent Board (subject to certain exceptions in connection with the settlement of any proxy contest);

a merger, consolidation, reorganization or other business combination transaction with or into RadioShack or in which securities of RadioShack are issued, unless:

- (a) the shareholders of RadioShack immediately before such transaction own at least 60% of the combined voting power of the outstanding voting securities of the surviving corporation following the transaction in substantially the same proportion as before the transaction;
- (b) the members of the Incumbent Board immediately prior to execution of the agreement providing for the transaction constitute at least two-thirds of the members of the board of directors of the surviving corporation; or
- (c) no person other than RadioShack, any subsidiary, their employee benefit plans or any person who, immediately prior to such transaction, had 15% or more of the combined voting power of RadioShack's then outstanding voting securities have beneficial ownership of 15% or more of the combined voting power of the surviving corporation's then outstanding voting securities;

(the exceptions in the preceding clauses (a), (b), and (c) being called Non-Control Transactions);

a complete liquidation and dissolution of RadioShack; or

most sales of substantially all of RadioShack's assets.

Incentive Stock Plans

RadioShack has incentive stock plans under which our named executive officers have received grants of stock options and restricted stock. The termination provisions of some of Mr. Day's options differ from those of the other named executive officers; see Mr. Day's Option Grants below for a description of these termination provisions.

If a named executive officer's employment with RadioShack were terminated as a result of cause, the officer's stock options would immediately be forfeited and cancelled. Additionally, if a named executive officer terminated his or her employment for any reason (other than retirement), or if his or her employment were terminated, the executive's stock options would expire three months after the date of termination (or the expiration date of the option, whichever was earlier).

If a named executive officer's employment were to terminate as a result of death or disability, the officer's stock options would expire three years after the date of death or disability (or the expiration date of the option, whichever is earlier). Also in the event of death or disability, all unvested stock options would vest immediately. If a named executive officer were to retire from RadioShack at age 55 years or older, the officer's stock options would expire three years after the date of retirement or the date of expiration of the option, whichever is earlier. Also in the event of retirement of an officer at age 55 years or older, all unvested options held for 12 months or more would vest immediately. Upon his retirement, Mr. Day's unvested stock options will vest immediately and be exercisable for three years. Additionally, if there were a change in control, all outstanding options would vest immediately.

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Our named executive officers have received grants of restricted stock under RadioShack's incentive stock plans. If a named executive officer were terminated for any reason (other than death, disability or retirement) all unvested shares of restricted stock would be forfeited. All restricted shares would vest immediately if the executive's employment were terminated due to retirement (at age 55 years or older), or if the executive died or became disabled. Upon his retirement, Mr. Day's unvested restricted stock will vest immediately. All restricted shares would also vest immediately should there be a change in control.

Mr. Day's Option Grants

In 2006, RadioShack granted Mr. Day a total of 4,000,000 stock options (2,000,000 of which are Time Options and 2,000,000 of which are Performance Options). Originally, Mr. Day's rights in these options varied based on several factors, including the basis of Mr. Day's termination, the duration of Mr. Day's employment prior to termination, the performance of RadioShack's stock price, and the occurrence of a change in control. However, all of the time vesting and performance vesting requirements with respect to the Time Options and Performance Options have been satisfied. Accordingly, upon Mr. Day's retirement all of these stock options will remain exercisable until their expiration on July 6, 2013 (the Expiration Date). Upon Mr. Day's death, the termination of his employment by the Company without cause, or the termination of his employment by Mr. Day, all of these stock options would also remain exercisable until the Expiration Date. Upon termination of Mr. Day's employment for any other reason, all of these stock options would be exercisable for three months following the date of such termination. In the event of a change in control, all of Mr. Day's options would remain exercisable until the first anniversary of his termination following such change in control. Under no circumstances would Mr. Day's Time Options or Performance Options be exercisable beyond the Expiration Date.

Annual Bonus Program

All of our currently-employed named executive officers were participants in RadioShack's Annual Bonus Program for 2010. If, prior to the payment of a bonus, a named executive officer's employment had been terminated for any reason other than by death, disability or retirement, the officer would not be entitled to any bonus under the program. If a named executive officer had died, experienced a termination of employment due to disability, or retired at age 55 years or older prior to the end of the award period, the participant or his or her beneficiary would have received a pro-rated bonus as set forth in the program. No benefits would have been payable under the program in the event of a change in control. Benefits would, however, have been payable in accordance with Mr. Gooch's Second Amended and Restated Termination Protection Agreement or, with respect to our other named executive officers, the Termination Protection Plan (Level I). Mr. Day is a participant in our Annual Bonus Program for 2011. Due to his retirement on May 19, 2011, Mr. Day will be eligible to receive a pro-rated bonus under this program.

Long-Term Incentive Plan

Other than Mr. Day, our named executive officers are generally participants in our Long-Term Incentive Plans. For information on which named executive officers are participants in each of our Long-Term Incentive Plans, see the table on page 42. If, prior to payment of the award, a named executive officer's employment were terminated for any reason other than by death, disability or retirement, the officer would not be entitled to any incentive under the plan. If a named executive officer were to die, experience a termination of employment due to disability, or retire at age 55 years or older prior to the end of the award period, the participant or his or her beneficiary would receive a pro rata bonus as set forth in the plan. No benefits would be payable under the plan in the event of a change in control. Under the 2008 Long-Term Incentive Plan, none of our named executive officers would have received a payment if the officer's employment had been terminated due to a disability. Benefits would,

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however, be payable in accordance with Mr. Gooch's Second Amended and Restated Termination Protection Agreement or, with respect to our other named executive officers, the Termination Protection Plan (Level I).

Potential Payments upon Termination of Employment or Change in Control at December 31, 2010

Mr. Day's Retirement. As noted previously, Mr. Day will retire effective May 19, 2011. Our incentive compensation plans provide certain benefits to participants who retire and are age 55 or older at that time. As a participant in our 2011 annual bonus plan, Mr. Day will be entitled to receive a pro-rated annual bonus for 2011. The target amount of Mr. Day's pro-rated annual bonus for 2011 is \$380,822. The terms of our incentive stock plans provide for vesting of certain unvested equity awards in the event of retirement. As such, Mr. Day's unvested equity awards will vest upon his retirement on May 19, 2011. The table below illustrates the value associated with the vesting of Mr. Day's unvested equity awards upon his retirement, based on the March 31, 2011 closing price of RadioShack's common stock on the New York Stock Exchange of \$15.01.

Mr. Day's Equity Awards		Unvested Amount	Exercise Price	Value of Retirement Vesting
Vesting Upon Retirement	Grant Date			
Stock Options	March 2, 2009	333,334	\$ 7.05	\$ 2,653,339
	February 25, 2010	61,475	\$ 19.20	
Restricted Stock	February 25, 2010	49,211		\$ 738,657

Pursuant to Item 402(j) of SEC Regulation S-K, the following tables set forth the estimated amounts that would have been payable to each of our named executive officers under the following plans or agreements if a termination of employment had occurred on December 31, 2010 under the specified triggering events. The December 31, 2010 closing price of RadioShack's common stock on the New York Stock Exchange was \$18.49.

Julian C. Day

Plans	Termination Event				For Good Reason or Without Cause in the Event of a Change in Control
	Death	Disability	For Good Reason or Without Cause	Retirement	
Officers Severance Program			\$ 1,852,226		²
Supplemental Executive Retirement Plan ³					
Termination Protection Plan (Level I)					\$ 5,300,000 ²
Annual Bonus Program	\$ 1,014,693	\$ 1,014,693		\$ 1,014,693	
Long-Term Incentive Plans ³					
Stock Options ⁴	\$ 7,626,682	\$ 7,626,682		\$ 7,626,682	\$ 7,626,682
Restricted Stock ⁵	\$ 1,364,858	\$ 1,364,858		\$ 1,364,858	\$ 1,364,858
Executive Life Insurance and Executive Long-Term Disability Insurance ⁶	\$ 800,000	\$ 360,000			

(Notes on following page)

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- (1) Mr. Day's benefits under the Officers' Severance Program would have been paid in a lump sum on the earlier of the first business day of the seventh month following Mr. Day's separation from service or his death. The amount shown includes an aggregate of \$13,692 for COBRA premium payments for 12 months and \$5,200 for RadioShack's cost of outplacement services to be provided under the program.
- (2) Because the amount to be paid to Mr. Day under the Officers' Severance Program would have been less than the amount Mr. Day would have been entitled to receive under the Termination Protection Plan (Level I), in the event of a change in control Mr. Day would have received payment only under the Termination Protection Plan (Level I). Mr. Day's benefits under the Termination Protection Plan (Level I) would have been subject to a cut back to maximize his after-tax benefit. The cut back would have been satisfied by eliminating \$6,945,475 of the unvested stock options and restricted stock that would have otherwise vested upon the change in control.
- (3) Mr. Day did not participate in the SERP or in any Long-Term Incentive Plan as of December 31, 2010.
- (4) Represents accelerated vesting, under each proposed scenario, of certain unvested options held by Mr. Day as of December 31, 2010. As of December 31, 2010, all of the stock performance vesting requirements had been satisfied for Mr. Day's Performance Options. Only the unvested options granted to Mr. Day on February 28, 2008 and March 2, 2009 would have been subject to acceleration in the event Mr. Day had retired.
- (5) Represents accelerated vesting, under each proposed scenario, of unvested shares of restricted stock held by Mr. Day as of December 31, 2010.
- (6) Represents the proceeds that would be payable to Mr. Day's beneficiaries upon his death under the executive life insurance policy provided by RadioShack to Mr. Day (\$800,000) and the annual maximum amount that Mr. Day would be entitled to receive under the executive long-term disability policy provided by RadioShack to Mr. Day, (\$360,000).

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James F. Gooch

Plans	Termination Event			For Good Reason or Without Cause in the Event of a Change in Control
	Death	Disability	For Good Reason or Without Cause Retirement	
Officers Severance Program			\$ 1,136,999	²
Supplemental Executive Retirement Plan ³	\$ 10,575 per month for 10 years			\$ 1,029,342
Second Amended and Restated Termination Protection Agreement ⁴				\$ 7,827,133 ²
Annual Bonus Program	\$ 464,222	\$ 464,222		
Long-Term Incentive Plans	\$ 1,379,762	\$ 795,427		
Stock Options ⁵	\$ 1,220,270	\$ 1,220,270		\$ 1,220,270
Restricted Stock ⁶	\$ 1,720,328	\$ 1,720,328		\$ 1,720,328
Executive Life Insurance and Executive Long-Term Disability Insurance ⁷	\$ 800,000	\$ 360,000		

- (1) Mr. Gooch's benefits under the Officers' Severance Program would have been paid in a lump sum on the earlier of the first business day of the seventh month following Mr. Gooch's separation from service or his death. The amount shown includes an aggregate of \$13,466 for COBRA premium payments for 12 months and \$5,200 for RadioShack's cost of outplacement services to be provided under the program. As noted above, Mr. Gooch will cease to be a participant in the Officers' Severance Program upon the effective date of his Employment Agreement.
- (2) Because the amount to be paid to Mr. Gooch under the Officers' Severance Program would have been less than the amount Mr. Gooch would have been entitled to receive under his Second Amended and Restated Termination Protection Agreement, in the event of a change in control Mr. Gooch would have received payment under the Second Amended and Restated Termination Protection Agreement in lieu of payment under the Officers' Severance Program. As noted above under Termination Protection Agreement, Mr. Gooch's Second Amended and Restated Termination Protection Agreement will be terminated upon the effective date of his Employment Agreement.
- (3) These payments reflect (a) in the event of death, an aggregate increase in value of \$606,985 over the amounts specified for Mr. Gooch in the Pension Benefits for 2010 table on page 58, and (b) in the event of a qualifying termination event following a change in control, an increase in value of \$594,147 over the amounts specified for Mr. Gooch in the Pension Benefits for 2010 table.
- (4) Includes the value of the following benefits payable to Mr. Gooch under his Second Amended and Restated Termination Protection Agreement: continuation of life and disability insurance benefits, \$27,605 for continuation of coverage under RadioShack's health and welfare plans for 24 months (assuming a 5% cost increase in the second year), and \$2,501,824 as a gross-up payment for excise taxes. As noted above under Termination Protection Agreement, Mr. Gooch's Second Amended and Restated Termination Protection Agreement will be terminated upon the effective date of his Employment Agreement.

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- (5) Represents accelerated vesting, under each proposed scenario, of the unvested options held by Mr. Gooch as of December 31, 2010.
- (6) Represents accelerated vesting, under each proposed scenario, of unvested restricted stock held by Mr. Gooch as of December 31, 2010.
- (7) Represents the proceeds that would be payable to Mr. Gooch's beneficiaries upon his death under the executive life insurance policy provided by RadioShack to Mr. Gooch (\$800,000) and the annual maximum amount that Mr. Gooch would be entitled to receive under the executive long-term disability policy provided by RadioShack to Mr. Gooch (\$360,000).

Lee D. Applbaum

Plans	Termination Event			For Good Reason or Without Cause	in the Event of a Change in Control ²
	Death	Disability	Retirement		
Officers Severance Program			\$ 877,226		
Supplemental Executive Retirement Plan ³					
Termination Protection Plan (Level I)					\$ 2,503,386 ²
Annual Bonus Program	\$ 391,923	\$ 391,923			
Long-Term Incentive Plans	\$ 779,732	\$ 571,530			
Stock Options ⁴	\$ 675,342	\$ 675,342			\$ 675,342
Restricted Stock ⁵	\$ 970,651	\$ 970,651			\$ 970,651
Executive Life Insurance and Executive Long-Term Disability Insurance ⁶	\$ 800,000	\$ 360,000			

- (1) Mr. Applbaum's benefits under the Officers Severance Program would have been paid in a lump sum on the earlier of the first business day of the seventh month following Mr. Applbaum's separation from service or his death. The amount shown includes an aggregate of \$13,692 for COBRA premium payments for 12 months and \$5,200 for RadioShack's cost of outplacement services to be provided under the program.
- (2) Because the amount to be paid to Mr. Applbaum under the Officers Severance Program would have been less than the amount Mr. Applbaum would have been entitled to receive under the Termination Protection Plan (Level I), in the event of a change in control Mr. Applbaum would have received payment only under the Termination Protection Plan (Level I).
- (3) Mr. Applbaum did not participate in the SERP as of December 31, 2010.
- (4) Represents accelerated vesting, under each proposed scenario, of the unvested options held by Mr. Applbaum as of December 31, 2010.
- (5) Represents accelerated vesting, under each proposed scenario, of shares of restricted stock held by Mr. Applbaum as of December 31, 2010.

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- (6) Represents the proceeds that would be payable to Mr. Applbaum's beneficiaries upon his death under the executive life insurance policy provided by RadioShack to Mr. Applbaum (\$800,000) and the annual maximum amount that Mr. Applbaum would be entitled to receive under the executive long-term disability policy provided by RadioShack to Mr. Applbaum (\$360,000).

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Bryan Bevin

Plans	Termination Event			For Good Reason or Without Cause in the Event of a Change in Control
	Death	Disability	For Good Reason or Without Cause Retirement	
Officers Severance Program			\$ 877,226	²
Supplemental Executive Retirement Plan ³	\$ 6,255 per month for 10 years			\$ 608,802
Termination Protection Plan (Level I)				\$ 3,181,741 ²
Annual Bonus Program	\$ 391,923	\$ 391,923		
Long-Term Incentive Plans	\$ 1,089,325	\$ 671,535		
Stock Options ⁴	\$ 1,009,825	\$ 1,009,825		\$ 1,009,825
Restricted Stock ⁵	\$ 1,232,599	\$ 1,232,599		\$ 1,232,599
Executive Life Insurance and Executive Long-Term Disability Insurance ⁶	\$ 800,000	\$ 360,000		

- (1) Mr. Bevin's benefits under the Officers' Severance Program would have been paid in a lump sum on the earlier of the first business day of the seventh month following Mr. Bevin's separation from service or his death. The amount shown includes an aggregate of \$13,692 for COBRA premium payments for 12 months and \$5,200 for RadioShack's cost of outplacement services to be provided under the program.
- (2) Because the amount to be paid to Mr. Bevin under the Officers' Severance Program would have been less than the amount Mr. Bevin would have been entitled to receive under the Termination Protection Plan (Level I), in the event of a change in control Mr. Bevin would have received payment only under the Termination Protection Plan (Level I).
- (3) These payments reflect (a) in the event of death, an aggregate increase in value of \$307,227 over the amounts specified for Mr. Bevin in the Pension Benefits for 2010 table on page 58, and (b) in the event of a qualifying termination event following a change in control, an increase in value of \$299,634 over the amounts specified for Mr. Bevin in the Pension Benefits for 2010 table.
- (4) Represents accelerated vesting, under each proposed scenario, of the unvested options held by Mr. Bevin as of December 31, 2010.
- (5) Represents accelerated vesting, under each proposed scenario, of unvested restricted stock held by Mr. Bevin as of December 31, 2010.
- (6) Represents the proceeds that would have been payable to Mr. Bevin's beneficiaries upon his death under the executive life insurance policy provided by RadioShack to Mr. Bevin (\$800,000) and the annual maximum amount that Mr. Bevin would have been entitled to receive under the executive long-term disability policy provided by RadioShack to Mr. Bevin (\$360,000).

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Scott E. Young

Plans	Termination Event			Retirement	For Good Reason or Without Cause
	Death	Disability	For Good Reason or Without Cause		in the Event of a Change in Control
Officers' Severance Program			\$ 618,892		²
Supplemental Executive Retirement Plan ³					
Termination Protection Plan (Level I)					619,726 ²
Annual Bonus Program	\$ 284,114	\$ 284,114			
Long-Term Incentive Plans	\$ 91,515	\$ 91,515			
Stock Options ⁴					
Restricted Stock ⁵	\$ 166,410	\$ 166,410			\$ 166,410
Executive Life Insurance and Executive Long-Term Disability Insurance ⁶	\$ 590,000	\$ 360,000			

- (1) Mr. Young's benefits under the Officers' Severance Program would have been paid in a lump sum on the earlier of the first business day of the seventh month following Mr. Young's separation from service or his death. The amount shown includes an aggregate of \$13,692 for COBRA premium payments for 12 months and \$5,200 for RadioShack's cost of outplacement services to be provided under the program. According to the terms of Mr. Young's offer letter, \$50,000 of his annual bonus for 2010 was prepaid at the time his employment commenced.
- (2) Because the amount to be paid to Mr. Young under the Officers' Severance Program would have been less than the amount Mr. Young would have been entitled to receive under the Termination Protection Plan (Level I), in the event of a change in control Mr. Young would have received payment only under the Termination Protection Plan (Level I).
- (3) Mr. Young did not participate in the SERP as of December 31, 2010.
- (4) Represents accelerated vesting, under each proposed scenario, of the unvested options held by Mr. Young as of December 31, 2010. The exercise price of all of Mr. Young's unvested options was higher than the closing price of RadioShack's common stock on December 31, 2010.
- (5) Represents accelerated vesting, under each proposed scenario, of unvested restricted stock held by Mr. Young as of December 31, 2010.
- (6) Represents the proceeds that would be payable to Mr. Young's beneficiaries upon his death under the executive life insurance policy provided by RadioShack to Mr. Young (\$590,000) and the annual maximum amount that Mr. Young would be entitled to receive under the executive long-term disability policy provided by RadioShack to Mr. Young (\$360,000).

The amounts in the tables above do not include certain payments and benefits to the extent they are provided on a non-discriminatory basis to salaried employees generally upon termination of employment.

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These include:

accrued and unpaid salary and bonus,

distributions of balances under the RadioShack 401(k) Plan, and

the value of option continuation upon retirement, death or disability.

COSTS OF SOLICITATION

We bear all expenses incurred in connection with the solicitation of proxies for the annual meeting of shareholders. In addition, we have engaged D.F. King & Co., Inc. to assist with the solicitation of proxies for a fee of \$15,000 plus expenses. We will reimburse brokers, fiduciaries and custodians for their costs in forwarding proxy materials to beneficial owners of common stock held in their names. Our directors, officers and employees may also solicit proxies by mail, electronically, facsimile, telephone and personal contact. They will not receive any additional compensation for these activities.

SHAREHOLDER PROPOSALS AND NOMINATIONS

FOR DIRECTORS FOR THE 2012 ANNUAL MEETING

Shareholder Proposals

We must receive proposals of shareholders intended to be presented at the 2012 annual meeting of shareholders, which is currently scheduled to be held on May 17, 2012, on or before December 22, 2011, for the proposals to be eligible for inclusion in our proxy statement and proxy relating to that meeting. These written proposals should be sent to the Corporate Secretary at Mail Stop CF4-101, 300 RadioShack Circle, Fort Worth, Texas 76102.

With respect to shareholder proposals for the 2012 annual meeting that are not to be included in the proxy statement, these proposals must be received by the Corporate Secretary of RadioShack at the above address no earlier than January 20, 2012 and no later than February 19, 2012.

Nominations for Election as Director

In accordance with RadioShack's bylaws and Corporate Governance Framework, as well as applicable law, nominations for the election of directors may be made by the board of directors, by the Corporate Governance Committee of the board, or by any shareholder generally eligible to vote in the election of directors.

Shareholders who wish to nominate persons for election as directors at the 2012 annual meeting must give written notice of their intention to make a nomination to the Corporate Secretary of RadioShack at the above address no earlier than January 20, 2012 and no later than February 19, 2012. The notice must set forth:

the name and address, as they appear on RadioShack's records, of the shareholder making the nomination and the name and address of the beneficial owner, if any, on whose behalf the nomination is made,

the number of shares of common stock owned beneficially and of record by such shareholder of record and by the beneficial owner, if any, on whose behalf the nomination is made,

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any material interest or relationship that the shareholder of record and/or the beneficial owner, if any, on whose behalf the proposal or nomination is made may respectively have with the nominee,

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any other information regarding the nominee that would be required to be included in a proxy statement filed pursuant to the SEC's proxy rules,

the written consent of the nominee to be named in the proxy statement and to serve as a director if elected,

as to the shareholder giving notice and the beneficial owner, if any, on whose behalf the nomination is being made,

the name and address of the shareholder as they appear on RadioShack's books, and the name and address of the beneficial owner,

the class and number of shares of common stock owned of record by the shareholder, and beneficially held by the beneficial owner, as of the date of the notice,

the agreement of the shareholder to notify RadioShack within five business days after the record date for the meeting as to the class and number of shares owned of record by the shareholder, and beneficially held by the beneficial owner, on the record date, and

the shareholder's representation that the shareholder or the beneficial owner intends to appear in person or by proxy at the meeting to propose such nomination,

as to the shareholder giving notice or, if the notice is being given on behalf of a beneficial owner on whose behalf the nomination is being made, as to such beneficial owner,

the class and number of shares of common stock beneficially owned by the shareholder or the beneficial owner as of the date of the notice, and the agreement of the shareholder to notify RadioShack within five business days after the record date for the meeting as to the class and number of shares beneficially owned by the shareholder or beneficial owner on the record date,

a description of any agreement, arrangement or understanding between or among the shareholder, beneficial owner and any other person, and the agreement of the shareholder to notify RadioShack within five business days after the record date for the meeting of any such agreement, arrangement or understanding as of the record date,

a description of any agreement, arrangement or understanding that has been entered into as of the date of the notice by, or on behalf of, such shareholder or beneficial owner, the effect or intent of which is to mitigate loss, manage risk or benefit from changes in the share price of any class or series of RadioShack's stock, or increase or decrease the voting power of the shareholder or beneficial owner with respect to shares of RadioShack stock, and the agreement of the shareholder to notify RadioShack within five business days after the record date for the meeting of any such agreement, arrangement or understanding as of the record date, and

such other information as RadioShack may require in order to determine the eligibility of the person to serve as a director. Each board nominee will be subject to an independent background investigation as part of the nomination process.

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The board has delegated the responsibility for evaluating potential board nominees to the Corporate Governance Committee. The committee will consider director candidates recommended by shareholders in accordance with the procedures described above and in RadioShack's Corporate Governance Framework. Candidates must be highly qualified and exhibit both an interest in serving and a willingness to serve on the board. In addition, candidates should take into consideration the characteristics described beginning on page 20. Candidates must represent the interests of all

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shareholders and not those of a special interest group. The committee, after reviewing nominees under the procedures and standards established in its charter and RadioShack's Corporate Governance Framework, will propose a slate of nominees for election to the board at RadioShack's annual meeting of shareholders. The board will review and approve the final slate of nominees to submit to the shareholders for election.

By Order of the Board of Directors,

ROBERT C. DONOHOO
Vice President, General Counsel and Corporate

Secretary

April 20, 2011

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