
UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
Form 10-Q

**QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE
SECURITIES EXCHANGE ACT OF 1934
FOR THE QUARTERLY PERIOD ENDED JULY 29, 2006**

OR

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

COMMISSION FILE NO. 1-32637

GameStop Corp.

(Exact name of registrant as specified in its Charter)

Delaware

*(State or other jurisdiction of
incorporation or organization)*

**625 Westport Parkway,
Grapevine, Texas**

(Address of principal executive offices)

20-2733559

*(I.R.S. Employer
Identification No.)*

76051

(Zip Code)

**Registrant's telephone number, including area code:
(817) 424-2000**

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

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, or a non-accelerated filer. See definition of "accelerated filer and large accelerated filer" in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer Accelerated filer Non-accelerated filer

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

Number of shares of \$.001 par value Class A Common Stock outstanding as of August 29, 2006: 45,273,155

Number of shares of \$.001 par value Class B Common Stock outstanding as of August 29, 2006: 29,901,662

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PART I — FINANCIAL INFORMATION

ITEM 1. *Financial Statements*

GAMESTOP CORP.
CONDENSED CONSOLIDATED BALANCE SHEETS

	July 29, 2006 (Unaudited)	July 30, 2005 (Unaudited)	January 28, 2006
(In thousands, except per share data)			
ASSETS:			
Current assets:			
Cash and cash equivalents	\$ 218,726	\$ 98,954	\$ 401,593
Receivables, net	28,596	9,418	38,738
Merchandise inventories	574,067	257,396	603,178
Prepaid expenses and other current assets	37,374	24,302	16,339
Prepaid taxes	79,395	12,534	19,135
Deferred taxes	46,349	5,435	42,282
Total current assets	<u>984,507</u>	<u>408,039</u>	<u>1,121,265</u>
Property and equipment:			
Land	10,073	2,000	10,257
Buildings and leasehold improvements	280,723	120,145	262,908
Fixtures and equipment	375,736	210,942	343,897
	666,532	333,087	617,062
Less accumulated depreciation and amortization	235,299	144,353	184,937
Net property and equipment	<u>431,233</u>	<u>188,734</u>	<u>432,125</u>
Goodwill, net	1,392,926	320,888	1,392,352
Assets held for sale	—	—	19,297
Deferred financing fees	17,242	—	18,561
Other noncurrent assets	29,328	3,011	31,519
Total other assets	<u>1,439,496</u>	<u>323,899</u>	<u>1,461,729</u>
Total assets	<u>\$ 2,855,236</u>	<u>\$ 920,672</u>	<u>\$ 3,015,119</u>
LIABILITIES AND STOCKHOLDERS' EQUITY:			
Current liabilities:			
Accounts payable	\$ 366,221	\$ 166,070	\$ 543,288
Accrued liabilities	281,969	103,706	331,859
Note payable, current portion	12,173	12,173	12,527
Total current liabilities	<u>660,363</u>	<u>281,949</u>	<u>887,674</u>
Deferred taxes	12,196	19,898	12,938
Senior notes payable, long-term portion, net	635,431	—	641,788
Senior floating rate notes payable, long-term portion	300,000	—	300,000
Note payable, long-term portion	12,685	24,347	21,675
Deferred rent and other long-term liabilities	38,868	15,503	36,331
Total long-term liabilities	<u>999,180</u>	<u>59,748</u>	<u>1,012,732</u>
Total liabilities	<u>1,659,543</u>	<u>341,697</u>	<u>1,900,406</u>
Stockholders' equity:			
Preferred stock — authorized 5,000 shares; no shares issued or outstanding	—	—	—
Class A common stock — \$.001 par value; authorized 300,000 shares; 45,245, 25,163 and 42,895 shares issued, respectively	45	25	43
Class B common stock — \$.001 par value; authorized 100,000 shares; 29,902 shares issued and outstanding	30	30	30
Additional paid-in-capital	983,562	519,113	921,349
Accumulated other comprehensive income (loss)	4,773	(43)	886
Retained earnings	207,283	109,850	192,405
Treasury stock, at cost 0, 3,263 and 0 shares, respectively	—	(50,000)	—
Total stockholders' equity	<u>1,195,693</u>	<u>578,975</u>	<u>1,114,713</u>
Total liabilities and stockholders' equity	<u>\$ 2,855,236</u>	<u>\$ 920,672</u>	<u>\$ 3,015,119</u>

See accompanying notes to condensed consolidated financial statements.

GAMESTOP CORP.
CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS

	13 Weeks Ended		26 Weeks Ended	
	July 29, 2006	July 30, 2005	July 29, 2006	July 30, 2005
	(In thousands, except per share data) (Unaudited)			
Sales	\$ 963,347	\$ 415,930	\$ 2,003,374	\$ 890,657
Cost of sales	664,083	287,775	1,402,076	636,465
Gross profit	299,264	128,155	601,298	254,192
Selling, general and administrative expenses	239,251	104,311	470,721	203,297
Depreciation and amortization	26,328	10,654	52,260	20,848
Stock-based compensation	5,360	—	10,550	—
Merger-related expenses	2,572	—	3,898	—
Operating earnings	25,753	13,190	63,869	30,047
Interest income	(1,505)	(505)	(3,729)	(1,082)
Interest expense	21,714	649	43,267	1,309
Debt extinguishment expense	191	—	191	—
Earnings before income tax expense	5,353	13,046	24,140	29,820
Income tax expense	2,176	5,143	9,262	11,591
Net earnings	\$ 3,177	\$ 7,903	\$ 14,878	\$ 18,229
Net earnings per Class A and Class B common share-basic	\$ 0.04	\$ 0.15	\$ 0.20	\$ 0.36
Weighted average shares of common stock-basic	75,074	51,646	74,233	51,323
Net earnings per Class A and Class B common share-diluted	\$ 0.04	\$ 0.14	\$ 0.19	\$ 0.33
Weighted average shares of common stock-diluted	78,829	56,508	78,650	55,499

See accompanying notes to condensed consolidated financial statements.

GAMESTOP CORP.
CONDENSED CONSOLIDATED STATEMENT OF STOCKHOLDERS' EQUITY

	Common Stock				Additional Paid-in Capital	Accumulated Other Comprehensive Income	Retained Earnings	Total
	Shares	Class A	Shares	Class B				
Balance at January 28, 2006	42,895	\$ 43	29,902	\$ 30	\$ 921,349	\$ 886	\$ 192,405	\$ 1,114,713
Comprehensive income:								
Net earnings for the 26 weeks ended July 29, 2006	—	—	—	—	—	—	14,878	—
Foreign currency translation	—	—	—	—	—	3,887	—	—
Total comprehensive income	—	—	—	—	—	—	—	18,765
Stock-based compensation	—	—	—	—	10,550	—	—	10,550
Exercise of employee stock options (including tax benefit of \$32,938)	2,350	2	—	—	51,663	—	—	51,665
Balance at July 29, 2006	<u>45,245</u>	<u>\$ 45</u>	<u>29,902</u>	<u>\$ 30</u>	<u>\$983,562</u>	<u>\$ 4,773</u>	<u>\$207,283</u>	<u>\$1,195,693</u>

See accompanying notes to condensed consolidated financial statements.

GAMESTOP CORP.
CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS

	26 Weeks Ended	
	July 29, 2006	July 30, 2005
	(In thousands) (Unaudited)	
Cash flows from operating activities:		
Net earnings	\$ 14,878	\$ 18,229
Adjustments to reconcile net earnings to net cash flows provided by (used in) operating activities:		
Depreciation and amortization (including amounts in cost of sales)	52,372	20,990
Amortization of loan costs	1,607	95
Amortization of original issue discount on senior notes	474	—
Stock-based compensation expense	10,550	—
Deferred taxes	(4,808)	(359)
Loss on disposal and impairment of property and equipment	2,167	395
Increase in deferred rent and other long-term liabilities for scheduled rent increases in long-term leases	3,490	1,574
Increase in liability to landlords for tenant allowances, net	709	456
Other	710	—
Changes in operating assets and liabilities, net		
Receivables, net	10,142	394
Merchandise inventories	29,111	(41,100)
Prepaid expenses and other current assets	(21,034)	(5,902)
Prepaid taxes	(60,260)	(9,481)
Accounts payable and accrued liabilities	(227,531)	(31,944)
Net cash flows used in operating activities	<u>(187,423)</u>	<u>(46,653)</u>
Cash flows from investing activities:		
Purchase of property and equipment	(49,320)	(42,044)
Sale of assets held for sale	19,297	—
Net cash flows used in investing activities	<u>(30,023)</u>	<u>(42,044)</u>
Cash flows from financing activities:		
Issuance of shares relating to employee stock options	18,727	14,117
Tax benefit realized from exercise of stock options by employees	32,938	4,228
Payment of debt	(16,176)	—
Net increase in other noncurrent assets and deferred financing fees	(742)	(1,397)
Net cash flows provided by financing activities	<u>34,747</u>	<u>16,948</u>
Exchange rate effect on cash and cash equivalents	<u>(168)</u>	<u>(289)</u>
Net decrease in cash and cash equivalents	<u>(182,867)</u>	<u>(72,038)</u>
Cash and cash equivalents at beginning of period	401,593	170,992
Cash and cash equivalents at end of period	<u>\$ 218,726</u>	<u>\$ 98,954</u>

See accompanying notes to condensed consolidated financial statements.

GAMESTOP CORP.
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
(In thousands, except per share data)
(Unaudited)

1. Basis of Presentation

GameStop Corp. (the “Company”) is a Delaware corporation formed for the purpose of consummating the business combination (the “merger”) of GameStop Holdings Corp., formerly known as GameStop Corp. (“Historical GameStop”), and Electronics Boutique Holdings Corp. (“EB”), which was completed on October 8, 2005. The Company is the world’s largest retailer of video games and entertainment software.

The merger of Historical GameStop and EB has been treated as a purchase business combination for accounting purposes, with Historical GameStop designated as the acquirer. Therefore, the historical financial statements of Historical GameStop became the historical financial statements of the Company, the registrant. The accompanying condensed consolidated statements of operations for the 13-week and 26-week periods ended July 29, 2006 include the results of operations of Historical GameStop and EB, whereas the 13-week and 26-week periods ended July 30, 2005 include the results of operations of Historical GameStop. The accompanying condensed consolidated statements of cash flows for the 26-week period ended July 29, 2006 include the results of operations of Historical GameStop and EB, whereas the 26-week period ended July 30, 2005 include the results of operations of Historical GameStop. Note 2 provides summary unaudited pro forma information and details on the purchase accounting.

The unaudited consolidated financial statements include the accounts of the Company and its subsidiaries. All significant intercompany accounts and transactions have been eliminated in consolidation. All dollar and share amounts in the consolidated financial statements and notes to the consolidated financial statements are stated in thousands unless otherwise indicated.

The unaudited consolidated financial statements included herein reflect all adjustments (consisting only of normal, recurring adjustments) which are, in the opinion of the Company’s management, necessary for a fair presentation of the information for the periods presented. These consolidated financial statements are condensed and, therefore, do not include all of the information and footnotes required by generally accepted accounting principles. These consolidated financial statements should be read in conjunction with the Company’s annual report on Form 10-K for the 52 weeks ended January 28, 2006 (“fiscal 2005”) as filed on April 3, 2006. For information relating to EB prior to the merger, you should refer to the audited consolidated financial statements and notes thereto, which are included in EB’s annual report on Form 10-K/A, Amendment No. 2 for the 52 weeks ended January 29, 2005, as filed on September 2, 2005. The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities, the disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. In preparing these financial statements, management has made its best estimates and judgments of certain amounts included in the financial statements, giving due consideration to materiality. Changes in the estimates and assumptions used by management could have significant impact on the Company’s financial results. Actual results could differ from those estimates.

Due to the seasonal nature of the business, the results of operations for the 26 weeks ended July 29, 2006 are not necessarily indicative of the results to be expected for the 53 weeks ending February 3, 2007 (“fiscal 2006”).

Certain reclassifications have been made to conform the prior period data to the current year presentation.

2. Business Combinations, Goodwill and Intangible Assets

On October 8, 2005, Historical GameStop and EB completed their previously announced merger pursuant to the Agreement and Plan of Merger, dated as of April 17, 2005 (the “Merger Agreement”). Upon the consummation of the merger, Historical GameStop and EB became wholly-owned subsidiaries of the Company.

Under the terms of the Merger Agreement, Historical GameStop’s stockholders received one share of the Company’s Class A common stock for each share of Historical GameStop’s Class A common stock owned and one

GAMESTOP CORP.**NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS — (Continued)**

share of the Company's Class B common stock for each share of Historical GameStop's Class B common stock owned. EB stockholders received \$38.15 in cash and .78795 of a share of the Company's Class A common stock for each EB share owned. In aggregate, 20.2 million shares of the Company's Class A common stock were issued to EB stockholders at a value of approximately \$437,144 (based on the closing price of \$21.61 of Historical GameStop's Class A common stock on April 15, 2005, the last trading day before the date the merger was announced). In addition, approximately \$993,254 in cash was paid in consideration for (i) all outstanding common stock of EB, and (ii) all outstanding stock options of EB. Including transaction costs of \$13,558 incurred by Historical GameStop, the total consideration paid was approximately \$1,443,956.

The purchase price has been allocated based on estimated fair values as of the acquisition date. The purchase price allocation is preliminary and a final determination of required purchase accounting adjustments will be made upon the completion of our integration plans. The following represents the preliminary allocation of the purchase price (table in thousands):

	<u>October 8, 2005</u>
Current assets	\$ 540,365
Property, plant & equipment	230,732
Goodwill	1,072,038
Intangible assets:	
Point-of-sale software	3,150
Non-compete agreements	282
Leasehold interests	<u>17,299</u>
Total intangible assets	20,731
Other long-term assets	38,995
Current liabilities	(421,217)
Long-term liabilities	<u>(37,688)</u>
Total purchase price	<u>\$1,443,956</u>

In determining the purchase price allocation, management considered, among other factors, the Company's intention to use the acquired assets. The total weighted average amortization period for the intangible assets, excluding goodwill, is approximately four years. The intangible assets are being amortized based upon the pattern in which the economic benefits of the intangible assets are being utilized. None of the goodwill is deductible for income tax purposes.

GAMESTOP CORP.

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS — (Continued)

The following table summarizes unaudited pro forma financial information assuming the merger had occurred on the first day of fiscal 2005. The unaudited pro forma financial information does not necessarily represent what would have occurred if the transaction had taken place on the date presented and should not be taken as representative of our future consolidated results of operations. We have not finalized integration plans, and accordingly, this pro forma information does not include all costs related to the merger. Management also expects to realize operating synergies. Synergies will come from reduced costs in logistics, marketing, and administration. The pro forma information does not reflect these potential expenses and synergies:

	13 Weeks Ended July 30, 2005	26 Weeks Ended July 30, 2005
	(In thousands, except per share data) (Unaudited)	
Sales	\$ 862,441	\$ 1,842,073
Cost of sales	599,367	1,322,902
Gross profit	263,074	519,171
Selling, general and administrative expenses	224,401	437,729
Depreciation and amortization	22,654	44,849
Operating earnings	16,019	36,593
Interest expense, net	19,893	39,433
Loss before income tax benefit	(3,874)	(2,840)
Income tax benefit	(1,424)	(1,036)
Net loss	\$ (2,450)	\$ (1,804)
Net loss per Class A and Class B common share — basic	\$ (0.03)	\$ (0.03)
Weighted average shares of common stock — basic	71,875	71,551
Net loss per Class A and Class B common share — diluted	\$ (0.03)	\$ (0.03)
Weighted average shares of common stock — diluted	71,875	71,551

In connection with the merger, the Company incurred merger-related costs and commenced integration activities which have resulted in, or will result in, involuntary employment terminations, lease terminations, disposals of property and equipment and other costs and expenses. The liability for involuntary termination benefits covers severance amounts, payroll taxes and benefit costs for approximately 680 employees, primarily in general and administrative functions in EB's Pennsylvania corporate office and distribution center and Nevada call center which have been closed. Termination of these employees began in October 2005 and was substantially completed in July 2006. The Pennsylvania corporate office and distribution center were owned facilities that were sold in June 2006. Their assets were classified in the January 28, 2006 balance sheet as "assets held for sale."

The liability for lease terminations is associated with stores to be closed and the Nevada call center which was closed in March 2006. If the Company is unsuccessful in negotiating lease terminations or sublease agreements, the lease liability will be paid over the remaining lease terms, the majority of which expire in the next 3 to 5 years with the last of such leases expiring in 2015. The Company intends to close these stores in the next 6 to 18 months. The disposals of property and equipment are related to assets of Historical GameStop which were either impaired or have been either abandoned or disposed of due to the merger. Certain costs associated with the disposition of these assets remained as accrued until the assets were disposed of and the costs were paid. The disposition was completed in the 13 weeks ended July 29, 2006.

Merger-related costs include professional fees, financing costs and other costs associated with the merger and include certain ongoing costs associated with integrating the operations of Historical GameStop and EB, including relocation costs. The Company is working to finalize integration plans which may result in additional involuntary

GAMESTOP CORP.

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS — (Continued)

employment terminations, lease and other contractual terminations and employee relocations. The Company will finalize integration plans and related liabilities in fiscal 2006 and management anticipates completion of all operational integration activities in fiscal 2006. Distribution and information system integration is now complete. Rebranding of EB stores to the GameStop name is expected to be complete in the next 21 to 33 months. Finalization of integration plans may result in changes to assets or liabilities which will increase or decrease goodwill.

The following table represents the activity during the 26 weeks ended July 29, 2006 associated with merger costs and related liabilities included in accrued liabilities:

	<u>Balance at Beginning of Period</u>	<u>Charged to Acquisition Costs</u>	<u>Write-Offs and Non-Cash Charges</u> (In thousands) (Unaudited)	<u>Cash Payments</u>	<u>Balance at End of Period</u>
Severance and employee related costs	\$ 12,905	\$ 425	\$ (385)	\$ 7,226	\$ 6,489
Lease terminations	10,057	—	—	1,699	8,358
Disposal of property and equipment	2,494	115	930	1,679	—
Merger costs and other	2,633	50	—	1,434	1,249
Total	<u>\$ 28,089</u>	<u>\$ 590</u>	<u>\$ 545</u>	<u>\$12,038</u>	<u>\$16,096</u>

3. Accounting for Stock-Based Compensation

In December 2004, the Financial Accounting Standards Board (“FASB”) issued Statement of Financial Accounting Standards No. 123 (Revised 2004), *Share-Based Payment*, (“SFAS 123(R)”). This Statement requires companies to expense the estimated fair value of stock options and similar equity instruments issued to employees in its financial statements. Previously, companies were required to calculate the estimated fair value of these share-based payments and could elect to either include the estimated cost in earnings or disclose the pro forma effect in the footnotes to their financial statements. We chose to disclose the pro forma effect for all periods through January 28, 2006.

In March 2005, the SEC issued Staff Accounting Bulletin (“SAB”) No. 107 regarding the Staff’s interpretation of SFAS 123(R). This interpretation provides the Staff’s views regarding interactions between SFAS 123(R) and certain SEC rules and regulations and provides interpretations of the valuation of share-based payments for public companies. Following the guidance prescribed in SAB 107, on January 29, 2006, the Company adopted the provisions of SFAS 123(R) using the modified prospective application method, and accordingly, we have not restated the consolidated results of income from prior interim periods and fiscal years.

Under SFAS 123(R), the Company records stock-based compensation expense based on the grant-date fair value estimated in accordance with the original provisions of Statement of Financial Accounting Standards No. 123, *Accounting for Stock-Based Compensation*, and previously presented in the pro forma footnote disclosures, for all options granted prior to, but not vested as of, the adoption date. In addition, the Company records compensation expense for the share-based awards issued after the adoption date in accordance with SFAS 123(R).

In addition to requiring companies to recognize the estimated fair value of share-based payments in earnings, SFAS 123(R) modified the presentation of tax benefits received in excess of amounts determined based on the compensation expense recognized. Previously, such amounts were considered sources of cash in the operating activities section of the Statement of Cash Flows. For periods after adopting SFAS 123(R) under the modified prospective method, such benefits are presented as a source of cash in the financing section of the Statement of Cash Flows.

GAMESTOP CORP.

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS — (Continued)

The following table illustrates the effect on net earnings and net earnings per Class A and Class B common share as if the Company had applied the fair value recognition provisions of SFAS 123(R) to stock-based employee compensation for the options granted under its plans for the 13 and 26 weeks ended July 30, 2005:

	13 Weeks Ended July 30, 2005	26 Weeks Ended July 30, 2005
	(In thousands, except per share data)	
Net earnings as reported	\$ 7,903	\$ 18,229
Deduct: Total stock-based employee compensation expense determined under fair value based method for all awards, net of related tax effects	1,757	3,378
Pro forma net earnings	<u>\$ 6,146</u>	<u>\$ 14,851</u>
Net earnings per Class A and Class B common share — basic, as reported	\$ 0.15	\$ 0.36
Net earnings per Class A and Class B common share — basic, pro forma	<u>\$ 0.12</u>	<u>\$ 0.29</u>
Net earnings per Class A and Class B common share — diluted, as reported	\$ 0.14	\$ 0.33
Net earnings per Class A and Class B common share — diluted, pro forma	<u>\$ 0.11</u>	<u>\$ 0.27</u>

The fair value of each option grant is estimated on the date of grant using the Black-Scholes option pricing model. This valuation model requires the use of subjective assumptions, including expected option life, expected volatility, and the expected employee forfeiture rate. We use historical data to estimate the option life and the employee forfeiture rate, and use historical and implied volatility when estimating the stock price volatility. There were no options granted during the 13 weeks ended July 29, 2006 and July 30, 2005. The options granted during the 26 weeks ended July 29, 2006 and July 30, 2005 were 1,630 and 2,102, respectively, with a weighted-average fair value estimated at \$16.84 and \$8.47, respectively, using the following assumptions:

	26 Weeks Ended	
	July 29, 2006	July 30, 2005
Volatility	54.5%	57.5%
Risk-free interest rate	4.6%	4.0%
Expected life (years)	3.0	6.0
Expected dividend yield	0%	0%

The options to purchase Class A common stock are issued at fair market value on the date of the grant. Generally, the options vest and become exercisable ratably over a three-year period, commencing one year after the grant date, and expire ten years from issuance. The fair value of each option is recognized as compensation expense on a straight-line basis between the grant date and the date the options become fully vested. As of July 29, 2006, the unrecognized compensation expense related to the unvested portion of our stock options was \$30,475 which is expected to be recognized over a weighted average period of 1.2 years. The total intrinsic values of options exercised during the 13 weeks ended July 29, 2006 and July 30, 2005 were \$6,171 and \$7,574, respectively. The total intrinsic values of options exercised during the 26 weeks ended July 29, 2006 and July 30, 2005 were \$89,116 and \$11,427, respectively.

GAMESTOP CORP.**NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS — (Continued)**

Changes in the Company's Class A common stock options outstanding for the 26 weeks ended July 29, 2006 were as follows:

	<u>Number of Shares</u> (In thousands)	<u>Weighted Average</u> <u>Exercise Price</u>
Balance, January 28, 2006	11,456	\$ 12.31
Granted	1,630	41.37
Exercised	(2,350)	7.97
Forfeited	(189)	31.77
Balance, July 29, 2006	<u>10,547</u>	\$ 14.42

In September 2005, the Company granted 50 shares of restricted stock to non-employee members of its Board of Directors. The shares had a fair market value of \$35.88 per share on the grant date and vest in equal installments over two years. In February 2006, the Company granted 257 shares of restricted stock to non-employee members of its Board of Directors and certain executive officers. The shares had a fair market value of \$41.37 per share on the grant date and vest in equal installments over three years. During the 13 and 26 week periods ended July 29, 2006, the Company included compensation expense relating to the grant of these restricted shares in the amount of \$1,112 and \$2,097, respectively, in stock-based compensation expense in the accompanying condensed consolidated statements of operations. The unrecognized compensation expense for the unvested portion of the restricted shares at July 29, 2006 was \$10,169 which is expected to be recognized over a weighted average period of 2.4 years.

Changes in the Company's restricted stock awards outstanding for the 26 weeks ended July 29, 2006 were as follows:

	<u>Number of Shares</u> (In thousands)	<u>Weighted Average</u> <u>Grant Date</u> <u>Fair Value</u>
Balance, January 28, 2006	50	\$ 35.88
Granted	<u>257</u>	41.37
Balance, July 29, 2006	<u>307</u>	\$ 40.48

4. Computation of Net Earnings per Common Share

The Company has two classes of common stock and computes earnings per share using the two-class method in accordance with Financial Accounting Standard No. 128 *Earnings per Share*. The holders of the Company's Class A and Class B common stock have identical rights to dividends or to distributions in the event of a liquidation, dissolution or winding up of the Company. Accordingly, the earnings per common share for the two classes of

GAMESTOP CORP.

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS — (Continued)

common stock are the same. A reconciliation of shares used in calculating basic and diluted net earnings per common share follows:

	13 Weeks Ended		26 Weeks Ended	
	July 29, 2006	July 30, 2005	July 29, 2006	July 30, 2005
	(In thousands, except per share data)			
Net earnings	\$ 3,177	\$ 7,903	\$ 14,878	\$ 18,229
Weighted average common shares outstanding:				
Class A	45,172	21,744	44,331	21,421
Class B	29,902	29,902	29,902	29,902
Weighted average common shares outstanding	75,074	51,646	74,233	51,323
Dilutive effect of options on Class A common stock	3,755	4,862	4,417	4,176
Common shares and dilutive potential common shares	78,829	56,508	78,650	55,499
Net earnings per Class A and Class B common share:				
Basic	\$ 0.04	\$ 0.15	\$ 0.20	\$ 0.36
Diluted	\$ 0.04	\$ 0.14	\$ 0.19	\$ 0.33

The following table contains information on options to purchase shares of Class A common stock which were excluded from the computation of diluted earnings per share because they were anti-dilutive:

	Anti-Dilutive Shares	Range of Exercise Prices	Expiration Dates
	(In thousands, except per share data)		
13 Weeks Ended July 29, 2006	1,646	\$ 35.88 - 41.37	2016
13 Weeks Ended July 30, 2005	—	—	—

5. Debt

In October 2005, in connection with the merger, the Company entered into a five-year, \$400,000 Credit Agreement (the “Revolver”), including a \$50,000 letter of credit sub-limit, secured by the assets of the Company. The Revolver places certain restrictions on the Company and the borrower subsidiaries, including limitations on asset sales, additional liens, and the incurrence of additional indebtedness.

The availability under the Revolver is limited to a borrowing base which allows the Company to borrow up to the lesser of (x) approximately 70% of eligible inventory and (y) 90% of the appraisal value of the inventory, in each case plus 85% of eligible credit card receivables, net of certain reserves. Letters of credit reduce the amount available to borrow by their face value. The Company’s ability to pay cash dividends, redeem options, and repurchase shares is generally prohibited, except that if availability under the Revolver is or will be after any such payment equal to or greater than 25% of the borrowing base the Company may repurchase its capital stock and pay cash dividends. In addition, in the event that credit extensions under the Revolver at any time exceed 80% of the lesser of the total commitment or the borrowing base, the Company will be subject to a fixed charge coverage ratio covenant of 1.5:1.0.

The interest rate on the Revolver is variable and, at the Company’s option, is calculated by applying a margin of (1) 0.0% to 0.25% above the higher of the prime rate of the administrative agent or the federal funds effective rate plus 0.50% or (2) 1.25% to 1.75% above the LIBO rate. The applicable margin is determined quarterly as a function of the Company’s consolidated leverage ratio. As of July 29, 2006, the applicable margin was 0.00% for prime rate loans and 1.50% for LIBO rate loans. In addition, the Company is required to pay a commitment fee, currently 0.375%, for any unused portion of the total commitment under the Revolver.

GAMESTOP CORP.

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS — (Continued)

As of July 29, 2006, there were no borrowings outstanding under the Revolver and letters of credit outstanding totaled \$3,276.

On September 28, 2005, the Company, along with GameStop, Inc. (which was then a direct wholly-owned subsidiary of Historical GameStop and is now, as a result of the merger, an indirect wholly-owned subsidiary of the Company) as co-issuer (together with the Company, the “Issuers”), completed the offering of U.S. \$300,000 aggregate principal amount of Senior Floating Rate Notes due 2011 (the “Senior Floating Rate Notes”) and U.S. \$650,000 aggregate principal amount of 8% Senior Notes due 2012 (the “Senior Notes” and, together with the Senior Floating Rate Notes, the “Notes”). The offering of the Notes was conducted in a private transaction under Rule 144A under the United States Securities Act of 1933, as amended (the “Securities Act”), and in transactions outside the United States in reliance upon Regulation S under the Securities Act. The net proceeds of the offering were used to pay the cash portion of the merger consideration paid to the stockholders of EB in connection with the merger.

The Notes were issued under an indenture (the “Indenture”), dated September 28, 2005, by and among the Issuers, the subsidiary guarantors party thereto, and Citibank, N.A., as trustee (the “Trustee”). The Senior Floating Rate Notes were priced at 100%, bear interest at LIBOR plus 3.875% and mature on October 1, 2011. The rate of interest on the Senior Floating Rate Notes as of July 29, 2006 was 9.38313% per annum. The Senior Notes were priced at 98.688%, bear interest at 8.0% per annum and mature on October 1, 2012. The Issuers pay interest on the Senior Floating Rate Notes quarterly, in arrears, every January 1, April 1, July 1 and October 1, to holders of record on the immediately preceding December 15, March 15, June 15 and September 15, and at maturity. The Issuers pay interest on the Senior Notes semi-annually, in arrears, every April 1 and October 1, to holders of record on the immediately preceding March 15 and September 15, and at maturity.

The Indenture contains affirmative and negative covenants customary for such financings, including, among other things, limitations on (1) the incurrence of additional debt, (2) restricted payments, (3) liens, (4) sale and leaseback transactions and (5) asset sales. Events of default provided for in the Indenture include, among other things, failure to pay interest or principal on the Notes, other breaches of covenants in the Indenture, and certain events of bankruptcy and insolvency.

As of July 29, 2006, the Company was in compliance with all covenants associated with the Revolver and the Indenture.

In connection with the closing of the offering, the Issuers also entered into a registration rights agreement, dated September 28, 2005, by and among the Issuers, the subsidiary guarantors listed on Schedule I-A thereto, and Citigroup Global Markets Inc., for themselves and as representatives of the several initial purchasers listed on Schedule II thereto (the “Registration Rights Agreement”). The Registration Rights Agreement required the Issuers to, among other things, (1) file a registration statement with the SEC to be used in connection with the exchange of the Notes for publicly registered notes with substantially identical terms, (2) use their reasonable best efforts to cause the registration statement to be declared effective within 210 days from the date the Notes were issued, and (3) use their commercially reasonable efforts to consummate the exchange offer with respect to the Notes within 270 days from the date the Notes were issued. In April 2006, the Company filed a registration statement on Form S-4 in order to register new notes (the “New Notes”) with substantially the same terms and conditions as the Notes in order to facilitate an exchange of the New Notes for the Notes. This registration statement on Form S-4 was declared effective by the SEC on May 10, 2006 and the Company commenced an exchange offer to exchange the Notes for the New Notes. The exchange offer was completed during June 2006 with 100% participation.

The Senior Notes were priced at 98.688%, resulting in a discount at the time of issue of \$8,528. The discount is being amortized using the effective interest method. As of July 29, 2006, the unamortized original issue discount was \$7,654.

In May 2006, the Company announced that its Board of Directors has authorized the buyback of up to an aggregate of \$100,000 of its Senior Floating Rate Notes and Senior Notes. The timing and amount of the repurchases will be determined by the Company’s management based on their evaluation of market conditions and other factors. In addition, the repurchases may be suspended or discontinued at any time. As of July 29, 2006, the

GAMESTOP CORP.

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS — (Continued)

Company has repurchased \$6,915 of its Senior Notes and delivered the Notes to the Trustee for cancellation. The associated loss on retirement of debt is \$191.

In October 2004, Historical GameStop issued a promissory note in favor of Barnes & Noble, Inc. (“Barnes & Noble”) in the principal amount of \$74,020 in connection with the repurchase of Historical GameStop’s Class B common shares held by Barnes & Noble. Payments of \$37,500 and \$12,173 were made in January 2005 and October 2005, respectively, as required by the promissory note, which also requires payments of \$12,173 due in each of October 2006 and October 2007. The note is unsecured and bears interest at 5.5% per annum, payable when principal installments are due.

On May 25, 2005, a subsidiary of EB closed on a 10-year, \$9,450 mortgage agreement collateralized by a new 315,000 square foot distribution facility located in Sadsbury Township, Pennsylvania. Interest is fixed at a rate of 5.4% per annum. On June 15, 2006, the outstanding principal balance under the mortgage of approximately \$9,200 was paid in full in conjunction with the sale of the distribution facility.

6. Comprehensive income

Comprehensive income is net earnings, plus certain other items that are recorded directly to stockholders’ equity and consists of the following:

	13 Weeks Ended		26 Weeks Ended	
	July 29, 2006	July 30, 2005	July 29, 2006	July 30, 2005
	(In thousands)			
Net earnings	\$ 3,177	\$ 7,903	\$ 14,878	\$ 18,229
Other comprehensive income (loss):				
Foreign currency translation adjustments	328	(509)	3,887	(610)
Total comprehensive income	<u>\$3,505</u>	<u>\$7,394</u>	<u>\$18,765</u>	<u>\$17,619</u>

7. Income Taxes

The tax provisions for the 13 weeks and 26 weeks ended July 29, 2006 and July 30, 2005 are based upon management’s estimate of the Company’s annualized effective tax rate.

8. Certain Relationships and Related Transactions

The Company operates departments within bookstores operated by Barnes & Noble, a stockholder of Historical GameStop until November 2004 and an affiliate through a common stockholder who is the chairman of the board of directors of Barnes & Noble and a member of the Company’s board of directors. The Company pays a license fee to Barnes & Noble on the gross sales of such departments. Management deems the license fee to be reasonable and based upon terms equivalent to those that would prevail in an arm’s length transaction. These charges amounted to \$191 and \$186 for the 13 weeks ended July 29, 2006 and July 30, 2005, respectively, and \$398 and \$394 for the 26 weeks ended July 29, 2006 and July 30, 2005, respectively.

Until June 2005, Historical GameStop participated in Barnes & Noble’s workers’ compensation, property and general liability insurance programs. The costs incurred by Barnes & Noble under these programs were allocated to Historical GameStop based upon total payroll expense, property and equipment, and insurance claim history of Historical GameStop. Management deemed the allocation methodology to be reasonable. These charges amounted to \$403 and \$1,237 for the 13 and 26 weeks ended July 30, 2005, respectively. Although the Company has secured its own insurance coverage, costs have continued to be incurred by Barnes & Noble on insurance claims incurred under its programs prior to June 2005. The costs applicable to insurance claims against Historical GameStop and charged to the Company amounted to \$212 and \$390 for the 13 and 26 weeks ended July 29, 2006.

In October 2004, the Board of Directors authorized a repurchase of Historical GameStop’s Class B common stock held by Barnes & Noble. Historical GameStop repurchased 6,107 shares of its Class B common stock at a price equal to \$18.26 per share for aggregate consideration before expenses of \$111,520. The repurchase price per

GAMESTOP CORP.

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS — (Continued)

share was determined by using a discount of 3.5% on the last reported trade of Historical GameStop's Class A common stock on the New York Stock Exchange prior to the time of the transaction. Historical GameStop paid \$37,500 in cash and issued a promissory note in the principal amount of \$74,020, the remaining balance of which is payable in installments in October 2006 and October 2007 and bears interest at 5.5% per annum, payable when principal installments are due. Scheduled payments of \$37,500 and \$12,173 were made on the promissory note in January 2005 and October 2005, respectively. Interest expense on the promissory note for the 13 weeks ended July 29, 2006 and July 30, 2005 totaled \$339 and \$507, respectively. Interest expense on the promissory note for the 26 weeks ended July 29, 2006 and July 30, 2005 totaled \$677 and \$1,015, respectively.

In May 2005, we entered into an arrangement with Barnes & Noble under which www.gamestop.com is the exclusive specialty video game retailer listed on bn.com, Barnes & Noble's e-commerce site. Under the terms of this agreement, the Company pays a fee to Barnes & Noble for sales of video game or PC entertainment products sold through bn.com. For the 13 weeks and 26 weeks ended July 29, 2006, the fee to Barnes & Noble totaled \$34 and \$95, respectively. For the 13 weeks and 26 weeks ended July 30, 2005, the fee to Barnes & Noble totaled \$36.

On November 2, 2002, EB sold its BC Sports Collectibles business to Sports Collectibles Acquisition Corporation ("SCAC") for \$2,200 in cash and the assumption of lease related liabilities in excess of \$13,000. The purchaser, SCAC, is owned by the family of James J. Kim, Chairman of EB at the time and currently one of the Company's directors. The transaction was negotiated and approved by a committee of EB's Board of Directors comprised solely of independent directors with the assistance of an investment banking firm engaged to solicit offers for the BC Sports Collectibles business. Each of the BC store leases has been assigned to SCAC. As EB remains contingently liable for these leases, Mr. Kim has agreed to indemnify EB against any liabilities associated with these leases.

9. Legal Proceedings

On October 19, 2004, Milton Diaz filed a complaint against a subsidiary of EB in the U.S. District Court for the Western District of New York. Mr. Diaz claims to represent a group of current and former employees to whom Electronics Boutique of America Inc. ("EBOA") allegedly failed to pay minimum wages and overtime compensation in violation of the Fair Labor Standards Act ("FLSA") and New York law. The plaintiff, joined by another former employee, moved to conditionally certify a group of similarly situated individuals under the FLSA and in March 2005, there was a hearing on this motion. In March 2005, plaintiffs filed a motion on behalf of current and former store managers and assistant store managers in New York to certify a class under New York wage and hour laws. In August 2005, EBOA filed a motion for summary judgment as to certain claims and renewed its request that certification of the claims be denied. On October 17, 2005, the District Court issued an Order denying plaintiffs' request for conditional certification under the FLSA and for class certification of plaintiffs' New York claims. Plaintiffs have requested permission from the Second Circuit Court of Appeals to appeal the District Court's Order denying class certification of their New York claims. EBOA's summary judgment motion was scheduled to be heard in December 2005. Before the hearing on the summary judgment motion, the parties agreed to attempt to resolve the matter without further litigation. Both the District Court and the Second Circuit have stayed their proceedings pending the parties' settlement negotiations. We do not believe there is sufficient information to estimate the amount of the possible loss, if any, resulting from this matter.

On February 14, 2005, and as amended, Steve Strickland, as personal representative of the Estate of Arnold Strickland, deceased, Henry Mealer, as personal representative of the Estate of Ace Mealer, deceased, and Willie Crump, as personal representative of the Estate of James Crump, deceased, filed a wrongful death lawsuit against GameStop, Sony, Take-Two Interactive, Rock Star Games and Wal-Mart (collectively, the "Defendants") and Devin Moore in the Circuit Court of Fayette County, Alabama, alleging that Defendants' actions in designing, manufacturing, marketing and supplying Defendant Moore with violent video games were negligent and contributed to Defendant Moore killing Arnold Strickland, Ace Mealer and James Crump. Plaintiffs are seeking damages of \$600,000 under the Alabama wrongful death statute and punitive damages. GameStop and the other defendants intend to vigorously defend this action. The Defendants filed a motion to dismiss the case on various grounds, which was heard in November 2005 and was denied. The Defendants appealed the denial of the motion to dismiss and on March 24, 2006, the Alabama Supreme Court denied the Defendants' application. Discovery is proceeding. Mr. Moore was found guilty of capital murder in a

GAMESTOP CORP.

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS — (Continued)

criminal trial in Alabama and was sentenced to death in August 2005. We do not believe there is sufficient information to estimate the amount of the possible loss, if any, resulting from the lawsuit.

On April 18, 2006, former and current store managers Charles Kohler, James O. Little, III, Jason Clayton, Nick Quintois, Kirk Overby and Amy Johnson (collectively the “plaintiffs”) filed a complaint against the Company in the U.S. District Court for the Eastern District of Louisiana, alleging that GameStop’s salaried retail managers were misclassified as exempt in violation of the FLSA and should have been paid overtime. The plaintiffs are seeking to represent all current and former salaried retail managers who were employed by GameStop (as well as a subsidiary of EB) for the three years before April 18, 2006. The Company has responded to the complaint by filing a motion to dismiss, transfer or stay the case based on the pendency of a prior action. The motion has been briefed by the parties and awaits the court’s decision. We do not believe there is sufficient information to estimate the amount of the possible loss, if any, resulting from the lawsuit.

In the ordinary course of our business, the Company is, from time to time, subject to various other legal proceedings. Management does not believe that any such other legal proceedings, individually or in the aggregate, will have a material adverse effect on the Company’s operations or financial condition.

10. Significant Product Information

The Company is principally engaged in the sale of new and used video game systems and software, personal computer entertainment software and related accessories. The following table sets forth sales (in millions) for the periods indicated for these products in the product categories which the Company considers to be significant:

	13 Weeks Ended				26 Weeks Ended			
	July 29, 2006		July 30, 2005		July 29, 2006		July 30, 2005	
	Sales	Percent of Total	Sales	Percent of Total	Sales	Percent of Total	Sales	Percent of Total
(Unaudited)								
Sales:								
New video game hardware	\$ 157.5	16.4%	\$ 51.6	12.4%	\$ 318.2	15.9%	\$ 125.7	14.1%
New video game software	330.7	34.3%	139.8	33.6%	737.0	36.8%	323.3	36.3%
Used video game products	308.7	32.0%	153.2	36.8%	584.1	29.2%	288.6	32.4%
Other	166.4	17.3%	71.3	17.2%	364.1	18.1%	153.1	17.2%
Total	<u>\$ 963.3</u>	<u>100.0%</u>	<u>\$415.9</u>	<u>100.0%</u>	<u>\$2,003.4</u>	<u>100.0%</u>	<u>\$ 890.7</u>	<u>100.0%</u>

Other products include PC entertainment and other software and accessories, magazines and character — related merchandise.

The following table sets forth gross profit (in millions) and gross profit percentages by significant product category for the periods indicated:

	13 Weeks Ended				26 Weeks Ended			
	July 29, 2006		July 30, 2005		July 29, 2006		July 30, 2005	
	Gross Profit	Gross Profit Percent	Gross Profit	Gross Profit Percent	Gross Profit	Gross Profit Percent	Gross Profit	Gross Profit Percent
(Unaudited)								
Gross Profit:								
New video game hardware	\$ 14.0	8.9%	\$ 2.5	4.8%	\$ 27.0	8.5%	\$ 4.8	3.8%
New video game software	72.7	22.0%	28.9	20.7%	154.7	21.0%	62.6	19.4%
Used video game products	153.9	49.9%	70.8	46.2%	295.0	50.5%	133.5	46.3%
Other	58.7	35.3%	26.0	36.5%	124.6	34.2%	53.3	34.8%
Total	<u>\$299.3</u>	<u>31.1%</u>	<u>\$128.2</u>	<u>30.8%</u>	<u>\$ 601.3</u>	<u>30.0%</u>	<u>\$254.2</u>	<u>28.5%</u>

GAMESTOP CORP.

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS — (Continued)

11. Segment Information

The Company operates its business in the following segments: United States, Canada, Australia and Europe. Segment results for the United States include retail operations in 50 states, the District of Columbia, Puerto Rico and Guam, electronic commerce web sites under the names gamestop.com and EBgames.com and *Game Informer* magazine. Segment results for Canada include retail operations in Canada and segment results for Australia include retail operations in Australia and New Zealand. Segment results for Europe include retail operations in 11 European countries. Prior to the merger, Historical GameStop had operations in Ireland and the United Kingdom which were not material.

	13 Weeks Ended		26 Weeks Ended	
	July 29, 2006	July 30, 2005	July 29, 2006	July 30, 2005
	(In thousands) (Unaudited)			
Sales by operating segment are as follows:				
United States	\$766,006	\$409,965	\$1,619,730	\$878,196
Europe	75,921	5,965	149,728	12,461
Canada	58,061	—	115,776	—
Australia	63,359	—	118,140	—
Total	<u>\$ 963,347</u>	<u>\$ 415,930</u>	<u>\$ 2,003,374</u>	<u>\$ 890,657</u>
Earnings (loss) before income tax expense (benefit) by operating segment are as follows:				
United States	\$ 7,368	\$ 14,701	\$ 25,666	\$ 32,976
Europe	(9,602)	(1,655)	(15,264)	(3,156)
Canada	2,547	—	4,726	—
Australia	5,040	—	9,012	—
Total	<u>\$ 5,353</u>	<u>\$ 13,046</u>	<u>\$ 24,140</u>	<u>\$ 29,820</u>

The basis of segmentation and the measurement of segment profit or loss have not changed since the end of fiscal 2005 and there has been no material change in total assets by segment since January 28, 2006.

12. Supplemental Cash Flow Information

	26 Weeks Ended	
	July 29, 2006	July 30, 2005
	(In thousands) (Unaudited)	
Cash paid during the period for:		
Interest	<u>\$ 40,361</u>	<u>\$ 140</u>
Income taxes	<u>\$ 37,570</u>	<u>\$ 17,036</u>

ITEM 2. Management's Discussion and Analysis of Financial Condition and Results of Operations

The following discussion should be read in conjunction with the information contained in our consolidated financial statements, including the notes thereto. Statements regarding future economic performance, management's plans and objectives, and any statements concerning assumptions related to the foregoing contained in Management's Discussion and Analysis of Financial Condition and Results of Operations constitute forward-looking statements. Certain factors, which may cause actual results to vary materially from these forward-looking statements, accompany such statements or appear in the Company's Annual Report on Form 10-K for the fiscal year ended January 28, 2006 filed with the Securities and Exchange Commission (the "SEC") on April 3, 2006 (the "Form 10-K"), including the factors disclosed under "Item 1A. Risk Factors" and the Company's Registration Statement on Form S-4 filed with the SEC on April 26, 2006 ("Form S-4") including the factors disclosed under "Risk Factors."

General

GameStop Corp. (the "Company") is the world's largest retailer of video game products and PC entertainment software. We sell new and used video game hardware, video game software and accessories, as well as PC entertainment software and related accessories and other merchandise. As of July 29, 2006, we operated 4,592 stores, in the United States, Australia, Canada and Europe, primarily under the names GameStop and EB Games. We also operate electronic commerce web sites under the names gamestop.com and EBgames.com and publish *Game Informer*, the largest circulation multi-platform video game magazine in the United States.

Growth in the video game industry is driven by the introduction of new technology. In October 2000, Sony introduced PlayStation 2. Microsoft introduced Xbox and Nintendo introduced GameCube in November 2001. Nintendo introduced the Nintendo DS in November 2004. Sony introduced PlayStation Portable ("Sony PSP") in March 2005. Microsoft introduced Xbox 360 in November 2005. Nintendo introduced the DS Lite handheld system in June 2006. As is typical following the introduction of new video game platforms, sales of new video game hardware generally increase as a percentage of sales in the first full year following introduction. As video game platforms mature, the sales mix attributable to complementary video game software and accessories, which generate higher gross margins, generally increases in the second and third years. The net effect is generally a decline in gross margins in the first full year following new platform releases and an increase in gross margins in the second and third years. Unit sales of maturing video game platforms are typically also driven by manufacturer-funded retail price decreases, further driving sales of related software and accessories. We expect that the installed base of these hardware platforms and sales of related software and accessories will increase in the future.

On October 8, 2005, GameStop Holdings Corp. ("Historical GameStop"), formerly known as GameStop Corp., and Electronics Boutique Holdings Corp. ("EB" or "Electronics Boutique") completed their previously announced merger pursuant to the Agreement and Plan of Merger, dated as of April 17, 2005 (the "Merger Agreement"). Upon the consummation of the merger, Historical GameStop and EB became wholly-owned subsidiaries of the Company, a Delaware corporation formed for the purpose of consummating the business combination (the "merger"). The merger of Historical GameStop and EB has been treated as a purchase business combination for accounting purposes, with Historical GameStop designated as the acquirer. Therefore, the historical financial statements of Historical GameStop became the historical financial statements of the Company, the registrant. As a result of the merger, the Company's operating results for the 13 weeks and 26 weeks ended July 29, 2006 include the consolidated results of EB and Historical GameStop. For the 13 weeks and 26 weeks ended July 30, 2005, the Company's operating results only include those of Historical GameStop. Management expects sales, sales mix, cost of sales, gross profit, selling general and administrative expenses, depreciation and amortization and interest expense in fiscal 2006 to be significantly impacted by including the operations of EB. Growth in each of these statement of operations line items will come from each of the Company's business segments.

Critical Accounting Policies

Our consolidated financial statements have been prepared in accordance with generally accepted accounting principles. Preparation of these statements requires management to make judgments and estimates. Some accounting policies have a significant impact on amounts reported in these financial statements. A summary of significant accounting policies and a description of accounting policies that are considered critical may be found in our Form 10-K in Note 1 of "Notes to the Consolidated Financial Statements."

Merger-Related Costs. In connection with the merger, the Company incurred merger-related costs and commenced integration activities which have resulted in, or will result in, involuntary employment terminations, lease terminations, disposals of property and equipment and other costs and expenses. The liability for involuntary termination benefits covers severance amounts, payroll taxes and benefit costs for approximately 680 employees, primarily in general and administrative functions in EB’s Pennsylvania corporate office and distribution center and Nevada call center which have been closed. Termination of these employees began in October 2005 and was substantially completed in July 2006. The Pennsylvania corporate office and distribution center were owned facilities that were sold in June 2006. Their assets were classified in the January 28, 2006 balance sheet as “assets held for sale.”

The liability for lease terminations is associated with stores to be closed and the Nevada call center which was closed in March 2006. If the Company is unsuccessful in negotiating lease terminations or sublease agreements, the lease liability will be paid over the remaining lease terms, the majority of which expire in the next 3 to 5 years with the last of such leases expiring in 2015. The Company intends to close these stores in the next 6 to 18 months. The disposals of property and equipment are related to assets of Historical GameStop which were either impaired or have been either abandoned or disposed of due to the merger. Certain costs associated with the disposition of these assets remained as accrued until the assets were disposed of and the costs were paid. The disposition was completed in the 13 weeks ended July 29, 2006.

Merger-related costs include professional fees, financing costs and other costs associated with the merger and include certain ongoing costs associated with integrating the operations of Historical GameStop and EB, including relocation costs. The Company is working to finalize integration plans which may result in additional involuntary employment terminations, lease and other contractual terminations and employee relocations. The Company will finalize integration plans and related liabilities in fiscal 2006 and management anticipates completion of all operational integration activities in fiscal 2006. Distribution and information system integration is now complete. Rebranding of EB stores to the GameStop name is expected to be complete in the next 21 to 33 months. Finalization of integration plans may result in changes to assets or liabilities which will increase or decrease goodwill. Note 2 of “Notes to Condensed Consolidated Financial Statements” provides additional information on the merger costs and related liabilities.

Results of Operations

The following table sets forth certain statement of operations items as a percentage of sales for the periods indicated:

	13 Weeks Ended		26 Weeks Ended	
	July 29, 2006	July 30, 2005	July 29, 2006	July 30, 2005
Statement of Operations Data:				
Sales	100.0%	100.0%	100.0%	100.0%
Cost of sales	68.9	69.2	70.0	71.5
Gross profit	31.1	30.8	30.0	28.5
Selling, general and administrative expenses	24.8	25.1	23.5	22.8
Depreciation and amortization	2.7	2.5	2.6	2.3
Stock-based compensation	0.6	—	0.5	—
Merger-related expenses	0.3	—	0.2	—
Operating earnings	2.7	3.2	3.2	3.4
Interest expense, net	2.1	0.1	2.0	0.1
Debt extinguishment expense	—	—	—	—
Earnings before income tax expense	0.6	3.1	1.2	3.3
Income tax expense	0.3	1.2	0.5	1.3
Net earnings	0.3%	1.9%	0.7%	2.0%

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The Company includes purchasing, receiving and distribution costs in selling, general and administrative expenses, rather than cost of goods sold, in the statement of operations. For the 13 weeks ended July 29, 2006 and July 30, 2005, these purchasing, receiving and distribution costs amounted to \$5.2 million and \$2.2 million, respectively. For the 26 weeks ended July 29, 2006 and July 30, 2005, these purchasing, receiving and distribution costs amounted to \$10.5 million and \$4.4 million, respectively. The Company includes processing fees associated with purchases made by check and credit cards in cost of sales, rather than selling, general and administrative expenses, in the statement of operations. For the 13 weeks ended July 29, 2006 and July 30, 2005, these processing fees amounted to \$6.5 million and \$2.7 million, respectively. For the 26 weeks ended July 29, 2006 and July 30, 2005, these processing fees amounted to \$13.5 million and \$5.7 million, respectively. As a result of these classifications, our gross margins are not comparable to those retailers that include purchasing, receiving and distribution costs in cost of sales and include processing fees associated with purchases made by check and credit cards in selling, general and administrative expenses. The net effect of the Company's classifications is that its cost of sales as a percentage of sales is higher than, and its selling, general and administrative expenses as a percentage of sales are lower than, they would have been had the Company's treatment conformed with those retailers that include purchasing, receiving and distribution costs in cost of sales and include processing fees associated with purchases made by check and credit cards in selling, general and administrative expenses, by 0.1% and 0.1% for the 13 and 26 weeks ended July 29, 2006, respectively. The effect of these classifications on the 13 and 26 week periods ended July 30, 2005 was also 0.1% and 0.1%, respectively.

The following table sets forth sales (in millions) by significant product category for the periods indicated:

	13 Weeks Ended				26 Weeks Ended			
	July 29, 2006		July 30, 2005		July 29, 2006		July 30, 2005	
	Sales	Percent of Total	Sales	Percent of Total	Sales	Percent of Total	Sales	Percent of Total
	(Unaudited)							
Sales:								
New video game hardware	\$ 157.5	16.4%	\$ 51.6	12.4%	\$ 318.2	15.9%	\$ 125.7	14.1%
New video game software	330.7	34.3%	139.8	33.6%	737.0	36.8%	323.3	36.3%
Used video game products	308.7	32.0%	153.2	36.8%	584.1	29.2%	288.6	32.4%
Other	166.4	17.3%	71.3	17.2%	364.1	18.1%	153.1	17.2%
Total	<u>\$ 963.3</u>	<u>100.0%</u>	<u>\$ 415.9</u>	<u>100.0%</u>	<u>\$ 2,003.4</u>	<u>100.0%</u>	<u>\$ 890.7</u>	<u>100.0%</u>

Other products include PC entertainment and other software and accessories, magazines and character — related merchandise.

The following table sets forth gross profit (in millions) and gross profit percentages by significant product category for the periods indicated:

	13 Weeks Ended				26 Weeks Ended			
	July 29, 2006		July 30, 2005		July 29, 2006		July 30, 2005	
	Gross Profit	Gross Profit Percent						
	(Unaudited)							
Gross Profit:								
New video game hardware	\$ 14.0	8.9%	\$ 2.5	4.8%	\$ 27.0	8.5%	\$ 4.8	3.8%
New video game software	72.7	22.0%	28.9	20.7%	154.7	21.0%	62.6	19.4%
Used video game products	153.9	49.9%	70.8	46.2%	295.0	50.5%	133.5	46.3%
Other	58.7	35.3%	26.0	36.5%	124.6	34.2%	53.3	34.8%
Total	<u>\$ 299.3</u>	<u>31.1%</u>	<u>\$ 128.2</u>	<u>30.8%</u>	<u>\$ 601.3</u>	<u>30.0%</u>	<u>\$ 254.2</u>	<u>28.5%</u>

Segment Information

The Company operates its business in the following segments: United States, Australia, Canada and Europe. Segment results for the United States include retail operations in 50 states, the District of Columbia, Puerto Rico and Guam, electronic commerce web sites under the names gamestop.com and EBgames.com and *Game Informer* magazine. Segment results for Canada include retail operations in Canada and segment results for Australia include retail operations

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in Australia and New Zealand. Segment results for Europe include retail operations in 11 European countries. Prior to the merger, Historical GameStop had operations in Ireland and the United Kingdom which were not material.

	13 Weeks Ended		26 Weeks Ended	
	July 29, 2006	July 30, 2005	July 29, 2006	July 30, 2005
(In thousands) (Unaudited)				
Sales by operating segment are as follows:				
United States	\$766,006	\$409,965	\$1,619,730	\$878,196
Europe	75,921	5,965	149,728	12,461
Canada	58,061	—	115,776	—
Australia	63,359	—	118,140	—
Total	<u>\$963,347</u>	<u>\$415,930</u>	<u>\$2,003,374</u>	<u>\$890,657</u>
Earnings (loss) before income tax expense (benefit) by operating segment are as follows:				
United States	\$7,368	\$14,701	\$25,666	\$32,976
Europe	(9,602)	(1,655)	(15,264)	(3,156)
Canada	2,547	—	4,726	—
Australia	5,040	—	9,012	—
Total	<u>\$5,353</u>	<u>\$13,046</u>	<u>\$24,140</u>	<u>\$29,820</u>

The Canada and Australia segments have a longer history of operations than the Europe segment and their older store base generates more operating earnings than Europe. As stores in Europe mature, the Company expects operating profit to increase. Because the segment results for the 13 and 26 weeks ended July 30, 2005 only consisted of the results of the Company's international operations in Ireland and the United Kingdom, management does not believe that a comparison of the international segment results for the 13 and 26 weeks ended July 29, 2006 would be meaningful.

13 weeks ended July 29, 2006 compared with the 13 weeks ended July 30, 2005

Sales increased by \$547.4 million, or 131.6%, from \$415.9 million in the 13 weeks ended July 30, 2005 to \$963.3 million in the 13 weeks ended July 29, 2006. The increase in sales was attributable to the addition of the EB stores' sales of approximately \$446.5 million, non-comparable store sales of approximately \$92.9 million from the 438 stores opened since April 30, 2005 and an increase in comparable store sales at Historical GameStop stores. On a pro forma basis, comparable store sales increased 3.9% for the second quarter of fiscal 2006. The increase in pro forma comparable store sales was driven by strong new video game hardware and related software sales fueled by the new Nintendo DS Lite handheld system and the availability of Microsoft's Xbox 360 console and software. Stores are included in our comparable store sales base beginning in the thirteenth month of operation. Pro forma comparable store sales include the comparable store sales of Historical GameStop stores and EB stores.

New video game hardware sales increased \$105.9 million, or 205.2%, from the 13 weeks ended July 30, 2005 to the 13 weeks ended July 29, 2006, primarily due to the merger and strong sales of the new Nintendo DS Lite handheld system and increased sales of Microsoft Xbox 360 consoles. New video game software sales for the quarter also increased \$190.9, or 136.6% primarily due to the merger, the increase in store count and strong new title releases. Used video game product sales grew due to the merger and an increase in store count, with an increase in sales of \$155.5 million, or 101.5%, from the 13 weeks ended July 30, 2005 to the 13 weeks ended July 29, 2006. Sales of other product categories grew 133.4%, or \$95.1 million, from the 13 weeks ended July 30, 2005 to the 13 weeks ended July 29, 2006, due to the merger and the increase in store count.

Cost of sales increased by \$376.3 million, or 130.8%, from \$287.8 million in the 13 weeks ended July 30, 2005 to \$664.1 million in the 13 weeks ended July 29, 2006 as a result of the merger, new store openings and the changes in gross profit discussed below.

Gross profit increased by \$171.1 million, or 133.5%, from \$128.2 million in the 13 weeks ended July 30, 2005 to \$299.3 million in the 13 weeks ended July 29, 2006. Gross profit as a percentage of sales increased from 30.8% from the 13 weeks ended July 30, 2005 to 31.1% in the 13 weeks ended July 29, 2006. The gross profit percentage increase was caused by efforts to improve margins and minimize freight costs. Gross profit as a percentage of sales on new video game hardware and new video game software increased from 4.8% and 20.7%, respectively, in the

prior year quarter to 8.9% and 22.0% of sales, respectively, this quarter due to the factors described above. Gross profit as a percentage of sales on used video game products increased from 46.2% in the 13 weeks ended July 30, 2005 to 49.9% in the 13 weeks ended July 29, 2006 due to increased efforts to monitor margin rates and the application of GameStop's merchandising algorithms to EB's used video game category.

The Company expects gross profit as a percentage of sales in the fourth quarter of fiscal 2006 to be impacted by the worldwide launches of the Sony PlayStation 3 and Nintendo Wii hardware platforms.

Selling, general and administrative expenses increased by \$135.0 million, or 129.4%, from \$104.3 million in the 13 weeks ended July 30, 2005 to \$239.3 million in the 13 weeks ended July 29, 2006. This increase was primarily attributable to the merger, the increase in the number of stores in operation, and the related increases in store, distribution and corporate office operating expenses. Selling, general and administrative expenses as a percentage of sales decreased from 25.1% in the 13 weeks ended July 30, 2005 to 24.8% in the 13 weeks ended July 29, 2006. The decrease in selling, general and administrative expenses as a percentage of sales was primarily due to synergies obtained from the merger including the shut-down of EB's corporate headquarters and distribution center.

Depreciation and amortization expense increased from \$10.7 million for the 13 weeks ended July 30, 2005 to \$26.3 million in the 13 weeks ended July 29, 2006. This increase of \$15.6 million was primarily due to the merger, capital expenditures for new stores and the Company's new corporate headquarters and distribution facility.

Beginning January 29, 2006, the Company adopted the provisions of Statement of Financial Accounting Standards No. 123 (Revised 2004), *Share-Based Payment*, ("SFAS 123(R)") using the modified prospective application method. Under this method, the Company records stock-based compensation expense based on the estimated grant-date fair value previously presented in the pro forma footnote disclosures for all options granted prior to, but not vested as of, the adoption date. In addition, the Company records compensation expense for the share-based awards granted after the adoption date in accordance with SFAS 123(R). As a result of the adoption, the Company recognized \$5.4 million in stock-based compensation expense for the 13 weeks ended July 29, 2006. In accordance with SFAS 123(R), prior periods have not been restated. As of July 29, 2006, the unrecognized compensation expense related to the unvested portion of our stock-based awards was \$40.6 million which is expected to be recognized over a weighted average period of 1.2 years. The Company expects to incur stock-based compensation expense of \$10.6 million in the remainder of fiscal 2006.

The Company's results of operations for the 13 weeks ended July 29, 2006 include expenses believed to be of a one-time or short-term nature associated with the merger, which included \$2.6 million considered in operating earnings. The \$2.6 million consisted primarily of costs associated with integrating the operations of Historical GameStop and EB. The Company expects to incur additional costs in fiscal 2006 to complete the integration of the operations of Historical GameStop and EB.

Interest income resulting from the investment of excess cash balances increased from \$0.5 million in the 13 weeks ended July 30, 2005 to \$1.5 million in the 13 weeks ended July 29, 2006 due to interest income earned on invested assets. Interest expense increased from \$0.6 million in the 13 weeks ended July 30, 2005 to \$21.7 million in the 13 weeks ended July 29, 2006 primarily due to the interest incurred on the \$650 million Senior Notes and the \$300 million Senior Floating Rate Notes. Debt extinguishment expense of \$0.2 million was incurred in the 13 weeks ended July 29, 2006 for the loss associated with the repurchase of \$6.9 million of Senior Notes.

Tax expense for the 13 weeks ended July 30, 2005 and the 13 weeks ended July 29, 2006 was based upon management's estimate of the Company's annualized effective tax rate. Income tax expense decreased from \$5.1 million for the 13 weeks ended July 30, 2005 to \$2.2 million in the 13 weeks ended July 29, 2006.

The factors described above led to an increase in operating earnings of \$12.6 million, or 95.5%, from \$13.2 million in the 13 weeks ended July 30, 2005 to \$25.8 million in the 13 weeks ended July 29, 2006, and a decrease in net earnings of \$4.7 million, or 59.5%, from \$7.9 million in the 13 weeks ended July 30, 2005 to \$3.2 million in the 13 weeks ended July 29, 2006.

26 weeks ended July 29, 2006 compared with the 26 weeks ended July 30, 2005

Sales increased by \$1,112.7 million, or 124.9%, from \$890.7 million in the 26 weeks ended July 30, 2005 to \$2,003.4 million in the 26 weeks ended July 29, 2006. Of the increase in sales, approximately \$940.2 million was

attributable to the new stores acquired through the merger and non-comparable store sales from the 533 stores opened since January 29, 2005 of approximately \$165.6 million. Historical GameStop comparable store sales also added to the increase in sales for the 26 week period ended July 29, 2006 over the prior year. The comparable store sales increase was 0.1% on a pro forma basis for the first half of fiscal 2006 compared to fiscal 2005. Stores are included in our comparable store sales base beginning in the thirteenth month of operation.

New video game hardware sales increased \$192.5 million, or 153.1%, from the 26 weeks ended July 30, 2005 to the 26 weeks ended July 29, 2006, primarily due to the merger and new hardware platforms such as the Microsoft Xbox 360 and Nintendo DS Lite. New video game software sales also increased \$413.7 million, or 128.0%, from the 26 weeks ended July 30, 2005 to the 26 weeks ended July 29, 2006, primarily due to the merger and to a strong lineup of new video game titles. Used video game product sales grew due to the merger and the increase in store count with an increase in sales of \$295.5 million, or 102.4%, from the 26 weeks ended July 30, 2005 to the 26 weeks ended July 29, 2006. Sales of other product categories grew 137.8%, or \$211 million, from the 26 weeks ended July 30, 2005 to the 26 weeks ended July 29, 2006, primarily due to the merger and new store openings.

Cost of sales increased by \$765.6 million, or 120.3%, from \$636.5 million in the 26 weeks ended July 30, 2005 to \$1,402.1 million in the 26 weeks ended July 29, 2006 primarily as a result of the merger and changes in gross profit discussed below.

Gross profit increased by \$347.1 million, or 136.5%, from \$254.2 million in the 26 weeks ended July 30, 2005 to \$601.3 million in the 26 weeks ended July 29, 2006. Gross profit as a percentage of sales increased from 28.5% in the 26 weeks ended July 30, 2005 to 30.0% in the 26 weeks ended July 29, 2006. The gross profit percentage increase was caused by efforts to improve margins and minimize freight costs. Gross profit as a percentage of sales on new video game hardware and new video game software increased from 3.8% and 19.4%, respectively in the 26 weeks ended July 30, 2005 to 8.5% and 21.0% of sales, respectively, for the 26 weeks ended July 29, 2006 due to the factors described above. Gross profit as a percentage of sales on used video game products increased from 46.3% in the 26 weeks ended July 30, 2005 to 50.5% in the 26 weeks ended July 29, 2006 due to increased efforts to monitor margin rates and the application of GameStop's merchandising algorithms to EB's used video game category. Gross profit as a percentage of sales on other products remained comparable between periods.

Selling, general and administrative expenses increased by \$267.4 million, or 131.5%, from \$203.3 million in the 26 weeks ended July 30, 2005 to \$470.7 million in the 26 weeks ended July 29, 2006. This increase was primarily attributable to the merger, the increase in the number of stores in operation, and the related increases in store, distribution and corporate office operating expenses. Selling, general and administrative expenses as a percentage of sales increased from 22.8% in the 26 weeks ended July 30, 2005 to 23.5% in the 26 weeks ended July 29, 2006. The increase in selling, general and administrative expenses as a percentage of sales was primarily due to the costs associated with the continued rollout of new stores and the effect these stores have on leveraging of selling, general and administrative expenses and the duplicate costs incurred during the shut-down of EB's corporate headquarters and distribution center.

Depreciation and amortization expense increased from \$20.8 million for the 26 weeks ended July 30, 2005 to \$52.3 million in the 26 weeks ended July 29, 2006. This increase of \$31.5 million was primarily due to the merger, capital expenditures for new stores and the Company's new corporate headquarters and distribution facility.

Beginning January 29, 2006, the Company adopted the provisions of SFAS 123(R) using the modified prospective application method. Under this method, the Company records stock-based compensation expense based on the estimated grant-date fair value previously presented in the pro forma footnote disclosures for all options granted prior to, but not vested as of, the adoption date. In addition, the Company records compensation expense for the share-based awards granted after the adoption date in accordance with SFAS 123(R). As a result of the adoption, the Company recognized \$10.6 million in stock-based compensation expense for the 26 weeks ended July 29, 2006. In accordance with SFAS 123(R), prior periods have not been restated.

The Company's results of operations for the 26 weeks ended July 29, 2006 include expenses believed to be of a one-time or short-term nature associated with the merger, which included \$3.9 million considered in operating earnings. The \$3.9 million consisted primarily of costs associated with integrating the operations of Historical GameStop and EB. The Company expects to incur additional costs in fiscal 2006 to complete the integration of the operations of Historical GameStop and EB.

Interest income resulting from the investment of excess cash balances increased from \$1.1 million in the 26 weeks ended July 30, 2005 to \$3.7 million in the 26 weeks ended July 29, 2006 due to interest income earned on invested assets. Interest expense increased from \$1.3 million in the 26 weeks ended July 30, 2005 to \$43.3 million in the 26 weeks ended July 29, 2006 primarily due to the interest incurred on the \$650 million Senior Notes and the \$300 million Senior Floating Rate Notes. Debt extinguishment expense of \$0.2 million was incurred in the 26 weeks ended July 29, 2006 for the loss associated with the repurchase of \$6.9 million of Senior Notes.

Tax expense for the 26 weeks ended July 30, 2005 and the 26 weeks ended July 29, 2006 was based upon management's estimate of the Company's annualized effective tax rate. Income tax expense decreased from \$11.6 million for the 26 weeks ended July 30, 2005 to \$9.3 million in the 26 weeks ended July 29, 2006.

The factors described above led to an increase in operating earnings of \$33.9 million, or 113.0%, from \$30.0 million in the 26 weeks ended July 30, 2005 to \$63.9 million in the 26 weeks ended July 29, 2006, and a decrease in net earnings of \$3.3 million, or 18.1%, from \$18.2 million in the 26 weeks ended July 30, 2005 to \$14.9 million in the 26 weeks ended July 29, 2006.

Seasonality

The Company's business, like that of many retailers, is seasonal, with the major portion of the sales and operating profit realized during the quarter which includes the holiday selling season.

Liquidity and Capital Resources

During the 26 weeks ended July 29, 2006, cash used in operations was \$187.4 million, compared to cash used in operations of \$46.7 million during the 26 weeks ended July 30, 2005. In the 26 weeks ended July 29, 2006, cash used in operations was primarily due to a decrease in accounts payable and accrued liabilities of \$227.5 million, which is typical in the first two quarters of a fiscal year as payments are made on purchases from the previous holiday selling season; an increase in prepaid taxes of \$60.3 million, due to the benefit realized from the exercise of stock options by employees and an increase in prepaid expenses of \$21.0 million due to the timing of rent payments at the end of the quarter versus the end of the previous fiscal year, which were partially offset by a decrease in merchandise inventories of \$29.1 million; a decrease in accounts receivable of \$10.1 million, net income of \$14.9 million, depreciation and amortization of \$52.4 million and stock-based compensation expense of \$10.6 million.

In the 26 weeks ended July 30, 2005, cash used in operations was primarily due to an increase in merchandise inventories of \$41.1 million, a decrease in accounts payable and accrued liabilities of \$31.9 million and an increase in prepaid taxes of \$9.5 million, which were offset by net income of \$18.2 million and depreciation and amortization of \$21.0 million. The decrease in accounts payable and accrued liabilities in the 26 weeks ended July 30, 2005 was due to payments made for purchases of merchandise inventories from the previous holiday selling season. The increase in merchandise inventories during the 26 weeks ended July 30, 2005 was due to the replenishment of hardware levels that were depleted in the fourth quarter of the previous year and the launch of the PSP.

Cash used in investing activities was \$30.0 million and \$42.0 million during the 26 weeks ended July 29, 2006 and July 30, 2005, respectively. During the 26 weeks ended July 29, 2006, \$49.3 million of capital expenditures was primarily used to invest in information and distribution systems in support of the integration of the operations of EB and Historical GameStop, to open new stores in the United States and for international expansion. These investing activities were offset by \$19.3 million of cash provided by the sale of the Pennsylvania corporate office and distribution center which were acquired in the merger. During the 26 weeks ended July 30, 2005, approximately \$8.3 million of our capital expenditures was used to equip and improve our new corporate headquarters and distribution center facility in Grapevine, Texas, and the remaining \$33.7 million was used to open new stores, remodel existing stores and invest in information systems.

Cash flows provided by financing activities was \$34.7 million and \$16.9 million during the 26 weeks ended July 29, 2006 and July 30, 2005, respectively. The increase in financing cash flows for the 26 weeks ended July 29, 2006 was primarily due to the realization of tax benefits and the issuance of shares in each case relating to employee stock option exercises. These items were offset by the payoff of the \$9.2 million mortgage associated with the Pennsylvania distribution center sold in June 2006 and the use of approximately \$7 million to repurchase Senior Notes.

Our future capital requirements will depend on the number of new stores we open and the timing of those openings within a given fiscal year. We opened 171 stores in the 26 weeks ended July 30, 2005 compared to 156 stores in the 26 weeks ended July 29, 2006 and expect to open approximately 230 stores for the remainder of 2006. Projected capital expenditures for fiscal 2006 are approximately \$110.0 million, to be used primarily to fund new store openings and invest in distribution and information systems in support of the integration of the operations of EB and Historical GameStop.

In October 2005, in connection with the merger, the Company entered into a five-year, \$400 million Credit Agreement (the "Revolver"), including a \$50 million letter of credit sub-limit, secured by the assets of the Company. The Revolver places certain restrictions on the Company and the borrower subsidiaries, including limitations on asset sales, additional liens, and the incurrence of additional indebtedness.

The availability under the Revolver is limited to a borrowing base which allows the Company to borrow up to the lesser of (x) approximately 70% of eligible inventory and (y) 90% of the appraisal value of the inventory, in each case plus 85% of eligible credit card receivables, net of certain reserves. Letters of credit reduce the amount available to borrow by their face value. The Company's ability to pay cash dividends, redeem options, and repurchase shares is generally prohibited, except that if availability under the Revolver is or will be after any such payment equal to or greater than 25% of the borrowing base the Company may repurchase its capital stock and pay cash dividends. In addition, in the event that credit extensions under the Revolver at any time exceed 80% of the lesser of the total commitment or the borrowing base, the Company will be subject to a fixed charge coverage ratio covenant of 1.5:1.0.

The interest rate on the Revolver is variable and, at the Company's option, is calculated by applying a margin of (1) 0.0% to 0.25% above the higher of the prime rate of the administrative agent or the federal funds effective rate plus 0.50% or (2) 1.25% to 1.75% above the LIBO rate. The applicable margin is determined quarterly as a function of the Company's consolidated leverage ratio. As of July 29, 2006, the applicable margin was 0.00% for prime rate loans and 1.50% for LIBO rate loans. In addition, the Company is required to pay a commitment fee, currently 0.375%, for any unused portion of the total commitment under the Revolver.

As of July 29, 2006, there were no borrowings outstanding under the Revolver and letters of credit outstanding totaled \$3.3 million.

On September 28, 2005, the Company, along with GameStop, Inc. (which was then a direct wholly-owned subsidiary of Historical GameStop and is now, as a result of the merger, an indirect wholly-owned subsidiary of the Company) as co-issuer (together with the Company, the "Issuers"), completed the offering of U.S. \$300 million aggregate principal amount of Senior Floating Rate Notes due 2011 (the "Senior Floating Rate Notes") and U.S. \$650 million aggregate principal amount of 8% Senior Notes due 2012 (the "Senior Notes" and, together with the Senior Floating Rate Notes, the "Notes"). The offering of the Notes was conducted in a private transaction under Rule 144A under the United States Securities Act of 1933, as amended (the "Securities Act"), and in transactions outside the United States in reliance upon Regulation S under the Securities Act. The net proceeds of the offering were used to pay the cash portion of the merger consideration paid to the stockholders of EB in connection with the merger.

The Notes were issued under an indenture (the "Indenture"), dated September 28, 2005, by and among the Issuers, the subsidiary guarantors party thereto, and Citibank, N.A., as trustee (the "Trustee"). The Senior Floating Rate Notes were priced at 100%, bear interest at LIBOR plus 3.875% and mature on October 1, 2011. The rate of interest on the Senior Floating Rate Notes as of July 29, 2006 was 9.38313% per annum. The Senior Notes were priced at 98.688%, bear interest at 8.0% per annum and mature on October 1, 2012. The Issuers pay interest on the Senior Floating Rate Notes quarterly, in arrears, every January 1, April 1, July 1 and October 1, to holders of record on the immediately preceding December 15, March 15, June 15 and September 15, and at maturity. The Issuers pay interest on the Senior Notes semi-annually, in arrears, every April 1 and October 1, to holders of record on the immediately preceding March 15 and September 15, and at maturity.

The Indenture contains affirmative and negative covenants customary for such financings, including, among other things, limitations on (1) the incurrence of additional debt, (2) restricted payments, (3) liens, (4) sale and leaseback transactions and (5) asset sales. Events of default provided for in the Indenture include, among other things, failure to pay interest or principal on the Notes, other breaches of covenants in the Indenture, and certain events of bankruptcy and insolvency.

As of July 29, 2006, the Company was in compliance with all covenants associated with the Revolver and the Indenture.

In connection with the closing of the offering, the Issuers also entered into a registration rights agreement, dated September 28, 2005, by and among the Issuers, the subsidiary guarantors listed on Schedule I-A thereto, and Citigroup Global Markets Inc., for themselves and as representatives of the several initial purchasers listed on Schedule II thereto (the "Registration Rights Agreement"). The Registration Rights Agreement required the Issuers to, among other things, (1) file a registration statement with the SEC to be used in connection with the exchange of the Notes for publicly registered notes with substantially identical terms, (2) use their reasonable best efforts to cause the registration statement to be declared effective within 210 days from the date the Notes were issued, and (3) use their commercially reasonable efforts to consummate the exchange offer with respect to the Notes within 270 days from the date the Notes were issued. In April 2006, the Company filed a registration statement on Form S-4 in order to register new notes (the "New Notes") with substantially the same terms and conditions as the Notes in order to facilitate an exchange of the New Notes for the Notes. This registration statement on Form S-4 was declared effective by the SEC on May 10, 2006 and the Company commenced an exchange offer to exchange the Notes for the New Notes. The exchange offer was completed during June 2006 with 100% participation.

The Senior Notes were priced at 98.688%, resulting in a discount at the time of issue of \$8.5 million. The discount is being amortized using the effective interest method. As of July 29, 2006, the unamortized original issue discount was \$7.7 million.

In May 2006, the Company announced that its Board of Directors has authorized the buyback of up to an aggregate of \$100 million of its Senior Floating Rate Notes and Senior Notes. The timing and amount of the repurchases will be determined by the Company's management based on their evaluation of market conditions and other factors. In addition, the repurchases may be suspended or discontinued at any time. As of July 29, 2006, the Company had repurchased \$6.9 million of its Senior Notes and delivered the Notes to the Trustee for cancellation. The associated loss on retirement of debt is \$0.2 million.

In October 2004, Historical GameStop issued a promissory note in favor of Barnes & Noble, Inc. ("Barnes & Noble") in the principal amount of \$74.0 million in connection with the repurchase of Historical GameStop's Class B common shares held by Barnes & Noble. Payments of \$37.5 million and \$12.2 million were made in January 2005 and October 2005, respectively, as required by the promissory note, which also requires payments of \$12.2 million due in each of October 2006 and October 2007. The note is unsecured and bears interest at 5.5% per annum, payable when principal installments are due.

On May 25, 2005, a subsidiary of EB closed on a 10-year, \$9.5 million mortgage agreement collateralized by a new 315,000 square foot distribution facility located in Sadsbury Township, Pennsylvania. Interest is fixed at a rate of 5.4% per annum. On June 15, 2006, the outstanding principal balance under the mortgage of approximately \$9.2 million was paid in full in conjunction with the sale of the distribution facility.

Based on our current operating plans, we believe that cash generated from our operating activities and available cash balances will be sufficient to fund our operations, required payments on the Notes and the note payable to Barnes & Noble, store expansion and remodeling activities and corporate capital expenditure programs for at least the next 12 months.

Recent Accounting Pronouncements

In July 2006, the Financial Accounting Standards Board issued Interpretation No. 48, "Accounting for Uncertainty in Income Taxes" ("FIN 48"). FIN 48 requires the use of a two-step approach for recognizing and measuring tax benefits taken or expected to be taken in a tax return and disclosures regarding uncertainties in income tax positions. We are required to adopt FIN 48 effective February 4, 2007. The cumulative effect of initially adopting FIN 48 is to record an adjustment to opening retained earnings in the year of adoption and should be presented separately. Only tax positions that meet the more likely than not recognition threshold at the effective date may be recognized upon adoption of FIN 48. The implementation of FIN 48 is not expected to have an impact on the Company's financial position or future results of operations.

Disclosure Regarding Forward-looking Statements

This report on Form 10-Q and other oral and written statements made by the Company to the public contain forward-looking statements within the meaning of Section 27A of the Securities Act and Section 21E of the Securities Exchange Act of 1934 (the “Exchange Act”). The forward-looking statements involve a number of risks and uncertainties. A number of factors could cause our actual results, performance, achievements or industry results to be materially different from any future results, performance or achievements expressed or implied by these forward-looking statements. These factors include, but are not limited to:

- our reliance on suppliers and vendors for sufficient quantities of their products and for new product releases;
- economic conditions affecting the electronic game industry;
- the competitive environment in the electronic game industry;
- our ability to open and operate new stores;
- our ability to attract and retain qualified personnel;
- the impact and costs of litigation and regulatory compliance;
- unanticipated litigation results;
- the risks involved with our international operations;
- our ability to successfully manage the combined operations of the Company;
- the cost savings and other synergies from the merger may not be fully realized or may take longer to realize than expected; and
- other factors described in the Form 10-K, including those set forth under the caption “Item 1A. Risk Factors.”

In some cases, forward-looking statements can be identified by the use of terms such as “anticipates,” “believes,” “continues,” “could,” “estimates,” “expects,” “intends,” “may,” “plans,” “potential,” “predicts,” “pro forma,” “should,” “seeks,” “will” or similar expressions. These statements are only predictions and involve known and unknown risks, uncertainties and other factors that may cause our or our industry’s actual results, levels of activity, performance or achievements to be materially different from any future results, levels of activity, performance or achievements expressed or implied by such forward-looking statements. You should not place undue reliance on these forward-looking statements.

Although we believe that the expectations reflected in our forward-looking statements are reasonable, we cannot guarantee future results, levels of activity, performance or achievements. We undertake no obligation to publicly update or revise any forward-looking statements, whether as a result of new information, future events or otherwise after the date of this Form 10-Q. In light of these risks and uncertainties, the forward-looking events and circumstances contained in this Form 10-Q may not occur, causing actual results to differ materially from those anticipated or implied by our forward-looking statements.

ITEM 3. *Quantitative and Qualitative Disclosures About Market Risk*

Interest Rate Exposure

We do not use derivative financial instruments to hedge interest rate exposure. We limit our interest rate risks by investing our excess cash balances in short-term, highly-liquid instruments with a maturity of one year or less. In addition, the Notes issued in connection with the merger include both fixed rate and floating rate notes with the intent to minimize exposure to changes in interest rates. A hypothetical increase (or decrease) of 10% of the effective rate on the floating rate notes would result in a change in the annual interest expense of \$2.8 million. The effective rate on the floating rate notes was 9.38313% on July 29, 2006. We do not expect any material losses from our invested cash balances, and we believe that our interest rate exposure is modest.

Foreign Currency Risk

The merger significantly increases our exposure to foreign currency fluctuations because a larger amount of our business is now transacted in foreign currencies. While Historical GameStop generally did not enter into derivative instruments with respect to foreign currency risks, EB routinely used forward exchange contracts and cross-currency swaps to manage currency risk and had a number of open positions designated as hedge transactions as of the merger date. The Company discontinued hedge accounting treatment for all derivative instruments acquired in connection with the merger.

The Company follows the provisions of Statement of Financial Accounting Standards No. 133, *Accounting for Derivative Instruments and Hedging Activities*, (“SFAS 133”) as amended by Statement of Financial Accounting Standards No. 138, *Accounting for Certain Derivative Instruments and Certain Hedging Activities*. SFAS 133 requires that all derivative instruments be recorded on the balance sheet at fair value. Changes in the fair value of derivatives are recorded each period in current earnings or other comprehensive income, depending on whether the derivative is designated as part of a hedge transaction, and if it is, depending on the type of hedge transaction.

The Company uses forward exchange contracts, foreign currency options and cross-currency swaps, (together, the “Foreign Currency Contracts”) to manage currency risk primarily related to intercompany loans denominated in non-functional currencies and certain foreign currency assets and liabilities. These Foreign Currency Contracts are not designated as hedges and, therefore, changes in the fair values of these derivatives are recognized in earnings, thereby offsetting the current earnings effect of the re-measurement of related intercompany loans and foreign currency assets and liabilities. The aggregate fair value of the Foreign Currency Contracts at July 29, 2006 was a loss of \$10.3 million. A hypothetical strengthening or weakening of 10% in the foreign exchange rates underlying the Foreign Currency Contracts from the market rate at July 29, 2006 would result in a (loss) or gain in value of the forwards and swaps of (\$10.7) million or \$8.8 million, respectively. The Company had no Foreign Currency Contracts prior to October 8, 2005.

ITEM 4. Controls and Procedures

(a) Evaluation of Disclosure Controls and Procedures

As of the end of the period covered by this report, the Company conducted an evaluation, under the supervision and with the participation of the principal executive officer and principal financial officer, of the Company’s disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) under the Exchange Act). Based on this evaluation, the principal executive officer and principal financial officer concluded that the Company’s disclosure controls and procedures are effective. Notwithstanding the foregoing, a control system, no matter how well designed and operated, can provide only reasonable, not absolute, assurance that it will detect or uncover failures within the Company to disclose material information otherwise required to be set forth in the Company’s periodic reports.

(b) Changes in Internal Controls

The Company completed the merger with EB on October 8, 2005. EB operated on different information technology systems from the Company. As part of the development of integration plans, the Company identified those systems operated by EB to be replaced by the Company’s information technology systems. The Company recently completed the implementation of those information technology systems at EB and is currently integrating its internal control processes at EB. Other than the acquisition of EB, there was no change in the Company’s internal control over financial reporting (as such term is defined in Rules 13a-15(f) and 15d-15(f) under the Exchange Act) during the Company’s most recently completed fiscal quarter that has materially affected, or is reasonably likely to materially affect, the Company’s internal control over financial reporting.

PART II — OTHER INFORMATION

ITEM 1. Legal Proceedings

On October 19, 2004, Milton Diaz filed a complaint against a subsidiary of EB in the U.S. District Court for the Western District of New York. Mr. Diaz claims to represent a group of current and former employees to whom Electronics Boutique of America Inc. (“EBOA”) allegedly failed to pay minimum wages and overtime

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compensation in violation of the Fair Labor Standards Act (“FLSA”) and New York law. The plaintiff, joined by another former employee, moved to conditionally certify a group of similarly situated individuals under the FLSA and in March 2005, there was a hearing on this motion. In March 2005, plaintiffs filed a motion on behalf of current and former store managers and assistant store managers in New York to certify a class under New York wage and hour laws. In August 2005, EBOA filed a motion for summary judgment as to certain claims and renewed its request that certification of the claims be denied. On October 17, 2005, the District Court issued an Order denying plaintiffs’ request for conditional certification under the FLSA and for class certification of plaintiffs’ New York claims. Plaintiffs have requested permission from the Second Circuit Court of Appeals to appeal the District Court’s Order denying class certification of their New York claims. EBOA’s summary judgment motion was scheduled to be heard in December 2005. Before the hearing on the summary judgment motion, the parties agreed to attempt to resolve the matter without further litigation. Both the District Court and the Second Circuit have stayed their proceedings pending the parties’ settlement negotiations. We do not believe there is sufficient information to estimate the amount of the possible loss, if any, resulting from this matter.

On February 14, 2005, and as amended, Steve Strickland, as personal representative of the Estate of Arnold Strickland, deceased, Henry Mealer, as personal representative of the Estate of Ace Mealer, deceased, and Willie Crump, as personal representative of the Estate of James Crump, deceased, filed a wrongful death lawsuit against GameStop, Sony, Take-Two Interactive, Rock Star Games and Wal-Mart (collectively, the “Defendants”) and Devin Moore in the Circuit Court of Fayette County, Alabama, alleging that Defendants’ actions in designing, manufacturing, marketing and supplying Defendant Moore with violent video games were negligent and contributed to Defendant Moore killing Arnold Strickland, Ace Mealer and James Crump. Plaintiffs are seeking damages of \$600 million under the Alabama wrongful death statute and punitive damages. GameStop and the other defendants intend to vigorously defend this action. The Defendants filed a motion to dismiss the case on various grounds, which was heard in November 2005 and was denied. The Defendants appealed the denial of the motion to dismiss and on March 24, 2006, the Alabama Supreme Court denied the Defendants’ application. Discovery is proceeding. Mr. Moore was found guilty of capital murder in a criminal trial in Alabama and was sentenced to death in August 2005. We do not believe there is sufficient information to estimate the amount of the possible loss, if any, resulting from the lawsuit.

On April 18, 2006, former and current store managers Charles Kohler, James O. Little, III, Jason Clayton, Nick Quintois, Kirk Overby and Amy Johnson (collectively the “plaintiffs”) filed a complaint against the Company in the U.S. District Court for the Eastern District of Louisiana, alleging that GameStop’s salaried retail managers were misclassified as exempt in violation of the FLSA and should have been paid overtime. The plaintiffs are seeking to represent all current and former salaried retail managers who were employed by GameStop (as well as a subsidiary of EB) for the three years before April 18, 2006. The Company has responded to the complaint by filing a motion to dismiss, transfer or stay the case based on the pendency of a prior action. The motion has been briefed by the parties and awaits the court’s decision. We do not believe there is sufficient information to estimate the amount of the possible loss, if any, resulting from the lawsuit.

In the ordinary course of our business, the Company is, from time to time, subject to various other legal proceedings. Management does not believe that any such other legal proceedings, individually or in the aggregate, will have a material adverse effect on the Company’s operations or financial condition.

There have been no other material developments in previously reported legal proceedings during the fiscal quarter covered by this Form 10-Q.

ITEM 4. Submission of Matters to a Vote of Security Holders

GameStop Corp.'s (the "Company") Annual Meeting of Stockholders was held on June 27, 2006. At the close of business on the record date for the meeting (which was May 5, 2006), there were 45,051,318 shares of Class A common stock and 29,901,662 shares of Class B common stock outstanding and entitled to vote at the meeting as one class. Holders of 36,030,214 shares of Class A common stock (with one vote per share) and 25,646,267 shares of Class B common stock (with ten votes per share) were present at the meeting, either in person or by proxy.

The Company's stockholders adopted the Amended and Restated GameStop Corp. Supplemental Compensation Plan which increases the maximum cash bonus payable to any participating executive officer with respect to any fiscal year from \$1,500,000 to \$2,500,000 by the following vote:

<u>In Favor</u>	<u>Against</u>	<u>Abstained</u>
286,809,570	5,256,107	427,207

The following individuals were elected to the Company's Board of Directors to hold office for a term of three years and until their respective successors are duly elected and qualified, with the vote specified below:

<u>Nominee</u>	<u>In Favor</u>	<u>Withheld</u>
Daniel A. DeMatteo	290,228,964	2,263,920
Michael N. Rosen	286,569,760	5,923,124
Edward A. Volkwein	291,787,181	705,703

The following individuals continue to serve on the Company's Board of Directors until the expiration of their terms: R. Richard Fontaine, Jerome L. Davis, James J. Kim, Leonard Riggio, Stephanie M. Shern, Stanley (Mickey) Steinberg, Gerald R. Szczepanski and Lawrence S. Zilavy.

The Company's stockholders also ratified the appointment of BDO Seidman, LLP as the registered independent public accounting firm of the Company for the fiscal year ending February 3, 2007 by the following vote:

<u>In Favor</u>	<u>Against</u>	<u>Abstained</u>
292,033,865	353,698	105,321

ITEM 6. Exhibits

Exhibits

**Exhibit
Number**

- 2.1 Agreement and Plan of Merger, dated as of April 17, 2005, among GameStop Corp. (f/k/a GSC Holdings Corp.), Electronics Boutique Holdings Corp., GameStop, Inc., GameStop Holdings Corp. (f/k/a GameStop corp.), Cowboy Subsidiary LLC and Eagle Subsidiary LLC.(5)
- 3.1 Amended and Restated Certificate of Incorporation.(6)
- 3.2 Amended and Restated Bylaws.(6)
- 3.3 Amendment to the Amended and Restated Certificate of Incorporation of GameStop Corp. (f/k/a GSC Holdings Corp.)(9)
- 4.1 Indenture, dated September 28, 2005, by and among GSC Holdings Corp., GameStop, Inc., the subsidiary guarantors party thereto, and Citibank N.A., as trustee.(8)
- 4.2 First Supplemental Indenture, dated October 8, 2005, by and among GameStop Corp. (f/k/a GSC holdings Corp.), GameStop, Inc., the subsidiary guarantors party thereto, and Citibank N.A., as trustee.(12)
- 4.3 Registration Rights Agreement, dated September 28, 2005, by and among GSC Holdings Corp., GameStop, Inc., the subsidiary guarantors listed on Schedule I-A thereto, and Citigroup Global Markets Inc., for themselves and as representatives of the several initial purchasers listed on Schedule II thereto.(8)
- 4.4 Rights Agreement, dated as of June 27, 2005, between GameStop Corp. (f/k/a GSC Holdings Corp.) and The Bank of New York, as Rights Agent.(6)
- 10.1 Separation Agreement, dated as of January 1, 2002, between Barnes & Noble and GameStop Holdings Corp.(f/k/a GameStop Corp.)(2)
- 10.2 Tax Disaffiliation Agreement, dated as of January 1, 2002, between Barnes & Noble and GameStop Holdings Corp.(f/k/a GameStop Corp.)(1)
- 10.3 Insurance Agreement, dated as of January 1, 2002, between Barnes & Noble and GameStop Holdings Corp. (f/k/a GameStop Corp.)(1)
- 10.4 Operating Agreement, dated as of January 1, 2002, between Barnes & Noble and GameStop Holdings Corp. (f/k/a GameStop Corp.)(1)
- 10.5 Amended and Restated 2001 Incentive Plan.(4)
- 10.6 Amendment to Amended and Restated 2001 Incentive Plan.(12)
- 10.7 Amended and Restated Supplemental Compensation Plan.
- 10.8 Form of Option Agreement.(4)
- 10.9 Form of Restricted Share Agreement.(7)
- 10.10 Stock Purchase Agreement, dated as of October 1, 2004, by and among GameStop Holdings Corp. (f/k/a Gamestop Corp.), B&N Gamestop Holding Corp. and Barnes & Noble.(3)
- 10.11 Promissory Note, dated as of October 1, 2004, made by GameStop Holdings Corp. (f/k/a Gamestop Corp.) in favor of B&N GameStop Holding Corp.(3)
- 10.12 Credit Agreement, dated October 11, 2005, by and among GameStop Corp. (f/k/a GSC Holdings Corp.), certain subsidiaries of GameStop Corp., Bank of America, N.A. and the other lending institutions listed in the Agreement, Bank of America, N.A. and Citicorp North America, Inc., as Issuing Banks, Bank of America, N.A., as Administrative Agent and Collateral Agent, Citicorp North America, Inc., as Syndication Agent, and Merrill Lynch Capital, a division of Merrill Lynch Business Financial Services Inc., as Documentation Agent. (9)
- 10.13 Guaranty, dated as of October 11, 2005, by GameStop Corp. (f/k/a GSC Holdings Corp.) and certain subsidiaries of GameStop Corp. in favor of the agents and lenders.(9)
- 10.14 Security Agreement dated October 11, 2005.(9)
- 10.15 Patent and Trademark Security Agreement dated as of October 11, 2005.(9)
- 10.16 Mortgage, Security Agreement, and Assignment and Deeds of Trust between GameStop of Texas, L.P. and Bank of America, N.A., as Collateral Agent, dated as of October 11, 2005.(9)
- 10.17 Mortgage, Security Agreement, and Assignment and Deeds of Trust between Electronics Boutique of America, Inc. and Bank of America, N.A., as Collateral Agent, dated as of October 11, 2005.(9)

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Exhibit

Number

- 10.18 Form of Securities Collateral Pledge Agreement, dated as of October 11, 2005.(9)
- 10.19 Registration Rights Agreement, dated October 8, 2005, among EB Nevada Inc., James J. Kim and GameStop Corp.(9)
- 10.20 Executive Employment Agreement, dated as of April 11, 2005, between GameStop Corp. and R. Richard Fontaine.(11)
- 10.21 Executive Employment Agreement, dated as of April 11, 2005, between GameStop Corp. and Daniel A. DeMatteo.(11)
- 10.22 Executive Employment Agreement, dated as of December 9, 2005, between GameStop Corp. and Steven R. Morgan.(10)
- 10.23 Executive Employment Agreement, dated as of April 3, 2006, between GameStop Corp. and David W. Carlson.(13)
- 31.1 Certification of Chief Executive Officer pursuant to Rule 13a-14(a)/15(d)-14(a) under the Securities Exchange Act of 1934, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
- 31.2 Certification of Chief Financial Officer pursuant to Rule 13a-14(a)/15(d)-14(a) under the Securities Exchange Act of 1934, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
- 32.1 Certification of Chief Executive Officer pursuant to Rule 13a-14(b) under the Securities Exchange Act of 1934 and 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
- 32.2 Certification of Chief Financial Officer pursuant to Rule 13a-14(b) under the Securities Exchange Act of 1934 and 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.

-
- (1) Incorporated by reference to the Registrant's Amendment No. 3 to Form S-1 filed with the Securities and Exchange Commission on January 24, 2002 (No. 333-68294).
 - (2) Incorporated by reference to the Registrant's Amendment No. 4 to Form S-1 filed with the Securities and Exchange Commission on February 5, 2002 (No. 333-68294).
 - (3) Incorporated by reference to the Registrant's Form 8-K filed with the Securities and Exchange Commission on October 5, 2004.
 - (4) Incorporated by reference to the Registrant's Form 10-K for the fiscal year ended January 29, 2005 filed with the Securities and Exchange Commission on April 11, 2005.
 - (5) Incorporated by reference to the Registrant's Form 8-K filed with the Securities and Exchange Commission on April 18, 2005.
 - (6) Incorporated by reference to Registrant's Amendment No. 1 to Registration Statement on Form S-4 of GameStop Corp. (f/k/a GSC Holdings Corp.) filed with the Securities and Exchange Commission on July 8, 2005.
 - (7) Incorporated by reference to the Registrant's Form 8-K filed with the Securities and Exchange Commission on September 12, 2005.
 - (8) Incorporated by reference to the Registrant's Form 8-K filed with the Securities and Exchange Commission on September 30, 2005.
 - (9) Incorporated by reference to the Registrant's Form 8-K filed with the Securities and Exchange Commission on October 12, 2005.
 - (10) Incorporated by reference to the Registrant's Form 8-K filed with the Securities and Exchange Commission on December 13, 2005.
 - (11) Incorporated by reference to the Registrant's Form 8-K filed with the Securities and Exchange Commission on April 15, 2005.
 - (12) Incorporated by reference to the Registrant's Form 10-Q for the fiscal quarter ended October 29, 2005 filed with the Securities and Exchange Commission on December 8, 2005.
 - (13) Incorporated by reference to the Registrant's Form 10-K for the fiscal year ended January 28, 2006 filed with the Securities and Exchange Commission on April 3, 2006.

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

GAMESTOP CORP.

By: /s/ David W. Carlson

David W. Carlson
Executive Vice President and Chief Financial Officer
(Principal Financial Officer)

Date: September 5, 2006

GAMESTOP CORP.

By: /s/ Robert A. Lloyd

Robert A. Lloyd
Senior Vice President and Chief Accounting Officer
(Principal Accounting Officer)

Date: September 5, 2006

GAMESTOP CORP.

EXHIBIT INDEX

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3.1	Amended and Restated Certificate of Incorporation.(6)
3.2	Amended and Restated Bylaws.(6)
3.3	Amendment to the Amended and Restated Certificate of Incorporation of GameStop Corp. (f/k/a GSC Holdings Corp.)(9)
4.1	Indenture, dated September 28, 2005, by and among GSC Holdings Corp., GameStop, Inc., the subsidiary guarantors party thereto, and Citibank N.A., as trustee.(8)
4.2	First Supplemental Indenture, dated October 8, 2005, by and among GameStop Corp. (f/k/a GSC holdings Corp.), GameStop, Inc., the subsidiary guarantors party thereto, and Citibank N.A., as trustee.(12)
4.3	Registration Rights Agreement, dated September 28, 2005, by and among GSC Holdings Corp., GameStop, Inc., the subsidiary guarantors listed on Schedule I-A thereto, and Citigroup Global Markets Inc., for themselves and as representatives of the several initial purchasers listed on Schedule II thereto.(8)
4.4	Rights Agreement, dated as of June 27, 2005, between GameStop Corp. (f/k/a GSC Holdings Corp.) and The Bank of New York, as Rights Agent.(6)
10.1	Separation Agreement, dated as of January 1, 2002, between Barnes & Noble and GameStop Holdings Corp.(f/k/a GameStop Corp.)(2)
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10.12	Credit Agreement, dated October 11, 2005, by and among GameStop Corp. (f/k/a GSC Holdings Corp.), certain subsidiaries of GameStop Corp., Bank of America, N.A. and the other lending institutions listed in the Agreement, Bank of America, N.A. and Citicorp North America, Inc., as Issuing Banks, Bank of America, N.A., as Administrative Agent and Collateral Agent, Citicorp North America, Inc., as Syndication Agent, and Merrill Lynch Capital, a division of Merrill Lynch Business Financial Services Inc., as Documentation Agent.(9)
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 - (5) Incorporated by reference to the Registrant's Form 8-K filed with the Securities and Exchange Commission on April 18, 2005.
 - (6) Incorporated by reference to Registrant's Amendment No. 1 to Registration Statement on Form S-4 of GameStop Corp. (f/k/a GSC Holdings Corp.) filed with the Securities and Exchange Commission on July 8, 2005.
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 - (11) Incorporated by reference to the Registrant's Form 8-K filed with the Securities and Exchange Commission on April 15, 2005.
 - (12) Incorporated by reference to the Registrant's Form 10-Q for the fiscal quarter ended October 29, 2005 filed with the Securities and Exchange Commission on December 8, 2005.
 - (13) Incorporated by reference to the Registrant's Form 10-K for the fiscal year ended January 28, 2006 filed with the Securities and Exchange Commission on April 3, 2006.

AMENDED AND RESTATED GAMESTOP CORP.
SUPPLEMENTAL COMPENSATION PLAN

GameStop Corp., a Delaware corporation (the “Company”), hereby adopts this Amended and Restated GameStop Corp. Supplemental Compensation Plan (the “Plan”). The Company intends that bonus compensation payable pursuant to this Plan shall constitute “performance-based compensation” within the meaning of Section 162(m) (“Section 162(m)”) of the Internal Revenue Code of 1986, as amended (the “Code”), and the regulations from time to time promulgated thereunder.

1. Purposes of Plan. The purposes of the Plan are to provide personal incentive and financial rewards to senior management who, because of the extent of their responsibilities, can and do make significant contributions to the success of the Company by their ability, industry, loyalty and exceptional services, by making them participants in that success.

2. Eligible Employees. The Company’s Chief Executive Officer (the “CEO”), the Company’s Chief Operating Officer (the “COO”), and such other executive officers of the Company and its subsidiaries and affiliates as may from time to time be designated as Plan participants by the Committee (as defined herein), shall be eligible to receive cash bonus awards under the Plan. The CEO, the COO and each other executive officer designated by the Committee concurrently with or prior to the establishment of the applicable Target (defined below) pursuant to Section 6 below for any Plan Year (defined below) (or, if later, prior to the commencement of such individual’s service as an executive officer or such other time as shall be specified under Section 162(m)) shall be an “Eligible Participant” for such Plan Year.

3. Plan Year. The Plan Year shall be the fiscal year of the Company.

4. Effective Date. The GameStop Corp. Supplemental Compensation Plan was adopted by the board of directors of GameStop Holdings Corp. (f/k/a GameStop Corp.) on May 14, 2003 and became effective on July 3, 2003 upon approval of the material terms thereof by the then applicable stockholders and was assumed by the Company on October 3, 2005. This amendment and restatement was adopted by the Board of Directors on May 10, 2006 and shall become effective upon approval of the material terms hereof by the Company’s stockholders in accordance with the requirements of Section 162(m).

5. Administration.

(a) The Committee. The term “Committee” as used herein shall mean the Committee of the Board of Directors or such other committee of the Board of Directors designated to administer this Plan, in either case consisting of two or more members of the Board and with each such member qualifying as an outside director as defined under Section 162(m).

(b) Authority. Subject to the provisions of the Plan, the Committee shall interpret the Plan and the awards granted under the Plan, shall make all other determinations necessary or advisable for the administration of the Plan and shall correct any defect or supply any omission or reconcile any inconsistency in the Plan or in any award, in the manner and to the extent the Committee deems desirable to carry the Plan or award into effect.

(c) Procedure. All determinations of the Committee shall be made by not less than a majority of its members at a meeting at which a quorum is present. A majority of the entire Committee shall constitute a quorum for the transaction of business. Any action required or permitted to be taken at a meeting of the Committee may be taken without a meeting, if a unanimous written consent which sets forth the action is signed by each member of the Committee and filed with the minutes of the proceedings of the Committee. No member of the Committee shall be liable, in the absence of bad faith, for any act or omission with respect to his services. Without limiting the generality of the foregoing or the scope of any applicable provision of the Company’s Certificate of Incorporation or Bylaws or any indemnification agreement, no member of the Committee shall be liable for any action or determination made in good faith with respect to

the Plan or any award granted thereunder.

6. **Awards.** Not later than 90 days after the commencement of each Plan Year (and before 25% of the relevant period of service for each Eligible Participant has elapsed), the Committee shall establish in writing separately for each Eligible Participant (a) the percentage of such Eligible Participant's base salary that shall be the subject of an award and (b) a performance target (the "Target"), the attainment of which shall be substantially uncertain. The Committee may use the following performance measures (either individually or in any combination) to set performance targets: net sales; pretax income before allocation of corporate overhead and bonus; budget; earnings per share; net income; division, group or corporate financial goals; return on stockholders' equity; return on assets; attainment of strategic and operational initiatives; appreciation in and/or maintenance of the price of the Class A common stock or any other publicly-traded securities of the Company; market share; gross profits; earnings before taxes; earnings before interest and taxes; earnings before interest, taxes, depreciation and amortization; economic value-added models; comparisons with various stock market indices; and/or reductions in costs. Targets which are based in whole or part on per share amounts, such as earnings per share, shall be, and, at the discretion of the Committee, any other Targets may be, subject to adjustment for recapitalizations, dividends, stock splits and reverse splits, reorganizations, issuances of additional shares, redemptions of shares, option or warrant exercises, reclassifications, significant acquisitions and divestitures or other extraordinary events.

Each Eligible Participant will receive a cash bonus in the amount of the pre-determined percentage of his or her base salary (the "Target Bonus") as follows:

<u>If the Plan Year Results were:</u>	<u>Then the Percentage of the Target Bonus Received is:</u>
Less than 85% of Target	None
85% or more but less than 90% of Target	50%
90% or more but less than 100% of Target	75%
100% or more but less than 110% of Target	100%
110% or more but less than 125% of Target	110%
125% or more of Target	125%

Notwithstanding the foregoing, in no event shall the maximum cash bonus payable to any Eligible Participant under the Plan exceed \$2,500,000 with respect to any Plan Year. Cash bonuses will not become payable and will not be paid until the Committee certifies the extent to which the Target has been attained. The Committee has no discretion to increase the amount of compensation that would otherwise be due upon attainment of the Target.

7. **Form and Payment of Awards.** Awards to Eligible Participants shall be made only when the Committee has certified that the Targets have been attained. Awards shall be made in cash and shall be payable in a lump sum. To comply with Section 409A of the Code, certification of Targets and payment of awards shall be made not later than the later of (i) the 15th day of the third month following the Eligible Participant's first taxable year in which the award is no longer subject to a substantial risk of forfeiture (within the meaning of Section 409A of the Code) or (ii) the 15th day of the third month following the Company's first taxable year in which the award is no longer subject to a substantial risk of forfeiture (within the meaning of Section 409A of the Code).

All awards shall be paid from the general funds of the Company and no special or separate fund shall be established and no other segregation of assets shall be made to assure the payment of awards hereunder. An Eligible Participant shall have no right, title, or interest whatsoever in or to any investments which the Company may make to aid it in meeting its obligations hereunder. Nothing contained in this instrument, and no action taken pursuant to its provisions, shall create or be construed to create a trust of any kind, or a fiduciary relationship, between the Company and an Eligible Participant or any other person. To the extent that any person acquires a right to receive payments from the Company, such right shall be no greater than the right of an unsecured creditor.

Except as provided in the following sentence, an Eligible Participant must be employed by the Company or one of its subsidiaries or affiliates on the last day of the Plan Year to be eligible to receive an award for such Plan Year. If an Eligible Participant dies or becomes incapacitated, any award so made shall be paid to his estate or legal representative at such time and in such manner as if he were living or not incapacitated, prorated for the portion of the Plan Year in which services were rendered.

8. Amendment. The Board of Directors of the Company retains the authority to amend the Plan, subject to the stockholder approval requirements of Section 162(m).

9. Section 162(m) of the Code. Unless otherwise determined by the Committee, the provisions of this Plan shall be administered and interpreted in accordance with Section 162(m) of the Code to ensure the deductibility by the Company or its subsidiaries of the payment of Awards.

10. Tax Withholding. The Company or any subsidiary shall have the right to make all payments or distributions pursuant to the Plan to an Eligible Participant, net of any applicable Federal, State and local taxes required to be paid or withheld. The Company or any subsidiary shall have the right to withhold from wages, Awards or other amounts otherwise payable to such Eligible Participant such withholding taxes as may be required by law, or to otherwise require the Eligible Participant to pay such withholding taxes. If the Eligible Participant shall fail to make such tax payments as are required, the Company or any subsidiary shall, to the extent permitted by law, have the right to deduct any such taxes from any payment of any kind otherwise due to such Eligible Participant or to take such other action as may be necessary to satisfy such withholding obligations.

**CERTIFICATION PURSUANT TO
17 CFR 240.13a-14(a)/15(d)-14(a),
AS ADOPTED PURSUANT TO
SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002**

I, R. Richard Fontaine, certify that:

1. I have reviewed this report on Form 10-Q of GameStop Corp.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal controls over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - a. designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - b. designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - c. evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - d. disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of registrant's board of directors (or persons performing the equivalent function):
 - a. all significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - b. any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

By: /s/ R. Richard Fontaine

R. Richard Fontaine
Chairman of the Board and Chief Executive Officer GameStop Corp.

Date: September 5, 2006

**CERTIFICATION PURSUANT TO
RULE 13a-14(b) UNDER THE SECURITIES EXCHANGE ACT OF 1934
AND 18 U.S.C. SECTION 1350, AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002**

In connection with the quarterly report of GameStop Corp. (the "Company") on Form 10-Q for the period ended July 29, 2006 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, R. Richard Fontaine, Chairman of the Board and Chief Executive Officer of the Company, certify, to the best of my knowledge, pursuant to Rule 13a-14(b) under the Securities Exchange Act of 1934 and 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that:

- (1) The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
- (2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

/s/ R. Richard Fontaine

R. Richard Fontaine
Chairman of the Board and
Chief Executive Officer
GameStop Corp.
September 5, 2006

A signed original of this written statement required by Section 906, or other document authenticating, acknowledging, or otherwise adopting the signature that appears in typed form within the electronic version of this written statement required by Section 906, has been provided to the Company and will be retained by the Company and furnished to the Securities and Exchange Commission or its staff upon request.

**CERTIFICATION PURSUANT TO
RULE 13a-14(b) UNDER THE SECURITIES EXCHANGE ACT OF 1934
AND 18 U.S.C. SECTION 1350, AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002**

In connection with the quarterly report of GameStop Corp. (the "Company") on Form 10-Q for the period ended July 29, 2006 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, David W. Carlson, Executive Vice President and Chief Financial Officer of the Company, certify, to the best of my knowledge, pursuant to Rule 13a-14(b) under the Securities Exchange Act of 1934 and 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that:

- (1) The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
- (2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

/s/ David W. Carlson

David W. Carlson
Executive Vice President and
Chief Financial Officer
GameStop Corp.
September 5, 2006

A signed original of this written statement required by Section 906, or other document authenticating, acknowledging, or otherwise adopting the signature that appears in typed form within the electronic version of this written statement required by Section 906, has been provided to the Company and will be retained by the Company and furnished to the Securities and Exchange Commission or its staff upon request.