

GameStop Corp.
Form 10-Q
June 12, 2008

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**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 MAY 3, 2008**

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)*

20-2733559

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

**625 Westport Parkway,
Grapevine, Texas**

(Address of principal executive offices)

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, a non-accelerated filer, or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer Accelerated filer Non-accelerated filer Smaller reporting company
(Do not check if a smaller reporting company)

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 June 6, 2008: 163,356,001

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Table of Contents**PART I FINANCIAL INFORMATION****ITEM 1. Financial Statements****GAMESTOP CORP.****CONDENSED CONSOLIDATED BALANCE SHEETS**

	May 3, 2008	May 5, 2007	February 2, 2008
	(Unaudited)	(Unaudited)	
	(In thousands, except per share data)		
ASSETS:			
Current assets:			
Cash and cash equivalents	\$ 625,986	\$ 307,328	\$ 857,414
Receivables, net	66,662	38,856	56,019
Merchandise inventories, net	988,584	793,517	801,025
Prepaid expenses and other current assets	56,603	45,721	52,778
Prepaid taxes		52,136	
Deferred taxes	24,764	36,220	27,481
Total current assets	1,762,599	1,273,778	1,794,717
Property and equipment:			
Land	12,032	11,168	11,870
Buildings and leasehold improvements	396,278	318,215	378,611
Fixtures and equipment	560,051	447,649	538,738
	968,361	777,032	929,219
Less accumulated depreciation and amortization	451,472	317,276	417,550
Net property and equipment	516,889	459,756	511,669
Goodwill, net	1,415,509	1,403,557	1,402,440
Deferred financing fees	8,136	12,549	8,963
Deferred taxes	29,059	7,260	26,332
Other noncurrent assets	35,593	29,878	31,770
Total other assets	1,488,297	1,453,244	1,469,505
Total assets	\$ 3,767,785	\$ 3,186,778	\$ 3,775,891

LIABILITIES AND STOCKHOLDERS EQUITY:

Current liabilities:

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Accounts payable	\$ 781,927	\$ 597,444	\$ 844,376
Accrued liabilities	365,926	287,394	409,878
Note payable, current portion		12,173	
Taxes payable	4,674		6,303
Total current liabilities	1,152,527	897,011	1,260,557
Senior notes payable, long-term portion, net	544,992	573,760	574,473
Senior floating rate notes payable, long-term portion		163,614	
Deferred rent and other long-term liabilities	79,857	70,951	78,415
Total long-term liabilities	624,849	808,325	652,888
Total liabilities	1,777,376	1,705,336	1,913,445
Commitments and contingencies (Note 10)			
Stockholders' equity:			
Preferred stock — authorized 5,000 shares; no shares issued or outstanding			
Class A common stock — \$.001 par value; authorized 300,000 shares; 163,263, 157,414 and 161,007 shares issued and outstanding, respectively	163	157	161
Additional paid-in-capital	1,271,076	1,109,130	1,208,474
Accumulated other comprehensive income	34,837	13,515	31,603
Retained earnings	684,333	358,640	622,208
Total stockholders' equity	1,990,409	1,481,442	1,862,446
Total liabilities and stockholders' equity	\$ 3,767,785	\$ 3,186,778	\$ 3,775,891

See accompanying notes to condensed consolidated financial statements.

Table of Contents**GAMESTOP CORP.****CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS**

	13 Weeks Ended	
	May 3, 2008	May 5, 2007
	(In thousands, except per share data) (Unaudited)	
Sales	\$ 1,813,617	\$ 1,278,983
Cost of sales	1,340,211	930,214
Gross profit	473,406	348,769
Selling, general and administrative expenses	328,667	257,116
Depreciation and amortization	34,836	31,035
Operating earnings	109,903	60,618
Interest income	(4,942)	(3,828)
Interest expense	13,430	17,944
Debt extinguishment expense	2,331	6,724
Earnings before income tax expense	99,084	39,778
Income tax expense	36,959	15,055
Net earnings	\$ 62,125	\$ 24,723
Net earnings per common share-basic	\$ 0.38	\$ 0.16
Weighted average shares of common stock-basic	161,825	153,439
Net earnings per common share-diluted	\$ 0.37	\$ 0.15
Weighted average shares of common stock-diluted	167,377	161,256

See accompanying notes to condensed consolidated financial statements.

Table of Contents**GAMESTOP CORP.****CONDENSED CONSOLIDATED STATEMENT OF STOCKHOLDERS EQUITY**

	Class A Common Stock Shares	Common Stock	Additional Paid-in Capital	Accumulated Other Comprehensive Income (In thousands) (Unaudited)	Retained Earnings	Total
Balance at February 2, 2008	161,007	\$ 161	\$ 1,208,474	\$ 31,603	\$ 622,208	\$ 1,862,446
Comprehensive income:						
Net earnings for the 13 weeks ended May 3, 2008					62,125	
Foreign currency translation				3,234		
Total comprehensive income						65,359
Stock-based compensation			11,766			11,766
Exercise of stock options and issuance of shares upon vesting of restricted stock grants (including tax benefit of \$32,156)	2,256	2	50,836			50,838
Balance at May 3, 2008	163,263	\$ 163	\$ 1,271,076	\$ 34,837	\$ 684,333	\$ 1,990,409

See accompanying notes to condensed consolidated financial statements.

Table of Contents**GAMESTOP CORP.****CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS**

	13 Weeks Ended	
	May 3, 2008	May 5, 2007
	(In thousands)	
	(Unaudited)	
Cash flows from operating activities:		
Net earnings	\$ 62,125	\$ 24,723
Adjustments to reconcile net earnings to net cash flows used in operating activities:		
Depreciation and amortization (including amounts in cost of sales)	35,148	31,187
Amortization and retirement of deferred financing fees	826	2,087
Amortization and retirement of original issue discount on senior notes	518	449
Stock-based compensation expense	11,766	6,962
Deferred taxes	2,328	(1,393)
Excess tax benefits realized from exercise of stock-based awards	(30,044)	(48,343)
Loss on disposal of property and equipment	666	389
Increase in deferred rent and other long-term liabilities	4,659	5,472
Increase in liability to landlords for tenant allowances, net	1,358	628
Change in the value of foreign exchange contracts	2,011	319
Changes in operating assets and liabilities, net		
Receivables, net	(9,351)	(3,457)
Merchandise inventories	(171,929)	(106,393)
Prepaid expenses and other current assets	(413)	(4,897)
Prepaid taxes	28,760	11,329
Accounts payable and accrued liabilities	(139,135)	(213,545)
Net cash flows used in operating activities	(200,707)	(294,483)
Cash flows from investing activities:		
Purchase of property and equipment	(36,405)	(28,027)
Acquisitions, net of cash acquired	(16,995)	350
Net cash flows used in investing activities	(53,400)	(27,677)
Cash flows from financing activities:		
Repurchase of notes payable	(30,000)	(106,386)
Issuance of shares relating to stock options	20,426	29,971
Excess tax benefits realized from exercise of stock-based awards	30,044	48,343
Net (increase) decrease in other noncurrent assets and deferred financing fees	(4,361)	4,337
Net cash flows provided by (used in) financing activities	16,109	(23,735)
Exchange rate effect on cash and cash equivalents	6,570	820

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Net decrease in cash and cash equivalents	(231,428)	(345,075)
Cash and cash equivalents at beginning of period	857,414	652,403
Cash and cash equivalents at end of period	\$ 625,986	\$ 307,328

See accompanying notes to condensed consolidated financial statements.

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GAMESTOP CORP.

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
(In thousands, unless otherwise indicated, except per share data)
(Unaudited)

1. Basis of Presentation

GameStop Corp. (together with its predecessor companies, GameStop, we, our, or the Company), a Delaware corporation, is the world's largest retailer of video games and entertainment software. 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 of U.S. dollars 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 February 2, 2008 (fiscal 2007). 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 13 weeks ended May 3, 2008 are not indicative of the results to be expected for the 52 weeks ending January 31, 2009 (fiscal 2008).

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

2. Change in Accounting Principles

Effective February 3, 2008, the Company implemented Financial Accounting Standards Board (FASB) Statement of Financial Accounting Standards No. 157 (SFAS 157), *Fair Value Measurements*, which defines fair value, establishes a framework for its measurement and expands disclosures about fair value measurements. The Company elected to implement this Statement with the one-year deferral permitted by FASB Staff Position (FSP) 157-2 for nonfinancial assets and nonfinancial liabilities measured at fair value, except those that are recognized or disclosed on a recurring basis (at least annually). We do not expect any significant impact to our consolidated financial statements when we implement SFAS 157 for these assets and liabilities.

Due to our election under FSP 157-2, for fiscal 2008, SFAS 157 applies to our foreign exchange contracts, foreign currency options and cross-currency swaps (together, the Foreign Currency Contracts), Company-owned life insurance policies with a cash surrender value and certain nonqualified deferred compensation liabilities that are measured at fair value on a recurring basis in periods subsequent to initial recognition. The implementation of SFAS 157 did not result in a significant change in the method of calculating fair value of assets or liabilities. The primary impact from adoption was additional disclosures.

SFAS 157 requires disclosures that categorize assets and liabilities measured at fair value into one of three different levels depending on the observability of the inputs employed in the measurement. Level 1 inputs are quoted prices in active markets for identical assets or liabilities. Level 2 inputs are observable inputs other than quoted prices included within Level 1 for the asset or liability, either directly or indirectly through market-corroborated inputs. Level 3 inputs are unobservable inputs for the asset or liability reflecting our assumptions about pricing by market participants.

Table of Contents**GAMESTOP CORP.****NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

We value our Foreign Currency Contracts, Company-owned life insurance policies with cash surrender values and certain nonqualified deferred compensation liabilities based on Level 2 inputs using quotations provided by major market news services, such as Bloomberg and The Wall Street Journal, and industry-standard models that consider various assumptions, including quoted forward prices, time value, volatility factors, and contractual prices for the underlying instruments, as well as other relevant economic measures. When appropriate, valuations are adjusted to reflect credit considerations, generally based on available market evidence.

The following table provides the fair value of our financial assets and liabilities measured on a recurring basis and recorded on our condensed consolidated balance sheet as of May 3, 2008:

	May 3, 2008
	Level 2
	(In thousands)
Assets	
Foreign currency contracts	\$ 1,883
Company owned life insurance	3,441
Total assets	\$ 5,324
Liabilities	
Foreign currency contracts	\$ 12,610
Nonqualified deferred compensation	1,449
Total liabilities	\$ 14,059

In February 2007, the FASB issued Statement of Financial Accounting Standards No. 159, *The Fair Value Option for Financial Assets and Financial Liabilities* (SFAS 159). This Statement permits entities the option to measure many financial instruments and certain other items at fair value at specific election dates. Unrealized gains and losses on items for which the fair value option has been elected are reported in earnings. SFAS 159 was effective for our Company on February 3, 2008. The adoption of SFAS 159 did not have a material impact on our consolidated financial statements.

3. Business Combinations and Goodwill

On April 5, 2008, the Company purchased all the outstanding stock of Free Record Shop Norway AS, a Norwegian private limited liability company (FRS), for \$16,995, net of cash acquired. FRS operates 49 record stores in Norway and also operates office and warehouse facilities in Oslo, Norway. The Company intends to convert these stores into video game stores with an inventory assortment similar to its other stores in Norway. The acquisition was accounted for using the purchase method of accounting, with the excess of the purchase price over the net assets acquired, in the amount of \$13,069, recorded as goodwill. The pro forma effect assuming the acquisition of FRS at the beginning of fiscal 2007 is not material to the Company's consolidated financial statements.

Table of Contents**GAMESTOP CORP.****NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)****4. Accounting for Stock-Based Compensation**

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 expected employee forfeiture rate. The Company uses historical data to estimate the option life and the employee forfeiture rate, and uses historical volatility when estimating the stock price volatility. The options to purchase common stock granted during the 13 weeks ended May 3, 2008 and May 5, 2007 were 1,362 and 939, respectively, with a weighted-average fair value estimated at \$15.45 and \$10.16, respectively, using the following assumptions:

	13 Weeks Ended	
	May 3, 2008	May 5, 2007
Volatility	38.2%	40.5%
Risk-free interest rate	2.4%	4.8%
Expected life (years)	3.5	4.0
Expected dividend yield	0%	0%

In the 13 weeks ended May 3, 2008 and May 5, 2007, the Company included compensation expense relating to stock option grants of \$4,820 and \$4,176, respectively, in selling, general and administrative expenses in the accompanying condensed consolidated statements of operations. As of May 3, 2008, the unrecognized compensation expense related to the unvested portion of our stock options was \$26,330, which is expected to be recognized over a weighted average period of 2.2 years. The total intrinsic value of options exercised during the 13 weeks ended May 3, 2008 and May 5, 2007 were \$73,161 and \$134,969, respectively.

The restricted stock granted during the 13 weeks ended May 3, 2008 and May 5, 2007 were 534 shares and 956 shares, respectively. The shares had a fair market value of \$49.95 and \$26.68 per share, respectively, and vest in equal annual installments over three years. During the 13 weeks ended May 3, 2008 and May 5, 2007, the Company included compensation expense relating to the restricted share grants in the amount of \$6,946 and \$2,786, respectively, in selling, general and administrative expenses in the accompanying condensed consolidated statements of operations. As of May 3, 2008, there was \$33,944 of unrecognized compensation expense related to nonvested restricted stock awards that is expected to be recognized over a weighted average period of 2.3 years.

Table of Contents**GAMESTOP CORP.****NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)****5. Computation of Net Earnings Per Common Share**

On February 7, 2007, all outstanding shares of Class B common stock were converted into shares of Class A common stock on a one-for-one basis (the Conversion). In addition, as of February 9, 2007, the Board of Directors of the Company authorized a two-for-one stock split, effected by a one-for-one stock dividend to stockholders of record at the close of business on February 20, 2007, paid on March 16, 2007 (the Stock Split). The effect of the Conversion and the Stock Split has been retroactively applied to all periods presented in the condensed consolidated financial statements and notes thereto. The Company now has only Class A common stock outstanding and computes earnings per share in accordance with Statement of Financial Accounting Standards No. 128, *Earnings per Share*. A reconciliation of shares used in calculating basic and diluted net earnings per common share follows:

	13 Weeks Ended	
	May 3, 2008	May 5, 2007
	(In thousands, except per share data)	
Net earnings	\$ 62,125	\$ 24,723
Weighted average common shares outstanding	161,825	153,439
Dilutive effect of options and restricted shares on common stock	5,552	7,817
Common shares and dilutive potential common shares	167,377	161,256
Net earnings per common share:		
Basic	\$ 0.38	\$ 0.16
Diluted	\$ 0.37	\$ 0.15

The following table contains information on restricted shares and 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 May 3, 2008	1,302	\$ 49.95	2018
13 Weeks Ended May 5, 2007	900	\$ 26.68	2017

6. Debt

In October 2005, in connection with the Company's merger with Electronics Boutique Holdings Corp. ("EB") (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 and its U.S. subsidiaries. The Revolver places certain restrictions on the Company and its U.S. subsidiaries, including limitations on asset sales, additional liens and the incurrence of additional indebtedness. In April 2007, the Company amended the Revolver to extend the maturity date from October 11, 2010 to April 25, 2012, reduce the LIBO interest rate margin, reduce and fix the rate of the unused commitment fee and modify or delete certain other covenants.

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

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GAMESTOP CORP.

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)

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) 1.00% to 1.50% above the LIBO rate. The applicable margin is determined quarterly as a function of the Company's consolidated leverage ratio. As of May 3, 2008, the applicable margin was 0.0% for prime rate loans and 1.00% for LIBO rate loans. In addition, the Company is required to pay a commitment fee of 0.25% for any unused portion of the total commitment under the Revolver. As of May 3, 2008, there were no borrowings outstanding under the Revolver and letters of credit outstanding totaled \$7,046.

In September 2007, the Company's Luxembourg subsidiary entered into a discretionary, \$20,000 Uncommitted Line of Credit (the Line of Credit) with Bank of America. There is no term associated with the Line of Credit and Bank of America may withdraw the facility at any time without notice. The Line of Credit will be made available to the Company's foreign subsidiaries for use primarily as a bank overdraft facility for short term liquidity needs and for the issuance of bank guarantees and letters of credit to support operations. As of May 3, 2008, there were no borrowings outstanding under the Line of Credit and bank guarantees outstanding totaled \$4,435.

In September 2005, the Company, along with GameStop, Inc. 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 Senior Notes due 2012 (the Senior Notes) and, together with the Senior Floating Rate Notes, the Notes). 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 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 Senior Notes bear interest at 8.0% per annum, mature on October 1, 2012 and 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 May 3, 2008, the unamortized original issue discount was \$5,008. The rate of interest on the Senior Floating Rate Notes prior to their redemption on October 1, 2007 was 9.2350% per annum. 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 May 3, 2008, the Company was in compliance with all covenants associated with the Revolver and the Indenture.

Under certain conditions, the Issuers may on any one or more occasions prior to maturity redeem up to 100% of the aggregate principal amount of Senior Notes issued under the Indenture at redemption prices at or in excess of 100% of the principal amount thereof plus accrued and unpaid interest, if any, to the redemption date. The circumstances which

would limit the percentage of the Notes which may be redeemed or which would require the Company to pay a premium in excess of 100% of the principal amount are defined in the Indenture. Upon a Change of Control (as defined in the Indenture), the Issuers are required to offer to purchase all of the Notes then outstanding at 101% of the principal amount thereof plus accrued and unpaid interest, if any, to the date of purchase. The Issuers may acquire Senior Notes by means other than redemption, whether by tender offer, open market purchases, negotiated transactions or otherwise, in accordance with applicable securities laws, so long as such acquisitions do not otherwise violate the terms of the Indenture.

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GAMESTOP CORP.

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)

In May 2006, the Company announced that its Board of Directors authorized the buyback of up to an aggregate of \$100,000 of its Senior Floating Rate Notes and Senior Notes. As of February 3, 2007, the Company had repurchased the maximum authorized amount, having acquired \$50,000 of its Senior Notes and \$50,000 of its Senior Floating Rate Notes, and delivered the Notes to the Trustee for cancellation.

On February 9, 2007, the Company announced that its Board of Directors authorized the buyback of up to an aggregate of an additional \$150,000 of its Senior Notes and Senior Floating Rate Notes. As of May 5, 2007, the Company repurchased \$106,386 of the Notes, having acquired \$20,000 of its Senior Notes and \$86,386 of its Senior Floating Rate Notes, and delivered the Notes to the Trustee for cancellation. The associated loss on retirement of this debt was \$6,724, which consists of the premium paid to retire the Notes and the write-off of the deferred financing fees and the original issue discount on the Notes. As of February 2, 2008, the Company repurchased an additional \$43,614 of its Senior Floating Rate Notes to complete the \$150,000 buyback in fiscal 2007.

On June 28, 2007, the Company announced that its Board of Directors authorized the redemption of the remaining \$120,000 of Senior Floating Rate Notes outstanding. The Company redeemed the Senior Floating Rate Notes on October 1, 2007 at the redemption price specified by the Senior Floating Rate Notes of 102.0%, plus all accrued and unpaid interest through the redemption date. The Company incurred a one-time pre-tax charge of \$3,840 associated with the redemption, which represents a \$2,400 redemption premium and \$1,440 to recognize unamortized deferred financing costs.

On February 7, 2008, the Company announced that its Board of Directors authorized the buyback of up to an aggregate of an additional \$130,000 of its 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 May 3, 2008, the Company had repurchased \$30,000 of its Senior Notes pursuant to this new authorization and delivered the Senior Notes to the Trustee for cancellation. The associated loss on retirement of debt is \$2,331, which consists of the premium paid to retire the Senior Notes and the write-off of the deferred financing fees and the original issue discount on the Senior Notes.

During October 2007, the Company paid the final principal payment of \$12,173 to Barnes & Noble, Inc. (Barnes & Noble) on the promissory note that was issued in connection with the repurchase of GameStop's common stock held by Barnes & Noble, satisfying the promissory note in full. The note was unsecured and bore interest at 5.5% per annum.

Table of Contents**GAMESTOP CORP.****NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)****7. 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	
	May 3, 2008	May 5, 2007
	(In thousands)	
Net earnings	\$ 62,125	\$ 24,723
Other comprehensive income:		
Foreign currency translation adjustments	3,234	10,288
Total comprehensive income	\$ 65,359	\$ 35,011

8. Income Taxes

The Company and its subsidiaries file income tax returns in the U.S. federal jurisdiction and various states and foreign jurisdictions. The Company is no longer subject to U.S. federal income tax examination by tax authorities for years before and including the fiscal year ended January 31, 2004 (fiscal 2003). The Internal Revenue Service (IRS) commenced an examination of the Company's U.S. income tax returns for the fiscal years ended January 29, 2005 (fiscal 2004) and January 28, 2006 (fiscal 2005) in the first quarter of fiscal 2007 that is anticipated to be completed in 2008. The Company does not anticipate any adjustments that would result in a material impact on its consolidated financial statements.

For the quarter ended May 3, 2008, the Company recognized a \$657 decrease in the liability for unrecognized tax benefits and an increase of \$321 for interest and penalties. As of May 3, 2008, the gross amount of unrecognized tax benefits, interest and penalties was \$23,889. The total amount of unrecognized tax benefit that, if recognized, would affect the effective tax rate was \$19,892 as of May 3, 2008. The Company had \$3,997 in interest and penalties related to unrecognized tax benefits as of May 3, 2008.

It is reasonably possible that the amount of the unrecognized benefit with respect to certain of our unrecognized tax positions could significantly increase or decrease within the next 12 months as a result of settling ongoing audits. At this time, an estimate of the range of the reasonably possible outcomes cannot be made.

The tax provisions for the 13 weeks ended May 3, 2008 and May 5, 2007 are based upon management's estimate of the Company's annualized effective tax rate.

9. Certain Relationships and Related Transactions

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The Company operates departments within nine bookstores operated by Barnes & Noble, a stockholder of the Company 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. During the 13 weeks ended May 3, 2008 and May 5, 2007, these charges amounted to \$294 and \$232, respectively.

Until June 2005, 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 GameStop based upon total payroll expense, property and equipment, and insurance claim history of GameStop. Management deemed the allocation methodology to be reasonable. Although the Company secured its own insurance coverage, costs will likely continue to be incurred by Barnes & Noble on insurance claims which were incurred under its programs prior to June 2005 and any such costs applicable to insurance claims against the

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GAMESTOP CORP.

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)

Company will be allocated to the Company. During the 13 weeks ended May 3, 2008 and May 5, 2007, these allocated charges amounted to \$73 and \$66, respectively.

In October 2004, the Company's Board of Directors authorized a repurchase of the common stock held by Barnes & Noble. The Company repurchased 12,214 shares of its common stock at a price equal to \$9.13 per share for aggregate consideration before expenses of \$111,520. The Company paid \$37,500 in cash and issued a promissory note in the principal amount of \$74,020, which was payable in installments and bore interest at 5.5% per annum, payable when principal installments were due. The Company's final scheduled principal payment of \$12,173 was paid in October 2007. Interest expense on the promissory note for the 13 weeks ended May 5, 2007 totaled \$169.

In May 2005, we entered into an arrangement with Barnes & Noble under which www.gamestop.com became the exclusive specialty video game retailer listed on www.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 www.bn.com. For the 13 weeks ended May 3, 2008 and May 5, 2007, the fee to Barnes & Noble totaled \$71 and \$54, respectively.

10. Commitments and Contingencies

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, 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. Moore was found guilty of capital murder in a criminal trial and was sentenced to death in August 2005.

The court's scheduling order anticipated a Frye hearing in April 2007, at which plaintiffs' causation theory and experts' credentials were to be challenged. However, that hearing did not take place and plaintiffs' Alabama and Florida counsel withdrew. New Alabama counsel has entered their appearance for plaintiffs and a new scheduling order for the Frye expert-causation hearing has been set. It is anticipated that the issue of the admissibility of plaintiffs' expert testimony will be decided in late fall 2008. There is no current trial date. The Company does 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 the Company's 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 financial condition or results of operations.

In 2003, the Company purchased a 51% controlling interest in GameStop Group Limited. Under the terms of the purchase agreement, the minority interest owners of the remaining 49% have the ability to require the Company to purchase their remaining shares in incremental percentages at a price to be determined based partially on the Company's price to earnings ratio and GameStop Group Limited's earnings. On May 21, 2008, the minority interest owners exercised their right to sell one-third of their shares, or 16% of GameStop Group Limited, to the Company under the terms of the original purchase agreement. The transaction was completed in June 2008 for \$27,111. The

Company already consolidates the results of GameStop Group Limited; therefore, the additional acquisition will not have a material effect on the Company's financial statements.

Table of Contents**GAMESTOP CORP.****NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)****11. Significant Products**

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) by significant product category for the periods indicated:

	13 Weeks Ended			
	May 3, 2008		May 5, 2007	
	Sales	Percent of Total	Sales	Percent of Total
Sales:				
New video game hardware	\$ 339.0	18.7%	\$ 281.4	22.0%
New video game software	792.8	43.7%	460.6	36.0%
Used video game products	415.7	22.9%	326.4	25.5%
Other	266.1	14.7%	210.6	16.5%
Total	\$ 1,813.6	100.0%	\$ 1,279.0	100.0%

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			
	May 3, 2008		May 5, 2007	
	Gross Profit	Gross Profit Percent	Gross Profit	Gross Profit Percent
Gross Profit:				
New video game hardware	\$ 20.4	6.0%	\$ 21.6	7.7%
New video game software	156.6	19.8%	91.8	19.9%
Used video game products	204.1	49.1%	164.3	50.3%
Other	92.3	34.7%	71.1	33.8%
Total	\$ 473.4	26.1%	\$ 348.8	27.3%

12. 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 websites under the names www.gamestop.com and www.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 12 European countries.

Table of Contents**GAMESTOP CORP.****NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

The Company measures segment profit using operating earnings, which is defined as income from continuing operations before intercompany royalty fees, net interest expense and income taxes. The basis of segmentation and the measurement of segment profit or loss have not changed since the end of fiscal 2007 and there have been no material changes in total assets by segment since February 2, 2008. Transactions between reportable segments consist primarily of royalties, management fees, intersegment loans and related interest. Information on segments appears in the following tables.

Net sales by operating segment were as follows:

	13 Weeks Ended	
	May 3, 2008	May 5, 2007
United States	\$ 1,377,131	\$ 1,004,089
Canada	128,903	80,077
Australia	103,431	72,259
Europe	204,152	122,558
Total	\$ 1,813,617	\$ 1,278,983

Segment operating earnings (loss) were as follows:

	13 Weeks Ended	
	May 3, 2008	May 5, 2007
United States	\$ 92,757	\$ 53,607
Canada	5,802	3,652
Australia	7,814	4,470
Europe	3,530	(1,111)
Total	\$ 109,903	\$ 60,618

13. Supplemental Cash Flow Information

13 Weeks Ended	
May 3, 2008	May 5, 2007

Cash paid during the period for:		
Interest	\$ 24,862	\$ 28,086
Income taxes	\$ 4,876	\$ 4,805

14. Consolidating Financial Statements

In order to finance the merger, as described in Note 6, on September 28, 2005, the Company, along with GameStop, Inc. as co-issuer, completed the offering of the Notes. As of February 2, 2008, the Senior Floating Rate Notes have been completely redeemed. The direct and indirect U.S. wholly-owned subsidiaries of the Company, excluding GameStop, Inc., as co-issuer, have guaranteed the Senior Notes on a senior unsecured basis with unconditional guarantees.

The following condensed consolidating financial statements present the financial position as of May 3, 2008, May 5, 2007 and February 2, 2008 and results of operations and cash flows for the 13 weeks ended May 3, 2008 and May 5, 2007 of the Company's guarantor and non-guarantor subsidiaries.

Table of Contents**GAMESTOP CORP.****NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)****GameStop Corp.
Condensed Consolidating Balance Sheet**

	Issuers and Guarantor Subsidiaries May 3, 2008	Non-Guarantor Subsidiaries May 3, 2008	Eliminations	Consolidated May 3, 2008
	(Amounts in thousands, except per share amounts) (Unaudited)			
ASSETS:				
Current assets:				
Cash and cash equivalents	\$ 538,724	\$ 87,262	\$	\$ 625,986
Receivables, net	210,089	22,377	(165,804)	66,662
Merchandise inventories, net	626,010	362,574		988,584
Prepaid expenses and other current assets	37,775	18,828		56,603
Deferred taxes	21,526	3,238		24,764
Total current assets	1,434,124	494,279	(165,804)	1,762,599
Property and equipment:				
Land	2,670	9,362		12,032
Buildings and leasehold improvements	254,574	141,704		396,278
Fixtures and equipment	442,539	117,512		560,051
	699,783	268,578		968,361
Less accumulated depreciation and amortization	354,850	96,622		451,472
Net property and equipment	344,933	171,956		516,889
Investment	555,065		(555,065)	
Goodwill, net	1,096,622	318,887		1,415,509
Deferred financing fees	8,116	20		8,136
Deferred taxes	7,378	21,681		29,059
Other noncurrent assets	17,240	18,353		35,593
Total other assets	1,684,421	358,941	(555,065)	1,488,297
Total assets	\$ 3,463,478	\$ 1,025,176	\$ (720,869)	\$ 3,767,785

LIABILITIES AND STOCKHOLDERS EQUITY (DEFICIT):

Current liabilities:				
Accounts payable	\$ 595,716	\$ 186,211	\$	\$ 781,927
Accrued liabilities	274,775	256,955	(165,804)	365,926
Taxes payable	(11,336)	16,010		4,674
Total current liabilities	859,155	459,176	(165,804)	1,152,527
Senior notes payable, long-term portion, net	544,992			544,992
Deferred rent and other long-term liabilities	68,922	10,935		79,857
Total long-term liabilities	613,914	10,935		624,849
Total liabilities	1,473,069	470,111	(165,804)	1,777,376
Stockholders' equity (deficit):				
Preferred stock - authorized 5,000 shares; no shares issued or outstanding				
Class A common stock - \$.001 par value; authorized 300,000 shares; 163,263 shares issued and outstanding	163			163
Additional paid-in-capital	1,271,076	388,139	(388,139)	1,271,076
Accumulated other comprehensive income (loss)	34,837	12,110	(12,110)	34,837
Retained earnings	684,333	154,816	(154,816)	684,333
Total stockholders' equity (deficit)	1,990,409	555,065	(555,065)	1,990,409
Total liabilities and stockholders' equity (deficit)	\$ 3,463,478	\$ 1,025,176	\$ (720,869)	\$ 3,767,785

Table of Contents**GAMESTOP CORP.****NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)****GameStop Corp.
Condensed Consolidating Balance Sheet**

	Issuers and Guarantor Subsidiaries May 5, 2007	Non-Guarantor Subsidiaries May 5, 2007	Eliminations	Consolidated May 5, 2007
	(Amounts in thousands, except per share amounts) (Unaudited)			
ASSETS:				
Current assets:				
Cash and cash equivalents	\$ 252,057	\$ 55,271	\$	\$ 307,328
Receivables, net	136,207	9,347	(106,698)	38,856
Merchandise inventories, net	553,489	240,028		793,517
Prepaid expenses and other current assets	31,458	14,263		45,721
Prepaid taxes	54,950	(2,814)		52,136
Deferred taxes	34,394	1,826		36,220
Total current assets	1,062,555	317,921	(106,698)	1,273,778
Property and equipment:				
Land	2,670	8,498		11,168
Buildings and leasehold improvements	218,128	100,087		318,215
Fixtures and equipment	362,061	85,588		447,649
	582,859	194,173		777,032
Less accumulated depreciation and amortization	259,911	57,365		317,276
Net property and equipment	322,948	136,808		459,756
Investment	484,562		(484,562)	
Goodwill, net	1,097,739	305,818		1,403,557
Deferred financing fees	12,531	18		12,549
Deferred taxes	(5,787)	13,047		7,260
Other noncurrent assets	18,483	11,395		29,878
Total other assets	1,607,528	330,278	(484,562)	1,453,244
Total assets	\$ 2,993,031	\$ 785,007	\$ (591,260)	\$ 3,186,778

LIABILITIES AND STOCKHOLDERS EQUITY (DEFICIT):

Current liabilities:				
Accounts payable	\$ 463,956	\$ 133,488	\$	\$ 597,444
Accrued liabilities	234,041	160,051	(106,698)	287,394
Note payable, current portion	12,173			12,173
Total current liabilities	710,170	293,539	(106,698)	897,011
Senior notes payable, long-term portion, net	573,760			573,760
Senior floating rate notes payable, long-term portion	163,614			163,614
Deferred rent and other long-term liabilities	64,045	6,906		70,951
Total long-term liabilities	801,419	6,906		808,325
Total liabilities	1,511,589	300,445	(106,698)	1,705,336
Stockholders' equity (deficit):				
Preferred stock - authorized 5,000 shares; no shares issued or outstanding				
Class A common stock - \$.001 par value; authorized 300,000 shares; 157,414 shares issued and outstanding	157			157
Additional paid-in-capital	1,109,130	389,441	(389,441)	1,109,130
Accumulated other comprehensive income (loss)	13,515	1,613	(1,613)	13,515
Retained earnings	358,640	93,508	(93,508)	358,640
Total stockholders' equity (deficit)	1,481,442	484,562	(484,562)	1,481,442
Total liabilities and stockholders' equity (deficit)	\$ 2,993,031	\$ 785,007	\$ (591,260)	\$ 3,186,778

Table of Contents**GAMESTOP CORP.****NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)****GameStop Corp.
Condensed Consolidating Balance Sheet**

	Issuers and Guarantor Subsidiaries February 2, 2008	Non-Guarantor Subsidiaries February 2, 2008	Eliminations	Consolidated February 2, 2008
	(Amounts in thousands, except per share amounts)			
	ASSETS:			
Current assets:				
Cash and cash equivalents	\$ 671,333	\$ 186,081	\$	\$ 857,414
Receivables, net	198,923	22,616	(165,520)	56,019
Merchandise inventories, net	501,861	299,164		801,025
Prepaid expenses and other current assets	37,119	15,659		52,778
Deferred taxes	24,153	3,328		27,481
Total current assets	1,433,389	526,848	(165,520)	1,794,717
Property and equipment:				
Land	2,670	9,200		11,870
Buildings and leasehold improvements	246,907	131,704		378,611
Fixtures and equipment	427,623	111,115		538,738
	677,200	252,019		929,219
Less accumulated depreciation and amortization	331,176	86,374		417,550
Net property and equipment	346,024	165,645		511,669
Investment	543,088		(543,088)	
Goodwill, net	1,096,622	305,818		1,402,440
Deferred financing fees	8,943	20		8,963
Deferred taxes	7,378	18,954		26,332
Other noncurrent assets	15,155	16,615		31,770
Total other assets	1,671,186	341,407	(543,088)	1,469,505
Total assets	\$ 3,450,599	\$ 1,033,900	\$ (708,608)	\$ 3,775,891

LIABILITIES AND STOCKHOLDERS EQUITY (DEFICIT):

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Current liabilities:				
Accounts payable	\$ 635,722	\$ 208,654	\$	\$ 844,376
Accrued liabilities	318,314	257,084	(165,520)	409,878
Taxes payable	(8,842)	15,145		6,303
Total current liabilities	945,194	480,883	(165,520)	1,260,557
Senior notes payable, long-term portion, net	574,473			574,473
Deferred rent and other long-term liabilities	68,486	9,929		78,415
Total long-term liabilities	642,959	9,929		652,888
Total liabilities	1,588,153	490,812	(165,520)	1,913,445
Stockholders' equity (deficit):				
Preferred stock - authorized 5,000 shares; no shares issued or outstanding				
Class A common stock - \$.001 par value; authorized 300,000 shares; 161,007 shares issued and outstanding	161			161
Additional paid-in-capital	1,208,474	385,751	(385,751)	1,208,474
Accumulated other comprehensive income (loss)	31,603	11,262	(11,262)	31,603
Retained earnings	622,208	146,075	(146,075)	622,208
Total stockholders' equity (deficit)	1,862,446	543,088	(543,088)	1,862,446
Total liabilities and stockholders' equity (deficit)	\$ 3,450,599	\$ 1,033,900	\$ (708,608)	\$ 3,775,891

Table of Contents**GAMESTOP CORP.****NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)****GameStop Corp.
Condensed Consolidating Statement of Operations**

For the 13 Weeks Ended May 3, 2008	Issuers and Guarantor Subsidiaries May 3, 2008	Non-Guarantor Subsidiaries May 3, 2008	Eliminations	Consolidated May 3, 2008
			(Amounts in thousands) (Unaudited)	
Sales	\$ 1,377,131	\$ 436,486	\$	\$ 1,813,617
Cost of sales	1,013,201	327,010		1,340,211
Gross profit	363,930	109,476		473,406
Selling, general and administrative expenses	245,588	83,079		328,667
Depreciation and amortization	25,585	9,251		34,836
Operating earnings	92,757	17,146		109,903
Interest income	(6,124)	(7,045)	8,227	(4,942)
Interest expense	12,294	9,363	(8,227)	13,430
Debt extinguishment expense	2,331			2,331
Earnings before income tax expense	84,256	14,828		99,084
Income tax expense	30,872	6,087		36,959
Net earnings	\$ 53,384	\$ 8,741	\$	\$ 62,125

**GameStop Corp.
Condensed Consolidating Statement of Operations**

For the 13 Weeks Ended May 5, 2007	Issuers and Guarantor Subsidiaries May 5, 2007	Non-Guarantor Subsidiaries May 5, 2007	Eliminations	Consolidated May 5, 2007
			(Amounts in thousands) (Unaudited)	
Sales	\$ 1,004,089	\$ 274,894	\$	\$ 1,278,983
Cost of sales	723,528	206,686		930,214

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Gross profit	280,561	68,208		348,769
Selling, general and administrative expenses	202,680	54,436		257,116
Depreciation and amortization	24,274	6,761		31,035
Operating earnings	53,607	7,011		60,618
Interest income	(5,363)	(3,845)	5,380	(3,828)
Interest expense	17,910	5,414	(5,380)	17,944
Debt extinguishment expense	6,724			6,724
Earnings before income tax expense	34,336	5,442		39,778
Income tax expense	12,987	2,068		15,055
Net earnings	\$ 21,349	\$ 3,374	\$	\$ 24,723

Table of Contents**GAMESTOP CORP.****NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)****GameStop Corp.
Condensed Consolidating Statement of Cash Flows**

For the 13 Weeks Ended May 3, 2008	Issuers and Guarantor Subsidiaries May 3, 2008	Non-Guarantor Subsidiaries May 3, 2008	Eliminations (Amounts in thousands) (Unaudited)	Consolidated May 3, 2008
Cash flows from operating activities:				
Net earnings	\$ 53,384	\$ 8,741	\$	\$ 62,125
Adjustments to reconcile net earnings to net cash flows used in operating activities:				
Depreciation and amortization (including amounts in cost of sales)	25,892	9,256		35,148
Amortization and retirement of deferred financing fees	826			826
Amortization and retirement of original issue discount on senior notes	518			518
Stock-based compensation expense	11,766			11,766
Deferred taxes	2,627	(299)		2,328
Excess tax benefits realized from exercise of stock-based awards	(30,044)			(30,044)
Loss on disposal of property and equipment	566	100		666
Increase in deferred rent and other long-term liabilities	4,054	605		4,659
Increase in liability to landlords for tenant allowances, net	1,183	175		1,358
Change in the value of foreign exchange contracts	2,641	(630)		2,011
Changes in operating assets and liabilities, net				
Receivables, net	(10,881)	1,530		(9,351)
Merchandise inventories	(124,149)	(47,780)		(171,929)
Prepaid expenses and other current assets	(380)	(33)		(413)
Prepaid taxes	27,918	842		28,760
Accounts payable and accrued liabilities	(90,751)	(48,384)		(139,135)
Net cash flows used in operating activities	(124,830)	(75,877)		(200,707)
Cash flows from investing activities:				
Purchase of property and equipment	(25,206)	(11,199)		(36,405)

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Acquisitions, net of cash acquired		(16,995)		(16,995)
Net cash flows used in investing activities	(25,206)	(28,194)		(53,400)
Cash flows from financing activities:				
Repurchase of notes payable	(30,000)			(30,000)
Issuance of shares relating to stock options	20,426			20,426
Excess tax benefits realized from exercise of stock-based awards	30,044			30,044
Net decrease (increase) in other noncurrent assets and deferred financing fees	(3,043)	(1,318)		(4,361)
Net cash flows provided by (used in) financing activities	17,427	(1,318)		16,109
Exchange rate effect on cash and cash equivalents		6,570		6,570
Net decrease in cash and cash equivalents	(132,609)	(98,819)		(231,428)
Cash and cash equivalents at beginning of period	671,333	186,081		857,414
Cash and cash equivalents at end of period	\$ 538,724	\$ 87,262	\$	\$ 625,986

Table of Contents**GAMESTOP CORP.****NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)****GameStop Corp.
Condensed Consolidating Statement of Cash Flows**

For the 13 Weeks Ended May 5, 2007	Issuers and Guarantor Subsidiaries May 5, 2007	Non-Guarantor Subsidiaries May 5, 2007	Eliminations	Consolidated May 5, 2007
			(Amounts in thousands)	
			(Unaudited)	
Cash flows from operating activities:				
Net earnings	\$ 21,349	\$ 3,374	\$	\$ 24,723
Adjustments to reconcile net earnings to net cash flows used in operating activities:				
Depreciation and amortization (including amounts in cost of sales)	24,426	6,761		31,187
Amortization and retirement of deferred financing fees	2,087			2,087
Amortization and retirement of original issue discount on senior notes	449			449
Stock-based compensation expense	6,962			6,962
Deferred taxes	(1,078)	(315)		(1,393)
Excess tax benefits realized from exercise of stock-based awards	(48,343)			(48,343)
Loss on disposal of property and equipment	525	(136)		389
Increase in deferred rent and other long-term liabilities	2,011	3,461		5,472
Increase in liability to landlords for tenant allowances, net	505	123		628
Change in the value of foreign exchange contracts	1,541	(1,222)		319
Changes in operating assets and liabilities, net				
Receivables, net	(4,252)	795		(3,457)
Merchandise inventories	(58,352)	(48,041)		(106,393)
Prepaid expenses and other current assets	(519)	(4,378)		(4,897)
Prepaid taxes	14,225	(2,896)		11,329
Accounts payable and accrued liabilities	(251,331)	37,786		(213,545)
Net cash flows used in operating activities	(289,795)	(4,688)		(294,483)
Cash flows from investing activities:				
Purchase of property and equipment	(21,959)	(6,068)		(28,027)

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Acquisitions, net of cash acquired	350		350
Net cash flows used in investing activities	(21,609)	(6,068)	(27,677)
Cash flows from financing activities:			
Repurchase of notes payable	(106,386)		(106,386)
Issuance of shares relating to stock options	29,971		29,971
Excess tax benefits realized from exercise of stock-based awards	48,343		48,343
Net decrease (increase) in other noncurrent assets and deferred financing fees	9,019	(4,682)	4,337
Net cash flows used in financing activities	(19,053)	(4,682)	(23,735)
Exchange rate effect on cash and cash equivalents		820	820
Net decrease in cash and cash equivalents	(330,457)	(14,618)	(345,075)
Cash and cash equivalents at beginning of period	582,514	69,889	652,403
Cash and cash equivalents at end of period	\$ 252,057	\$ 55,271	\$ 307,328

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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 GameStop's Annual Report on Form 10-K for the fiscal year ended February 2, 2008 filed with the Securities and Exchange Commission (the "SEC") on April 2, 2008 (the "Form 10-K"), including the factors disclosed under Item 1A. Risk Factors.

General

GameStop Corp. (together with its predecessor companies, GameStop, we, our, or 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 May 3, 2008, we operated 5,453 stores in the United States, Australia, Canada and Europe, primarily under the names GameStop and EB Games. We also operate electronic commerce websites under the names www.gamestop.com and www.ebgames.com and publish *Game Informer*, the industry's largest multi-platform video game magazine in the United States based on circulation.

Our fiscal year is composed of 52 or 53 weeks ending on the Saturday closest to January 31. The fiscal years ending January 31, 2009 (fiscal 2008) and ended February 2, 2008 (fiscal 2007) consist of 52 weeks.

Growth in the video game industry is driven by the introduction of new technology. In 2005 in the North American markets, Sony introduced the PlayStation Portable (the PSP) in March and Microsoft introduced the Xbox 360 in November. In November 2006, Nintendo introduced the Wii hardware platform worldwide and Sony introduced the PlayStation 3 hardware platform in the North American markets. Sony introduced the PlayStation 3 platform in the Australian and European markets in March 2007. Typically, following the introduction of new video game platforms, sales of new video game hardware increase as a percentage of total 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 subsequent 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 years subsequent to the first full year following the launch period. 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 the hardware platforms listed above and sales of related software and accessories will increase in the future. The Company's gross margin in the 13 weeks ended May 3, 2008 and May 5, 2007 were impacted by the recent launches of these new products.

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. For a summary of significant accounting policies and the means by which we develop estimates thereon, see Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations in our 2007 Annual Report on Form 10-K.

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

	13 Weeks Ended	
	May 3, 2008	May 5, 2007
Statement of Operations Data:		
Sales	100.0%	100.0%
Cost of sales	73.9	72.7
Gross profit	26.1	27.3
Selling, general and administrative expenses	18.1	20.2
Depreciation and amortization	1.9	2.4
Operating earnings	6.1	4.7
Interest expense, net	0.5	1.1
Debt extinguishment expense	0.1	0.5
Earnings before income tax expense	5.5	3.1
Income tax expense	2.1	1.2
Net earnings	3.4%	1.9%

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 May 3, 2008 and May 5, 2007, these purchasing, receiving and distribution costs amounted to \$12.1 million and \$9.1 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 May 3, 2008 and May 5, 2007, these processing fees amounted to \$12.9 million and \$9.0 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 reclassifications had no material net effect on the 13 weeks ended May 3, 2008 and May 5, 2007.

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

	13 Weeks Ended			
	May 3, 2008		May 5, 2007	
	Sales	Percent of Total	Sales	Percent of Total
Sales:				
New video game hardware	\$ 339.0	18.7%	\$ 281.4	22.0%

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New video game software	792.8	43.7%	460.6	36.0%
Used video game products	415.7	22.9%	326.4	25.5%
Other	266.1	14.7%	210.6	16.5%
Total	\$ 1,813.6	100.0%	\$ 1,279.0	100.0%

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

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

	13 Weeks Ended			
	May 3, 2008		May 5, 2007	
	Gross Profit	Gross Profit Percent	Gross Profit	Gross Profit Percent
Gross Profit:				
New video game hardware	\$ 20.4	6.0%	\$ 21.6	7.7%
New video game software	156.6	19.8%	91.8	19.9%
Used video game products	204.1	49.1%	164.3	50.3%
Other	92.3	34.7%	71.1	33.8%
Total	\$ 473.4	26.1%	\$ 348.8	27.3%

13 weeks ended May 3, 2008 compared with the 13 weeks ended May 5, 2007

Sales increased by \$534.6 million, or 41.8%, from \$1,279.0 million in the 13 weeks ended May 5, 2007 to \$1,813.6 million in the 13 weeks ended May 3, 2008. The increase in sales was attributable to the comparable store sales increase of 27.1% for the first quarter of fiscal 2008, the addition of non-comparable store sales from the 796 stores opened since February 4, 2007 of approximately \$144.8 million and increases related to changes in foreign exchange rates of \$41.1 million. Stores are included in our comparable store sales base beginning in the thirteenth month of operation and exclude the effect of changes in foreign exchange rates. The comparable store sales increase was driven by strong sales of new video game software which is typical as the installed base of the new hardware platforms increases in the years following their launch. The new software sales increase was spread across all platforms and included several strong video game titles, such as Grand Theft Auto IV and Super Smash Bros. Brawl.

New video game hardware sales increased \$57.6 million, or 20.5%, from \$281.4 million in the 13 weeks ended May 5, 2007 to \$339.0 million in the 13 weeks ended May 3, 2008, primarily due to continued expansion of the installed base of the new hardware platforms and the increase in store count since the end of the first quarter of fiscal 2007. New video game software sales increased \$332.2 million, or 72.1%, from \$460.6 million in the 13 weeks ended May 5, 2007 to \$792.8 million in the 13 weeks ended May 3, 2008, primarily due to the strong sales of new video game titles and the increased sales related to the new hardware systems discussed above, as well as the new stores added since last year. Used video game product sales also grew due to an increase in store count and an increase in the availability of hardware and software associated with the new hardware platforms as those platforms age and expand. Used video game product sales increased \$89.3 million, or 27.4%, from \$326.4 million in the 13 weeks ended May 5, 2007 to \$415.7 million in the 13 weeks ended May 3, 2008. Sales of other product categories grew 26.4%, or \$55.5 million, from the 13 weeks ended May 5, 2007 to the 13 weeks ended May 3, 2008, due to the increase in store count and the increase in new hardware platform accessories sales.

As a percentage of sales, new video game hardware, used video game products and the other product category decreased in the 13 weeks ended May 3, 2008 compared to the 13 weeks ended May 5, 2007. This was due to the strong sales of new video game software driven by the continued expansion of the installed base of the new video game consoles mentioned earlier and a strong lineup of video game titles released in the quarter.

Cost of sales increased by \$410.0 million, or 44.1%, from \$930.2 million in the 13 weeks ended May 5, 2007 to \$1,340.2 million in the 13 weeks ended May 3, 2008 as a result of an increase in sales and the changes in gross profit discussed below.

Gross profit increased by \$124.6 million, or 35.7%, from \$348.8 million in the 13 weeks ended May 5, 2007 to \$473.4 million in the 13 weeks ended May 3, 2008. Gross profit as a percentage of sales decreased from 27.3% in the 13 weeks ended May 5, 2007 to 26.1% in the 13 weeks ended May 3, 2008. The gross profit percentage decrease was caused primarily by the increase in sales of new video game software as a percentage of total sales in the first quarter of fiscal 2008, which resulted in a decrease in sales of higher margin used video game products and other

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products as a percentage of total sales. Gross profit as a percentage of sales on new video game hardware decreased from 7.7% in the prior year quarter to 6.0% of sales this quarter due to a change in the mix of hardware units sold and a reduction in warranty attachment sales during the first quarter of fiscal 2008. Gross profit as a percentage of sales on used video game products decreased from 50.3% in the 13 weeks ended May 5, 2007 to 49.1% in the 13 weeks ended May 3, 2008 due to higher refurbishment costs associated with an increase in production of refurbished hardware platforms during the first quarter of fiscal 2008.

Selling, general and administrative expenses increased by \$71.6 million, or 27.8%, from \$257.1 million in the 13 weeks ended May 5, 2007 to \$328.7 million in the 13 weeks ended May 3, 2008. This increase was primarily attributable to 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 20.2% in the 13 weeks ended May 5, 2007 to 18.1% in the 13 weeks ended May 3, 2008. The decrease in selling, general and administrative expenses as a percentage of sales was primarily due to leveraging as a result of the higher sales discussed above. Included in selling, general and administrative expenses is \$11.8 million and \$7.0 million in stock-based compensation expense for the 13 weeks ended May 3, 2008 and May 5, 2007, respectively.

Depreciation and amortization expense increased \$3.8 million from \$31.0 million for the 13 weeks ended May 5, 2007 to \$34.8 million in the 13 weeks ended May 3, 2008. This increase was primarily due to capital expenditures associated with the opening of 210 new stores during the first quarter of fiscal 2008 and investments in management information systems.

Interest income resulting from the investment of excess cash balances increased from \$3.8 million in the 13 weeks ended May 5, 2007 to \$4.9 million in the 13 weeks ended May 3, 2008 due primarily to interest income earned on higher invested cash balances. Interest expense decreased from \$17.9 million in the 13 weeks ended May 5, 2007 to \$13.4 million in the 13 weeks ended May 3, 2008, primarily due to the retirement of \$30.0 million of the Company's senior notes and \$163.6 million of the Company's senior floating rate notes since May 5, 2007. Debt extinguishment expense of \$6.7 million in the 13 weeks ended May 5, 2007 and \$2.3 million in the 13 weeks ended May 3, 2008 was recognized as a result of premiums paid related to debt retirement and the write-off of deferred financing fees and unamortized original issue discount.

Income tax expense for the 13 weeks ended May 5, 2007 and the 13 weeks ended May 3, 2008 was based upon management's estimate of the Company's annualized effective tax rate. Income tax expense was \$15.1 million for the 13 weeks ended May 5, 2007 compared to \$37.0 million for the 13 weeks ended May 3, 2008. For the first quarter of fiscal 2007 and fiscal 2008, income tax expense included a charge of \$0.7 million and \$0.1 million, respectively, for unrecognized tax benefit, interest and penalties associated with our uncertain tax positions.

The factors described above led to an increase in operating earnings of \$49.3 million, or 81.4%, from \$60.6 million in the 13 weeks ended May 5, 2007 to \$109.9 million in the 13 weeks ended May 3, 2008, and an increase in net earnings of \$37.4 million, or 151.4%, from \$24.7 million in the quarter ended May 5, 2007 to \$62.1 million in the quarter ended May 3, 2008.

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The Company operates its business in the following segments: United States, Australia, Canada and Europe. The following tables provide a summary of our sales and operating earnings (loss) by reportable segment:

	13 Weeks Ended	
	May 3, 2008	May 5, 2007
	(In millions)	
	(Unaudited)	
Sales by operating segment are as follows:		
United States	\$ 1,377.1	\$ 1,004.1
Canada	128.9	80.1
Australia	103.4	72.3
Europe	204.2	122.5
Total	\$ 1,813.6	\$ 1,279.0
Operating earnings (loss) by operating segment are as follows:		
United States	\$ 92.8	\$ 53.6
Canada	5.8	3.6
Australia	7.8	4.5
Europe	3.5	(1.1)
Total	\$ 109.9	\$ 60.6

United States

Segment results for the United States include retail operations in 50 states, the District of Columbia, Puerto Rico and Guam, the electronic commerce websites www.gamestop.com and www.ebgames.com and *Game Informer* magazine. As of May 3, 2008, the United States segment included 4,128 GameStop stores compared to 3,827 on May 5, 2007. Sales for the first quarter of fiscal 2008 increased 37.1% compared to the first quarter of fiscal 2007 as a result of increased sales at existing stores and the opening of 414 new stores since February 4, 2007, including 86 stores in the first quarter of fiscal 2008. Sales at existing stores increased due to strong sales of new video game software and used video game products which is typical in the years following the release of new hardware platforms. As the installed base of the new hardware platforms expand, more new software titles become available and trade-ins of used video game products applied toward the purchase of new video games lead to increased sales of new and used video game products. The two largest software titles launched during the first quarter of fiscal 2008 were Grand Theft Auto IV and Super Smash Bros. Brawl. Segment operating income increased by 73.1% compared to the first quarter of fiscal 2007 driven by strong sales of new video game software and used video game products and their related accessories, as well as the leveraging of selling, general and administrative expenses.

Canada

Sales in the Canadian segment in the first quarter of fiscal 2008 increased \$48.8 million, or 60.9%, compared to the first quarter of fiscal 2007. The increase in sales was primarily attributable to increased sales at existing stores and the

additional sales at the 45 stores opened since February 4, 2007. As of May 3, 2008, the Canadian segment had 312 stores compared to 271 stores at May 5, 2007. The increase in sales at existing stores was driven by strong sales of new video game software related to the new hardware platforms, including the release of Grand Theft Auto IV and Super Smash Bros. Brawl during the first quarter of fiscal 2008. Segment operating income increased by 61.1% compared to the first quarter of fiscal 2007 driven by the increased sales discussed above and the leveraging of selling, general and administrative expenses and the favorable impact of changes in exchange rates since the prior year. For the 13 weeks ended May 3, 2008, changes in exchange rates when compared to the prior year had the effect of increasing operating earnings by \$0.8 million.

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Australia

Segment results for Australia include retail operations in Australia and New Zealand. As of May 3, 2008, the Australian segment included 291 stores compared to 234 stores at May 5, 2007. Sales for the first quarter of fiscal 2008 increased 43.0% to \$103.4 million compared to first quarter fiscal 2007 sales of \$72.3 million. The increase in sales was due to an increase in sales at existing stores and the additional sales at the 73 stores opened since February 4, 2007. The increase in sales at existing stores was driven by a strong software title lineup available for all hardware platforms. Sales in the first quarter of fiscal 2007 included the impact of the Australian market launch of the Sony PlayStation 3 in March 2007. The new hardware platforms drove an increase in used product sales in the first quarter of fiscal 2008 as the installed base of the platforms increased and more software became available. Segment operating income increased by 73.3% to \$7.8 million in the first quarter of fiscal 2008 from \$4.5 million in the first quarter of fiscal 2007. The increase was driven by the increased sales discussed above and the leveraging of the fixed components of selling, general and administrative expenses. For the 13 weeks ended May 3, 2008, changes in exchange rates when compared to the prior year had the effect of increasing operating earnings by \$0.9 million.

Europe

Segment results for Europe include retail operations in 12 European countries. As of May 3, 2008, the European segment operated 722 stores, including the 49 stores acquired from Free Record Shop Norway AS, a Norwegian private limited liability company (FRS), in Norway during the first quarter of fiscal 2008, compared to 484 stores as of May 5, 2007. For the 13 weeks ended May 3, 2008, European sales increased \$81.7 million, or 66.7%, compared to the 13 weeks ended May 5, 2007. The increase in sales for the quarter was primarily due to the increase in sales at existing stores and the additional sales at the 264 stores opened since February 4, 2007. The increase in sales at existing stores was driven by a strong software title lineup available for all hardware platforms. Sales in the first quarter of fiscal 2007 included the impact of the European market launch of the Sony PlayStation 3 in March 2007. The new hardware platforms drove an increase in used product sales in the first quarter of fiscal 2008 as the installed base of the platforms increased and more software became available.

The segment operating income in Europe increased to \$3.5 million in the first quarter of fiscal 2008 compared to the first quarter of fiscal 2007 operating loss of \$1.1 million. The increase in operating income was driven by the increase in sales and related margin dollars discussed above, the leveraging of the fixed components of selling, general and administrative expenses, both of which reflect the continued maturation of our operations in the European markets, and the favorable impact of changes in exchange rates since the prior year. For the 13 weeks ended May 3, 2008, changes in exchange rates when compared to the prior year had the effect of increasing operating earnings by \$0.7 million.

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

Cash Flows

During the 13 weeks ended May 3, 2008, cash used in operations was \$200.7 million, compared to cash used in operations of \$294.5 million during the 13 weeks ended May 5, 2007. The decrease in cash used in operations of \$93.8 million from the 13 weeks ended May 5, 2007 to the 13 weeks ended May 3, 2008 was primarily due to an increase in cash provided by net earnings, including the non-cash adjustments to net earnings, of \$50.6 million as

previously discussed and a decrease in the operating activities adjustment related to the excess tax benefits realized from the exercise of stock-based awards of \$18.3 million. Also contributing to the decrease in cash used in operations for the first quarter of fiscal 2008 compared to the first quarter of fiscal 2007 was a decrease in working capital of \$24.9 million primarily due to a decrease in prepaid taxes as a result of the increase in net earnings over the past year.

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Cash used in investing activities was \$53.4 million and \$27.7 million during the 13 weeks ended May 3, 2008 and May 5, 2007, respectively. During the 13 weeks ended May 3, 2008, \$36.4 million of cash was used primarily to open new stores in the U.S. and internationally and to invest in information systems. In addition, the Company used \$17.0 million, net of cash acquired, to purchase FRS, a 49-store retail chain located in Norway. During the 13 weeks ended May 5, 2007, \$28.0 million of cash was used primarily to open new stores in the U.S. and internationally and to invest in information systems, offset by \$0.4 million of cash received related to the finalization of the purchase price of Game Brands Inc., which was acquired during the fourth quarter of fiscal 2006.

Cash provided by financing activities was \$16.1 million for the thirteen weeks ended May 3, 2008 and cash used in financing activities for the thirteen weeks ended May 5, 2007 was \$23.7 million. The cash flow provided by financing activities for the quarter ended May 3, 2008 was primarily due to the issuance of shares relating to stock option exercises of \$20.4 million and \$30.0 million for the realization of tax benefits relating to the stock option exercises and vested restricted stock. These inflows were offset by the repurchase of \$30.0 million of principal value of the Company's Senior Notes. The cash flow used in financing activities for the quarter ended May 5, 2007 was primarily due to the repurchase of \$20.0 million and \$86.4 million of principal value of the Company's Senior Notes and Senior Floating Rate Notes, respectively. These cash outflows were offset by \$30.0 million received for the issuance of shares relating to stock option exercises and \$48.3 million for the realization of tax benefits relating to the stock option exercises and vested restricted stock.

Sources of Liquidity

We utilize cash generated from operations and have funds available to us under our revolving credit facility to cover seasonal fluctuations in cash flows and to support our various growth initiatives. Our cash and cash equivalents are carried at cost, which approximates market value, and consist primarily of time deposits with highly rated commercial banks and money market investment funds holding direct U.S. Treasury obligations.

In October 2005, in connection with the merger with EB, 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 and its U.S. subsidiaries. The Revolver places certain restrictions on the Company and its U.S. subsidiaries, including limitations on asset sales, additional liens and the incurrence of additional indebtedness. In April 2007, the Company amended the Revolver to extend the maturity date from October 11, 2010 to April 25, 2012, reduce the LIBO interest rate margin, reduce and fix the rate of the unused commitment fee and modify or delete certain other covenants.

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) 1.00% to 1.50% above the LIBO rate. The applicable margin is determined quarterly as a function of the Company's consolidated leverage ratio. As of May 3, 2008, the applicable margin was 0.0% for prime rate loans and 1.00% for LIBO rate loans. In addition, the Company is required to pay a commitment fee of 0.25% for any unused portion of the total commitment under the Revolver. As of May 3, 2008, there were no borrowings outstanding under the Revolver and letters of credit outstanding totaled \$7.0 million.

In September 2007, the Company's Luxembourg subsidiary entered into a discretionary, \$20 million Uncommitted Line of Credit (the "Line of Credit") with Bank of America. There is no term associated with the Line of Credit and Bank of America may withdraw the facility at any time without notice. The Line of Credit will be made available to the Company's foreign subsidiaries for use primarily as a bank overdraft facility for short term liquidity

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needs and for the issuance of bank guarantees and letters of credit to support operations. As of May 3, 2008, there were no borrowings outstanding under the Line of Credit and bank guarantees outstanding totaled \$4.4 million.

In September 2005, the Company, along with GameStop, Inc. 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 Senior Notes due 2012 (the Senior Notes and, together with the Senior Floating Rate Notes, the Notes). 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 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 Senior Notes bear interest at 8.0% per annum, mature on October 1, 2012 and 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 May 3, 2008, the unamortized original issue discount was \$5.0 million. The rate of interest on the Senior Floating Rate Notes prior to their redemption on October 1, 2007 was 9.2350% per annum. 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 May 3, 2008, the Company was in compliance with all covenants associated with the Revolver and the Indenture.

Under certain conditions, the Issuers may on any one or more occasions prior to maturity redeem up to 100% of the aggregate principal amount of Senior Notes issued under the Indenture at redemption prices at or in excess of 100% of the principal amount thereof plus accrued and unpaid interest, if any, to the redemption date. The circumstances which would limit the percentage of the Notes which may be redeemed or which would require the Company to pay a premium in excess of 100% of the principal amount are defined in the Indenture. Upon a Change of Control (as defined in the Indenture), the Issuers are required to offer to purchase all of the Notes then outstanding at 101% of the principal amount thereof plus accrued and unpaid interest, if any, to the date of purchase. The Issuers may acquire Senior Notes by means other than redemption, whether by tender offer, open market purchases, negotiated transactions or otherwise, in accordance with applicable securities laws, so long as such acquisitions do not otherwise violate the terms of the Indenture.

Uses of Capital

Our future capital requirements will depend on the number of new stores opened and the timing of those openings within a given fiscal year. The Company opened 210 stores in the 13 weeks ended May 3, 2008 and expects to open approximately 550 to 600 stores in fiscal 2008. Capital expenditures for fiscal 2008 are projected to be approximately \$170 million to \$180 million, to be used primarily to fund new store openings and invest in distribution and information systems in support of operations.

In May 2006, the Company announced that its Board of Directors authorized the buyback of up to an aggregate of \$100 million of its Senior Floating Rate Notes and Senior Notes. As of February 3, 2007, the Company had repurchased the maximum authorized amount, having acquired \$50 million of its Senior Notes and \$50 million of its Senior Floating Rate Notes, and delivered the Notes to the Trustee for cancellation.

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On February 9, 2007, the Company announced that its Board of Directors authorized the buyback of up to an aggregate of an additional \$150 million of its Senior Notes and Senior Floating Rate Notes. As of May 5, 2007, the Company repurchased \$106.4 million of the Notes, having acquired \$20 million of its Senior Notes and \$86.4 million of its Senior Floating Rate Notes, and delivered the Notes to the Trustee for cancellation. The associated loss on retirement of this debt was \$6.7 million, which consists of the premium paid to retire the Notes and the write-off of the deferred financing fees and the original issue discount on the Notes. As of February 2, 2008,

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the Company repurchased an additional \$43.6 million of its Senior Floating Rate Notes to complete the \$150 million buyback in fiscal 2007.

On June 28, 2007, the Company announced that its Board of Directors authorized the redemption of the remaining \$120 million of Senior Floating Rate Notes outstanding. The Company redeemed the Senior Floating Rate Notes on October 1, 2007 at the redemption price specified by the Senior Floating Rate Notes of 102.0%, plus all accrued and unpaid interest through the redemption date. The Company incurred a one-time pre-tax charge of \$3.8 million associated with the redemption, which represents a \$2.4 million redemption premium and \$1.4 million to recognize unamortized deferred financing costs.

On February 7, 2008, the Company announced that its Board of Directors authorized the buyback of up to an aggregate of an additional \$130 million of its 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 May 3, 2008, the Company had repurchased \$30 million of its Senior Notes pursuant to this new authorization and delivered the Senior Notes to the Trustee for cancellation. The associated loss on retirement of debt is \$2.3 million, which consists of the premium paid to retire the Senior Notes and the write-off of the deferred financing fees and the original issue discount on the Senior Notes.

During October 2007, the Company paid the final principal payment of \$12.2 million to Barnes & Noble, Inc. (Barnes & Noble) on the promissory note that was issued in connection with the repurchase of GameStop's common stock held by Barnes & Noble, satisfying the promissory note in full. The note was unsecured and bore interest at 5.5% per annum.

On April 5, 2008, the Company purchased all the outstanding stock of FRS for \$17.0 million, net of cash acquired. FRS operates 49 record stores in Norway and also operates office and warehouse facilities in Oslo, Norway. The Company intends to convert these stores into video game stores with an inventory assortment similar to its other stores in Norway.

In 2003, the Company purchased a 51% controlling interest in GameStop Group Limited. Under the terms of the purchase agreement, the minority interest owners of the remaining 49% have the ability to require the Company to purchase their remaining shares in incremental percentages at a price to be determined based partially on the Company's price to earnings ratio and GameStop Group Limited's earnings. On May 21, 2008, the minority interest owners exercised their right to sell one-third of their shares, or 16% of GameStop Group Limited, to the Company under the terms of the original purchase agreement. The transaction was completed in June 2008 for \$27.1 million.

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

Recent Accounting Pronouncements

In March 2008, the FASB issued Statement of Financial Accounting Standards No. 161, *Disclosures about Derivative Instruments and Hedging Activities* — an amendment of FASB Statement No. 133 (SFAS 161). SFAS 161 requires enhanced disclosures about how and why an entity uses derivative instruments, how derivative instruments and related hedged items are accounted for and their effect on an entity's financial position, financial performance, and cash flows. SFAS 161 is effective for the Company on February 1, 2009. The Company is currently evaluating the impact that the adoption of SFAS 161 may have on its consolidated financial statements.

In December 2007, the FASB issued Statement of Financial Accounting Standards No. 141 (revised 2007), *Business Combinations* (SFAS 141(R)). SFAS 141(R) amends the principles and requirements for how an acquirer recognizes and measures in its financial statements the identifiable assets acquired, the liabilities assumed, any noncontrolling interest in the acquiree and the goodwill acquired. SFAS 141(R) also establishes disclosure requirements to enable the evaluation of the nature and financial effects of the business combination. SFAS 141(R) is effective for the Company on February 1, 2009, and the Company will apply SFAS 141(R) prospectively to all business combinations subsequent to the effective date.

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In December 2007, the FASB issued Statement of Financial Accounting Standards No. 160, *Noncontrolling Interests in Consolidated Financial Statements – an amendment of Accounting Research Bulletin No. 51* (SFAS 160). SFAS 160 establishes accounting and reporting standards for the noncontrolling interest in a subsidiary and for the deconsolidation of a subsidiary. SFAS 160 also establishes disclosure requirements that clearly identify and distinguish between the controlling and noncontrolling interests and requires the separate disclosure of income attributable to controlling and noncontrolling interests. SFAS 160 is effective for fiscal years beginning after December 15, 2008. The Company is currently evaluating the impact that the adoption of SFAS 160 will have on its consolidated financial statements.

In February 2007, the FASB issued Statement of Financial Accounting Standards No. 159, *The Fair Value Option for Financial Assets and Financial Liabilities* (SFAS 159). This statement permits entities the option to measure many financial instruments and certain other items at fair value at specific election dates. Unrealized gains and losses on items for which the fair value option has been elected are reported in earnings. SFAS 159 was effective for our Company on February 3, 2008. The adoption of SFAS 159 did not have a material impact on our consolidated financial statements.

In September 2006, the FASB issued Statement of Financial Accounting Standards No. 157, *Fair Value Measurements* (SFAS 157), which defines fair value, establishes a framework for measuring fair value, and expands disclosures about fair value measurements. SFAS 157 applies to other accounting pronouncements that require or permit fair value measurements. The Company adopted SFAS 157 on February 3, 2008 as required for its financial assets and liabilities. However, in February 2008, the FASB issued FASB Staff Position 157-2, *Effective Date of FASB Statement No. 157*, which delays the effective date of SFAS 157 for all non-financial assets and non-financial liabilities, except those that are recognized or disclosed at fair value in the financial statements on a recurring basis. The adoption of SFAS 157 for our financial assets and liabilities did not have a material impact on the Company's financial condition and results of operations. We do not believe the adoption of SFAS 157 for our non-financial assets and liabilities, effective February 1, 2009, will have a material impact on our consolidated financial statements.

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 of 1933, as amended (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;
- general economic conditions in the U.S. and internationally and specifically, 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;

alternate sources of distribution of video game software; and

other factors described in the Form 10-K, including those set forth under the caption Item 1A. Risk Factors.

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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, expressions. These statements are only predictions based on current expectations and assumptions 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 Senior Notes outstanding issued in connection with the merger carry a fixed interest rate. 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 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* and Statement of Financial Accounting Standards No. 157, *Fair Value Measurements* (SFAS 157). SFAS 133 requires that all derivative instruments be recorded on the balance sheet at fair value while SFAS 157 defines fair value, establishes a framework for measuring fair value and expands disclosures about fair value measurements. 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 May 3, 2008 was a liability of \$10.7 million as measured by observable inputs obtained from market news reporting services, such as Bloomberg and The Wall Street Journal, and industry-standard models that consider various assumptions, including quoted forward prices, time value, volatility factors, and contractual prices for the underlying instruments, as well as other relevant economic measures. A hypothetical strengthening or weakening of 10% in the foreign exchange rates underlying the Foreign Currency Contracts from the market rate as of May 3, 2008 would result in a (loss) or gain in value of the forwards, options and swaps of (\$19.2 million) or \$19.2 million, respectively.

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's management 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

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Act). Based on this evaluation, the principal executive officer and principal financial officer concluded that, as of the end of the period covered by this report, 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 Control Over Financial Reporting

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 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, 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. Moore was found guilty of capital murder in a criminal trial and was sentenced to death in August 2005.

The court's scheduling order anticipated a Frye hearing in April 2007, at which plaintiffs' causation theory and experts' credentials were to be challenged. However, that hearing did not take place and plaintiffs' Alabama and Florida counsel withdrew. New Alabama counsel has entered their appearance for plaintiffs and a new scheduling order for the Frye expert-causation hearing has been set. It is anticipated that the issue of the admissibility of plaintiffs' expert testimony will be decided in late fall 2008. There is no current trial date. The Company does 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 the Company's 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 financial condition or results of operations.

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

ITEM 1A. *Risk Factors*

In addition to the other information set forth in this Form 10-Q, you should carefully consider the factors discussed in Item 1A. Risk Factors in our Form 10-K for the fiscal year ended February 2, 2008 filed with the SEC on April 2, 2008. These risks could materially and adversely affect our business, financial condition and results of operations. The risks described in our Form 10-K have not changed materially, however, they are not the only risks we face. Our operations could also be affected by additional factors that are not presently known to us or by factors that we currently consider immaterial to our business.

Table of Contents**ITEM 6. Exhibits**

Exhibits

Exhibit Number	Description
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.(1)
3.1	Second Amended and Restated Certificate of Incorporation.(2)
3.2	Amended and Restated Bylaws.(3)
4.1	Indenture, dated September 28, 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.(4)
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.(5)
4.3	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.(3)
4.4	Form of Indenture.(6)
10.1	Separation Agreement, dated as of January 1, 2002, between Barnes & Noble, Inc. and GameStop Holdings Corp. (f/k/a GameStop Corp.).(7)
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10.7	Form of Option Agreement.(11)
10.8	Form of Restricted Share Agreement.(12)
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10.12	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.(14)
10.13	Security Agreement, dated October 11, 2005, by GameStop Corp. (f/k/a GSC Holdings Corp.) and certain subsidiaries of GameStop Corp. in favor of Bank of America, N.A., as Collateral Agent for the Secured Parties.(14)
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Patent and Trademark Security Agreement, dated as of October 11, 2005 by GameStop Corp. (f/k/a GSC Holdings Corp.) and certain subsidiaries of GameStop Corp. in favor of Bank of America, N.A., as Collateral Agent.(14)

- 10.15 Mortgage, Security Agreement, and Assignment and Deeds of Trust, dated October 11, 2005, between GameStop of Texas, L.P. and Bank of America, N.A., as Collateral Agent.(14)
- 10.16 Mortgage, Security Agreement, and Assignment and Deeds of Trust, dated October 11, 2005, between Electronics Boutique of America, Inc. and Bank of America, N.A., as Collateral Agent.(14)
- 10.17 Form of Securities Collateral Pledge Agreement, dated as of October 11, 2005.(14)

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10.18	First Amendment, dated April 25, 2007, to Credit Agreement, dated as of 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 Amendment, 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.(15)
10.19	Executive Employment Agreement, dated as of April 11, 2005, between GameStop Holdings Corp. (f/k/a GameStop Corp.) and R. Richard Fontaine.(16)
10.20	Executive Employment Agreement, dated as of April 11, 2005, between GameStop Holdings Corp. (f/k/a GameStop Corp.) and Daniel A. DeMatteo.(16)
10.21	Executive Employment Agreement, dated as of April 3, 2006, between GameStop Corp. and David W. Carlson.(17)
31.1	Certification of Chief Executive Officer pursuant to Rule 13a-14(a)/15d-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)/15d-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 GameStop Holdings Corp. s Form 8-K filed with the Securities and Exchange Commission on April 18, 2005.
(2)	Incorporated by reference to the Registrant s Form 8-K filed with the Securities and Exchange Commission on February 7, 2007.
(3)	Incorporated by reference to the Registrant s Amendment No. 1 to Form S-4 filed with the Securities and Exchange Commission on July 8, 2005.
(4)	Incorporated by reference to GameStop Holdings Corp. s Form 8-K filed with the Securities and Exchange Commission on September 30, 2005.
(5)	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.
(6)	Incorporated by reference to the Registrant s Form S-3ASR filed with the Securities and Exchange Commission on April 10, 2006.
(7)	Incorporated by reference to GameStop Holdings Corp. s Amendment No. 4 to Form S-1 filed with the Securities and Exchange Commission on February 5, 2002.

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- (8) Incorporated by reference to GameStop Holdings Corp. s Amendment No. 3 to Form S-1 filed with the Securities and Exchange Commission on January 24, 2002.
- (9) Incorporated by reference to Appendix A to the Registrant s Proxy Statement for 2007 Annual Meeting of Stockholders filed with the Securities and Exchange Commission on May 29, 2007.
- (10) Incorporated by reference to the Registrant s Form 10-Q for the fiscal quarter ended July 29, 2006 filed with the Securities and Exchange Commission on September 5, 2006.
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SIGNATURES

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: June 12, 2008

GAMESTOP CORP.

By: /s/ Robert A. Lloyd

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

Date: June 12, 2008

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