MAXLINEAR INC
Form 10-K
March 14, 2012

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 10-K

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

For the Fiscal Year Ended December 31, 2011

OR

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

For the Transition Period From to

Commission file number: 001-34666

MaxLinear, Inc.

(Exact name of Registrant as specified in its charter)

Delaware	**14-1896129**
(State or other jurisdiction of	**(I.R.S. Employer**

incorporation or organization)	**Identification No.)**
2051 Palomar Airport Road, Suite 100	
Carlsbad, California	**92011**
(Address of principal executive offices)	**(Zip Code)**

(760) 692-0711

(Registrant s telephone number, including area code)

Securities registered pursuant to Section 12(g) of the Act:

Title of each class	**Name of each exchange on which registered**
Class A Common Stock, $0.0001 par value	**New York Stock Exchange**

Securities registered pursuant to Section 12(b) of the Act: None

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

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

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 þ No ¨

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes þ No ¨

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K (§229.405 of this chapter) is not contained herein, and will not be contained, to the best of the Registrant s knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K. ¨

Indicate by check mark 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.

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

The aggregate market value of the registrant s common stock, $0.0001 par value per share, held by non-affiliates of the registrant on June 30, 2011, the last business day of the registrant s most recently completed second fiscal quarter, was $208 million (based on the closing sales price of the registrant s Class A common stock on that date). Shares of the registrant s Class A or Class B common stock held by each officer and director and each person known to the registrant to own 10% or more of the outstanding voting power of the registrant have been excluded in that such persons may be deemed to be affiliates. This determination of affiliate status is not a determination for other purposes.

As of February 29, 2012, the registrant has 22,172,516 shares of Class A common stock, par value $0.0001, and 11,188,001 shares of Class B common stock, par value $0.0001, outstanding.

DOCUMENTS INCORPORATED BY REFERENCE

Information required by Part III of this Form 10-K is incorporated by reference to the registrant s proxy statement (the Proxy Statement) for the 2012 annual meeting of stockholders, which proxy statement will be filed with the Securities and Exchange Commission within 120 days after the end of the fiscal year covered by this Form 10-K.

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MAXLINEAR, INC.

PART I

Forward-Looking Statements

The information in this Annual Report on Form 10-K for the fiscal year ended December 31, 2011, or this Form 10-K, contains forward-looking statements and information within the meaning of Section 27A of the Securities Act of 1933 and Section 21E of the Securities Exchange Act of 1934, which are subject to the safe harbor created by those sections. These forward-looking statements include, but are not limited to, statements concerning our strategy, future operations, future financial position, future revenues, projected costs, prospects and plans and objectives of management. The words anticipates , believes , estimates , expects , intends , may , plans , projects , will , would and similar expressions are intended to identify forward-looking statements, although not all forward-looking statements contain these identifying words. We may not actually achieve the plans, intentions or expectations disclosed in our forward-looking statements and you should not place undue reliance on our forward-looking statements. Actual results or events could differ materially from the plans, intentions and expectations disclosed in the forward-looking statements that we make. These forward-looking statements involve risks and uncertainties that could cause our actual results to differ materially from those in the forward-looking statements, including, without limitation, the risks set forth in Part I, Item 1A, Risk Factors in this Form 10-K. We do not assume any obligation to update any forward-looking statements.

ITEM 1. BUSINESS

Corporate Information

We incorporated in the State of Delaware in September 2003. Our executive offices are located at 2051 Palomar Airport Road, Suite 100, Carlsbad, California 92011, and our telephone number is (760) 692-0711. In this Form 10-K, unless the context otherwise requires, the Company, we, us and our refer to MaxLinear, Inc. and its subsidiaries. Our website address is www.MaxLinear.com. The contents of our website are not incorporated by reference into this Form 10-K. We provide free of charge through a link on our website access to our Annual Reports on Form 10-K, Quarterly Reports on Form 10-Q and Current Reports on Form 8-K, as well as amendments to those reports, as soon as reasonably practical after the reports are electronically filed with, or furnished to, the Securities and Exchange Commission, or SEC. The names MxL and digIQ are our registered trademarks. All other trademarks and trade names appearing in this Form 10-K are the property of their respective owners.

Overview

We are a provider of highly integrated, radio-frequency analog and mixed-signal semiconductor solutions for broadband communications applications. Our high performance radio-frequency, or RF, receiver products capture and process digital and analog signals to be decoded for various applications. These products include both RF receivers and RF receiver systems-on-chip, or SoCs, which incorporate our highly integrated radio system architecture and the functionality necessary to demodulate broadband signals. Our current products enable the reception of broadband data and video content in a wide range of electronic devices, including cable and terrestrial set top boxes, DOCSIS voice and data cable modems, digital televisions, mobile handsets, personal computers, netbooks and in-vehicle entertainment devices.

We combine our high performance RF and mixed-signal semiconductor design skills with our expertise in digital communications systems, software and embedded systems to provide highly integrated semiconductor devices that are manufactured using low-cost complementary metal oxide semiconductor, or CMOS, process technology. In addition, our ability to design analog and mixed-signal circuits in CMOS allows us to efficiently combine analog and digital signal processing functionality in the same integrated circuit. As a result, our RF

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receivers and RF receiver SoCs have high levels of functional integration and performance, small silicon die size and low power consumption. Moreover, our proprietary CMOS-based radio system architecture provides to our customers the benefits of superior RF system performance, shorter design cycles, significant design flexibility and low system cost across a wide range of broadband communications applications.

We sell our products to original equipment manufacturers, or OEMs, module makers and original design manufacturers, or ODMs. During 2011, we sold our products to more than 121 end customers. From inception through December 31, 2011, we shipped 189 million RF receivers and RF receiver SoCs. For the year ended December 31, 2011, our net revenue was $71.9 million as compared to $68.7 million in the year ended December 31, 2010.

Industry Background

Technological advances in the broadband data and broadcast TV markets are driving dramatic changes in the way consumers access the internet and experience multimedia content. These advances include the ongoing worldwide conversion from analog to digital television broadcasting; the increasing availability of high-speed broadband and wireless connectivity; rapid improvements in display technology; the transition from standard to high definition television; the proliferation of multi-channel digital video recording, or DVR; and the proliferation of multimedia content accessible through terrestrial broadcast digital television, cable, satellite and telecommunications carrier services. As a result, system designers are adding enhanced television functionality to set top boxes and digital televisions, and expanding voice, video and data access functions and capabilities to home broadband gateways. We believe that several trends, across multiple target markets, are creating revenue opportunities for providers of RF receivers and RF receiver SoCs. These trends include the following:

Cable / Broadband Access. Competing cable, satellite and other broadband service providers differentiate their services by providing consumers with bundled video, voice and broadband data, referred to as triple-play services. These services include advanced features, such as, channel guide information, video-on-demand, multi-channel digital video recording, or DVR, and picture-in-picture viewing. Many set top boxes, including those used for triple-play services, now enable consumers to simultaneously access, and manage multimedia content from multiple locations in the same house. These advanced features require a either a home gateway or set top box to simultaneously receive, demodulate and decode multiple signals spread across several channels. Each simultaneously accessed signal requires a dedicated RF receiver. This greatly increases the number of RF receivers required to be deployed in each set top box. In addition, in order for cable MSO s to deliver increasing bandwidth to the home, they have deployed DOCSIS 3.0 equipment and services, which enables channel bonding, or the concurrent reception of multiple channels, resulting in higher aggregate bandwidth available to DOCSIS 3.0 cable subscribers.

Consumer / PC. Increasingly, consumers are demanding advanced features in their televisions and are also using non-traditional consumer electronic devices, such as personal computers, netbooks, tablets, portable media players, and mobile phones to access broadcast television and other multimedia content. In the traditional television market, system designers are introducing cable and satellite ready televisions equipped with enhanced features such as picture-in-picture and DVR. In addition, advances in display and semiconductor technologies have enabled the adoption of broadcast analog and digital television and other video display functions in non-traditional TV devices such as netbooks, personal computers, tables, mobile phones, and portable media players.

Automotive. The automobile cabin has evolved to provide many of the features and comforts that consumers experience at their homes. In many automobiles, new technologies such as global positioning system, or GPS, Bluetooth telephony, video game and DVD playback systems have become standard features. Many vehicles now incorporate video screens in the automobile dashboard and in the back of passenger seats. In areas with more advanced and widespread broadcast digital television transmission, such as Japan, high definition television reception is an available feature in automotive entertainment systems.

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Mobile. Consumers have shown a desire to have access to the same media content on-the-go as they have in a stationary environment through a personal computer, television and other multimedia devices. At the same time, the multimedia processing and display capabilities of mobile phones have advanced sufficiently to enable video services with high video quality at a modest cost increase to consumers. Further, the increasing availability of digital TV broadcast worldwide, which is much more robust than analog and resistant to mobile effects such as fading, Doppler conditions and multipath interference, enables mass deployment of mobile video services to consumers. Recognizing these trends, service providers are targeting mobile video as an important broadband service offering.

As a result of these trends, RF receiver technology is being deployed in a variety of devices for the cable, consumer, automotive and mobile markets. The proliferation of applications with advanced features has led to an increase in the number of devices with multiple RF receivers and RF receiver SoCs. RF receivers incorporate RF, digital and analog signal processing functions.

Challenges Faced by Providers of Systems and RF Receivers

The stringent performance requirements of broadband communications applications and the distinct technological challenges associated with the cable, consumer, automotive and mobile markets present significant obstacles to service providers and system designers. In particular, designing and implementing RF receivers to capture broadcast digital television signals is extremely challenging due in part to the wide frequency band across which broadcast digital television signals are transmitted. As compared to other digital radio technologies, such as cellular, WiFi and Bluetooth, television signals are acquired over a much wider frequency band and encounter many more sources of interference. As a result, traditionally, design and implementation of these RF receivers have been accomplished using conventional radio system architectures that employ multiple discrete components and are fabricated using expensive special purpose semiconductor manufacturing processes, such as silicon germanium and gallium arsenide-based process technologies.

The core challenges of capturing and processing high quality broadband communications signals are common to the cable, consumer, automotive and mobile markets. These challenges include:

Design Challenges of Multiple RF Receivers. System designers and service providers across various markets seek to enhance consumer appeal through the addition of new features in their products. Incorporating more than one RF receiver in an electronic device enables many of these features and advanced applications that are rapidly becoming a part of the standard offering from device makers and service providers. For example, in the cable set top box market, it is necessary to support the simultaneous reception of multiple channels for voice, video and data applications in many system designs. In order to meet such requirements, OEMs must employ multiple RF receivers in their system design. Each additional RF receiver poses new challenges to the system designer, such as increased design complexity, overall cost, circuit board space, power consumption and heat dissipation. In addition, a high level of integration in multiple-receiver designs is necessary to combat the reliability and signal interference issues arising from the close proximity of sensitive RF elements.

Signal Clarity Performance Requirements. Television reception requires a robust and clear signal to provide an adequate user experience. One of the core attributes of system performance is signal clarity, often measured by the signal-to-noise ratio parameter, which measures the strength of the desired signal relative to the combined noise and undesired signal strength in the same channel. Television reception requires an RF receiver that has a wide dynamic range and the ability to isolate the desired signal from the undesired signals, which include the noise generated by extraneous radio waves and interferers produced by home networking systems such as wireless local area network, or WLAN, and Bluetooth. Traditional RF receiver implementations utilized expensive discrete components, such as band-pass filters, resonance elements and varactor diodes to meet the stringent requirements imposed by broadband television reception. In high speed mobile environments, a method known as diversity combining of radio signals, in which the desired signal is captured using multiple RF receivers and reconstructed into a single signal, has been employed to improve the signal-to-noise ratio. Diversity

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combining of radio signals requires substantial RF, digital signal processing and software expertise. Both the traditional broadband reception and diversity combining of RF signals in mobile environments are difficult to implement and pose challenges to RF receiver providers.

Multiple Standards. Worldwide, there are several regional standards for the transmission and reception of broadband analog and digital TV signals. Technical performance, feature requirements and the predominance of a particular means of TV transmission vary regionally. Further, each major geographic region has adopted its own TV standard for cable, terrestrial and satellite transmissions, such as DVB-T/C/S, ATSC, NTSC, ISDB-T, PAL, SECAM, DTMB, CMMB, etc. As a result of these multiple standards, there are region-specific RF receiver requirements and implementations, which make global standards compliance extremely challenging. Many system designers prefer a multiple standards and protocol compliant solution that was previously not possible. Providers of RF receivers face the design challenge of providing this flexibility to the system designer without any increase in power consumption, or any loss of performance quality or competitiveness.

Power Consumption. Power consumption is an important consideration for consumers and a critical design specification for system designers. For example, in battery-operated devices such as mobile handsets, netbooks and notebooks, and voice-enabled cable modems, long battery life is a differentiating device attribute. In addition, government sponsored programs, such as Energy Star in the U.S., induce consumers to purchase more energy efficient products. For example, in September 2009, the U.S. Environmental Protection Agency announced that Energy Star compliant televisions would be required to be 40% more energy efficient than their noncompliant counterparts. The addition of one or more RF receivers to a system in order to enable digital TV functionality significantly increases the overall power consumption. In fact, in some multiple receiver system designs, a majority of the system s overall power consumption is attributable to the RF receiver and related components. Providers of RF receivers and RF receiver SoCs are confronted with the design challenge of lowering power consumption while maintaining or improving device performance.

Size. The size of electronic components, such as RF receivers, is a key consideration for system designers and service providers. In the mobile market, size is a determining factor for whether or not a particular component, such as an RF receiver is designed into the product. In the past, traditional RF receivers were unable to meet the stringent size requirements required in the mobile market and broadcast television functionality was not incorporated in mobile phones. In the television market, as system designers create thinner flat-screen displays, the size of RF receivers is becoming a significant consideration, especially when multiple RF receivers are incorporated in a single system.

Limitations of Existing RF Receiver Solutions

For the past several decades, the RF receiver technology of choice has been the electro-mechanical can tuner. Despite field-proven performance attributes such as signal clarity, can tuners are often prohibitively large in size and have high power consumption, low reliability and high cost, especially in systems requiring multiple RF receivers in a single device. Further, can tuners utilize multiple external discrete components that limit the use of a system design to a single region or standard. Regional or standard specific customization can be tedious, time consuming and costly for the system designers.

Silicon RF receiver solutions eliminate some of the mechanical and discrete electronic components found in can tuners. However, existing silicon RF receivers typically have been designed using a conventional radio system architecture that employs multiple external discrete components, although fewer than in traditional can-tuners. In addition, these silicon RF receivers have been fabricated using expensive, special purpose semiconductor manufacturing processes such as gallium arsenide and silicon germanium process technologies. The use of multiple components and exotic semiconductor manufacturing process technologies increases system design complexity and overall cost. It reduces the feasibility of further integrating digital baseband circuits on the same chip as the RF receiver. We believe that a new RF receiver technology is required to address the drawbacks of traditional can-tuners and silicon receivers for the cable, consumer, automotive and mobile TV markets.

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Our Solution

We are a provider of highly integrated, radio-frequency analog and mixed-signal semiconductor solutions for broadband communications applications. Our products are deployed in a wide range of electronic devices, including cable and terrestrial set top boxes, digital televisions, DOCSIS 3.0 voice and data cable modems and gateways, mobile handsets, personal computers, netbooks and in-vehicle entertainment devices. We combine our high performance analog and mixed-signal semiconductor design skills with our expertise in digital communications systems, software and embedded systems to develop RF receivers and RF receiver SoCs. We integrate our RF receivers with digital demodulation and other communications functions in standard CMOS process technology. Our solutions have the following key features:

Proprietary Radio Architecture. Digital signal processing is at the core of our RF receivers and RF receiver SoCs. Using our proprietary CMOS-based radio architecture, we leverage both analog and digital signal processing to improve system performance across multiple products. The partitioning of the signal processing in the chip between analog and digital domains is designed to deliver high performance, small die size and low power for a given application. Moreover, our architecture is implemented in standard CMOS process technology, which enables us to realize the integration benefits of analog and digital circuits on the same integrated circuit. This allows us to predictably scale the on-chip digital circuits in successive advanced CMOS process technology nodes. Our solutions have been designed into products in markets with extremely stringent specifications for quality, performance and reliability, such as the television and automotive markets. We believe that our success in these markets demonstrates that our solution can be implemented successfully across multiple markets and applications.

High Signal Clarity Performance. We design our RF receivers and RF receiver SoCs to provide high signal clarity performance regardless of the application in which they are employed. For example, in the set top box market, we deploy our core RF and mixed-signal CMOS process technology platform and radio system architecture to overcome the interference from in-home networks that can degrade cable broadband signals. We believe that signal clarity is more critical in television compared to other communications applications such as voice and data, because signal loss and interference have a more adverse impact on the end user experience.

Highly Integrated. Our products integrate on a single chip the functionality associated with traditional analog and digital integrated circuits and other expensive discrete components. This high level of integration has the cost benefits associated with smaller silicon die area, fewer external components and lower power. Our CMOS-based RF receiver SoC eliminates analog interface circuit blocks and external components situated at the interface between discrete analog and digital demodulator chips and reduces the cost associated with multiple integrated circuit packages and related test costs. We are also able to integrate multiple RF receivers along with a demodulator onto a single die to create application-specific configurations for our customers. Thus, our highly integrated solution reduces the technical difficulties associated with overcoming the undesired interactions between multiple discrete analog and digital integrated circuits comprising a single system. Our solutions reduce the technical burden on system designers in deploying enhanced television functionality in their products.

Low Power. Our products enable our customers to reduce power consumption in consumer electronic devices without compromising the stringent performance requirements of applications such as broadcast television. In addition, our products enable our customers to decrease overall system costs by reducing the power consumption and heat dissipation requirements in their systems. For example, in cable boxes supporting voice applications, low power consumption may enable a reduction in the number of batteries or battery capacity required to support standby and lifeline telephony. In certain set top boxes, reduced overall power consumption may allow the system designer to eliminate one or more cooling fans required to dissipate the heat generated by high power consumption. The benefits of low power consumption increase with the number of RF receivers included in a system.

Scalable Platform. Our product families share a highly modular, core radio system architecture, which enables us to offer RF receiver and RF receiver SoC solutions that meet the requirements of a wide

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variety of geographies, broadcast standards and applications. This is in contrast to legacy solutions that require significant customization to conform to regional standards, technical performance and feature requirements. Moreover, by leveraging our flexible core architecture platform, our integrated circuit solutions can be deployed across multiple device categories. As a result, our customers can minimize the design resources required to develop applications for multiple target margets. In addition, our engineering resources can be deployed more efficiently to design products for larger addressable markets. We believe that our core technology platform also can be applied to other communications markets with similar performance requirements.

Space Efficient Solution. Our highly integrated CMOS-based RF receivers and RF receiver SoCs have an extremely small silicon die size, require minimal external components and consume very little power. This enables our customers to design multi-receiver applications, such as cable modems and set top boxes, in an extremely small form factor. In addition, our products are easily adopted into space-constrained devices such as flat screen televisions, netbooks, and laptops.

Our Strategy

Our objective is to be the leading provider of mixed-signal RF receivers and RF receiver SoCs for broadband video and data communications applications and, in the future, to leverage this core competency to expand into other communications markets with similar performance requirements. The key elements of our strategy are:

Extend Technology Leadership in RF Receivers and RF Receiver + Demodulator SoCs. We believe that our success has been, and will continue to be, largely attributable to our RF and mixed-signal design capability, as well as advanced digital design, which we leverage to develop high-performance, low-cost semiconductor solutions for broadband communications applications. The broadband RF receiver market presents significant opportunities for innovation through the further integration of RF and mixed-signal functionality with digital signal processing capability in CMOS process technology. By doing so, we will be able to deliver products with lower power consumption, superior performance and increased cost benefits to system designers and service providers. We believe that our core competencies and design expertise in this market will enable us to acquire more customers and design wins over time. We will continue to invest in this capability and strive to be an innovation leader in this market.

Leverage and Expand our Existing Customer Base. We target customers who are leaders in their respective markets. We intend to continue to focus on sales to customers who are leaders in our current target markets, and to build on our relationships with these leading customers to define and enhance our product roadmap. By solving the specific problems faced by our customers, we can minimize the risks associated with our customers adoption of our new integrated circuit products, and reduce the length of time from the start of product design to customer revenue. Further, our engagements with market leaders will enable us to participate in emerging technology trends and new industry standards.

Target Additional High-Growth Markets. Our core competency is in RF analog and mixed-signal integrated circuit design in CMOS process technology for broadband communications applications. Several of the technological challenges involved in developing RF solutions for video broadcasting and broadband reception are common to a majority of broadband communication markets. We intend to leverage our core competency in developing highly integrated RF receiver and RF receiver SoCs in standard CMOS process technology to address additional markets within broadband communication and connectivity markets that we believe offer profitable high growth potential.

Expand Global Presence. Due to the global nature of our supply chain and customer locations, we intend to continue to expand our sales, design and technical support organization both in the United States and overseas. In particular, we expect to increase the number of employees in Asia, Europe and the United States to provide regional support to our increasing base of customers. We believe that our customers will increasingly expect this kind of local capability and support.

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Attract and Retain Top Talent. We are committed to recruiting and retaining highly talented personnel with proven expertise in the design, development, marketing and sales of communications integrated circuits. We believe that we have assembled a high-quality team in all the areas of expertise required at a semiconductor communications company. We provide an attractive work environment for all of our employees. We believe that our ability to attract the best engineers is a critical component of our future growth and success in our chosen markets.

Products

Our products are integrated into a wide range of electronic devices, including cable and terrestrial set top boxes, DOCSIS 3.0 voice and data cable modems and gateways, televisions, mobile handsets, personal computers, netbooks and in-vehicle entertainment devices. We provide customers guidelines known as reference designs so that they can efficiently use our products in their product designs. We currently provide two types of semiconductors:

RF Receivers. These semiconductor products combine RF receiver technology that traditionally required multiple external discrete components, such as very high frequency, or VHF, and ultra-high frequency, or UHF, tracking filters, surface acoustic wave, or SAW, filters, intermediate-frequency, or IF, amplifiers, low noise amplifiers and transformers. All of these external components have been either eliminated or integrated into a single semiconductor produced entirely in standard CMOS process technology.

RF Receiver SoCs. These semiconductor products combine the functionality of RF receivers, and demodulators in a single chip. In some configurations, these products may incorporate multiple RF receivers and single or multiple demodulators in a single chip to provide application or market specific solutions to customers.

Customers

We sell our products, directly and indirectly, to original equipment manufacturers, or OEMs, module makers and original design manufacturers, or ODMs. By providing a highly integrated reference design solution that our customers can incorporate in their products with minimal modifications, we enable our customers to design cost-effective high performance digital RF receiver and RF receiver SoC solutions rapidly. During the year ended December 31, 2011, we sold our products to more than 121 end customers. The majority of our sales to these and other customers are through distributors based in Asia. Although we actually sell the products to and are paid by the distributors, we refer to these end customers as our customers.

We currently rely, and expect to continue to rely, on a limited number of customers for a significant portion of our revenue. During the year ended December 31, 2011 and the year ended December 31, 2010, ten customers accounted for approximately 59% and 71% of our net revenue, respectively. For the year ended December 31, 2011, Panasonic and Arris represented 14% and 11% of revenue, respectively. In 2010, Panasonic and Toshiba represented 16% and 10% of net revenue, respectively. At Panasonic, we sell our products into several applications, including modules for digital TV sets, Blu-ray Disc players, automotive navigation displays and mobile handsets.

A majority our sales are made to customers outside the United States, and we anticipate that such sales will continue to be a significant portion of our revenue. Sales to end customers in Asia accounted for 90% of our net revenue in the year ended December 31, 2011 and 97% of our net revenue in the year ended December 31, 2010. Sales to end customers in Japan accounted for 39% of our net revenue in the year ended December 31, 2011 and 57% of our net revenue in the year ended December 31, 2010. Sales to end customers in China and Taiwan accounted for 15% and 30%, respectively, of our net revenue in the year ended December 31, 2011. Sales to end customers in China and Taiwan accounted for 24% and 13%, respectively, of our net revenue in the year ended December 31, 2010. Although a significant portion of our sales are to customers in Asia, the end users who purchase products incorporating our integrated circuits may be in locations different than our own sales destination. See Note 1 to our consolidated financial statements for a discussion of total revenue by geographical region for 2011, 2010 and 2009.

Sales and Marketing

We sell our products worldwide through multiple channels, using both our direct sales force and a network of domestic and international distributors. We have direct sales personnel covering the United States, Europe and Asia, and operate customer engineering support offices in Carlsbad and Irvine, California, Tokyo, Japan, Shenzhen, China, and Hsinchu, Taiwan. We also employ a staff of field applications engineers to provide direct engineering support locally to some of our customers.

Our distributors are independent entities that assist us in identifying and servicing customers in a particular territory, usually on a non-exclusive basis. Sales through distributors accounted for approximately 71% of our net revenue in the year ended December 31, 2011 and 93% of our net revenue in the year ended December 31, 2010.

In October 2005, we entered into a non-exclusive distributor agreement with Tomen Electronics Corporation, or Tomen, for distribution of our products in Japan. Our distributor agreement with Tomen is effective for one year, unless it is terminated earlier by either party for any or no reason with written notice provided three months prior to the expiration of the agreement or by failure of the breaching party to cure a material breach within fifteen days following written notice of such material breach by the non-breaching party. Our agreement with Tomen will automatically renew for additional successive one-year terms unless at least three months before the end of the then-current term either party provides written notice to the other party that it elects not to renew the agreement.

In June 2009, we entered into a revised non-exclusive distributor agreement with Moly Tech Limited, or Moly Tech, for distribution of our products in China, Hong Kong and Taiwan. Our distributor agreement with Moly Tech is effective for one year, unless it is terminated earlier by either party for any or no reason within sixty days of prior written notice or by failure to cure a material breach within thirty days following written notice of such material breach by the non-breaching party. Our agreement with Moly Tech will automatically renew for additional successive one-year terms unless at least sixty days before the end of the then-current term either party provides written notice to the other party that it elects not to renew the agreement.

In August 2009, we entered into a revised non-exclusive distributor agreement with Lestina International Limited, or Lestina, for distribution of our products in China and Taiwan. Our distributor agreement with Lestina is effective for one year, unless it is terminated earlier by either party for any or no reason within sixty days of prior written notice or by failure to cure a material breach within thirty days following written notice of such material breach by the non-breaching party. Our agreement with Lestina will automatically renew for additional successive one-year terms unless at least sixty days before the end of the then-current term either party provides written notice to the other party that it that it elects not to renew the agreement.

In December 2010, we entered into a non-exclusive distributor agreement with Satori Electric Co. Ltd., or Satori, for distribution of our products Japan. Our distributor agreement with Satori is effective for one year, unless it is terminated earlier by either party for any or no reason within sixty days of prior written notice or by failure to cure a material breach within thirty days following written notice of such material breach by the non-breaching party. Our agreement with Satori will automatically renew for additional successive one-year terms unless at least sixty days before the end of the then-current term either party provides written notice to the other party that it that it elects not to renew the agreement.

In April 2011, we entered into a revised non-exclusive distributor agreement with Asia Fortune Electronic Enterprise Co. Ltd., or AFE, for distribution of our products Taiwan. Our distributor agreement with AFE is effective for one year, unless it is terminated earlier by either party for any or no reason within sixty days of prior written notice or by failure to cure a material breach within thirty days following written notice of such material breach by the non-breaching party. Our agreement with AFE will automatically renew for additional successive one-year terms unless at least sixty days before the end of the then-current term either party provides written notice to the other party that it that it elects not to renew the agreement.

Our sales cycles typically require a significant amount of time and a substantial expenditure of resources before we can realize revenue from the sale of products, if any. Our typical sales cycle consists of a multi-month sales and development process involving our customers system designers and management. The typical time from early engagement by our sales force to actual product introduction runs from nine to twelve months for the consumer market, to as much as 18 to 24 months for the cable market. If successful, this process culminates in a customer s decision to use our products in its system, which we refer to as a design-win. Volume production may begin within three to nine months after a design-win, depending on the complexity of our customer s product and other factors upon which we may have little or no influence. Once our products have been incorporated into a customer s design, they are likely to be used for the life cycle of the customer s product. Thus, a design-win may result in an extended period of revenue generation. Conversely, a design-loss to our competitors, may adversely impact our financial results for an extended period of time.

We generally receive purchase orders from our customers approximately six to twelve weeks prior to the scheduled product delivery date. These purchase orders may be cancelled without charge upon notification, so long as notification is received within an agreed period of time in advance of the delivery date. Because of the scheduling requirements of our foundries and assembly and test contractors, we generally provide our contractors production forecasts and place firm orders for products with our suppliers, up to thirteen weeks prior to the anticipated delivery date, often without a purchase order from our own customers. Our standard warranty provides that products containing defects in materials, workmanship or product performance may be returned for a refund of the purchase price or for replacement, at our discretion.

Manufacturing

We use third-party foundries and assembly and test contractors to manufacture, assemble and test our semiconductor products. This outsourced manufacturing approach allows us to focus our resources on the design, sale and marketing of our products. Our engineers work closely with our foundries and other contractors to increase yield, lower manufacturing costs and improve product quality.

Wafer Fabrication. We utilize standard CMOS process technology to manufacture our products. We use a variety of process technology nodes ranging from 0.13µ and 0.11µ, down to 65 nanometer and 40 nanometer. We depend on four independent silicon foundry manufacturers located in Asia to support the majority of our wafer fabrication requirements. Our key subcontractors are Semiconductor Manufacturing International Corporation, or SMIC, in China, Silterra Malaysia Sdn. Bhd., in Malaysia, and United Microelectronics Corporation, or UMC, in Taiwan and Singapore.

Assembly/packaging and Test. Upon completion of the silicon processing at the foundry, we forward the finished silicon wafers to independent assembly/packaging and test service subcontractors. The majority of our assembly/packaging and test requirements are supported by the following independent subcontractors: Advanced Semiconductor Engineering, or ASE, in Taiwan (assembly/packaging and test), Giga Solution Technology Co., Ltd in Taiwan (test only), King Yuan Electronics Co., Ltd, or KYEC, in Taiwan (test only), SIGURD Microelectronics Corp. in Taiwan (test only), Siliconware Precision Industries Co. Ltd, or SPIL, in Taiwan (assembly/packaging only) and Unisem (M) Berhad in China (assembly/packaging only).

Quality Assurance. We have implemented significant quality assurance procedures to assure high levels of product quality for our customers. We closely monitor the work-in-progress information and production records maintained by our suppliers, and communicate with our third-party contractors to assure high levels of product quality and an efficient manufacturing time cycle. Upon successful completion of the quality assurance procedures, all of our products are stored and shipped to our customers or distributors directly from our third-party contractors in accordance with our shipping instructions.

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Research and Development

We believe that our future success depends on our ability to both improve our existing products and to develop new products for both existing and new markets. We direct our research and development efforts largely to the development of new high performance, mixed-signal semiconductor solutions for broadband communications applications. We target applications that require stringent overall system performance and low power consumption. As new and challenging communication applications proliferate, we believe that many of these applications may benefit from our SoC solutions combining analog and mixed-signal processing with digital signal processing functions. We have assembled a team of highly skilled semiconductor and embedded software design engineers with expertise in broadband RF and mixed-signal integrated circuit design, digital signal processing, communications systems and SoC design. As of December 31, 2011, we had approximately 188 employees in our research and development group. Our engineering design teams are located in Carlsbad and Irvine in California, Shanghai, China and in Bangalore, India. Our research and development expense was $40.2 million in 2011, $27.7 million in 2010 and $19.8 million in 2009.

Competition

We compete with both established and development-stage semiconductor companies that design, manufacture and market analog and mixed-signal broadband RF receiver products. Our competitors include companies with much longer operating histories, greater name recognition, access to larger customer bases and substantially greater financial, technical and operational resources. Our competitors may develop products that are similar or superior to ours. We consider our primary competitors to be companies with a proven track record of supporting market leaders and the technical capability to develop and bring to market competing broadband RF receiver and RF receiver SoC products. Our primary competitors include Silicon Laboratories Inc., NXP B.V., Maxim Integrated Products, Inc., RDA Microelectronics, Newport Media Inc., Broadcom Corporation, Entropic Communications, Inc. and Rafael Microelectronics, Inc. In addition, it is quite likely that a number of other public and private companies, including some of our customers, are developing competing products for digital TV and other broadband communications applications.

The market for analog and mixed-signal semiconductor products is highly competitive, and we believe that it will grow more competitive as a result of continued technological advances. We believe that the principal competitive factors in our markets include the following:

- product performance;
- features and functionality;
- energy efficiency;
- size;
- ease of system design;
- customer support;
- product roadmap;
- reputation;

- reliability; and

- price.

We believe that we compete favorably as measured against each of these criteria. However, our ability to compete in the future will depend upon the successful design, development and marketing of compelling RF and mixed-signal semiconductor integrated solutions for high growth communications markets. In addition, our competitive position will depend on our ability to continue to attract and retain talent while protecting our intellectual property.

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Intellectual Property Rights

Our success and ability to compete depend, in part, upon our ability to establish and adequately protect our proprietary technology and confidential information. To protect our technology and confidential information, we rely on a combination of intellectual property rights, including patents, trade secrets, copyrights and trademarks. We also protect our proprietary technology and confidential information through the use of internal and external controls, including contractual protections with employees, contractors, business partners, consultants and advisors. Protecting mask works, or the topography or semiconductor material designs, of our integrated circuit products is of particular importance to our business and we seek to prevent or limit the ability of others to copy, reproduce or distribute our mask works.

We have five issued patents and 153 patent applications pending in the United States. We also have nine issued foreign patents and 80 other pending foreign patent applications, based on our issued patents and pending patent applications in the United States. The five issued patents in the United States will expire in 2025, 2025, 2026, 2027 and 2027, respectively. The nine issued foreign patents will expire in 2025.

We are the owner of two registered trademarks in the United States, MxL and digIQ, and we claim common law rights in certain other trademarks that are not registered.

We may not gain any competitive advantages from our patents and other intellectual property rights. Our existing and future patents may be circumvented, designed around, blocked or challenged as to inventorship, ownership, scope, validity or enforceability. It is possible that we may be provided with information in the future that could negatively affect the scope or enforceability of either our present or future patents. Furthermore, our pending and future patent applications may or may not be granted under the scope of the claims originally submitted in our patent applications. The scope of the claims submitted or granted may or may not be sufficiently broad to protect our proprietary technologies. Moreover, we have adopted a strategy of seeking limited patent protection with respect to the technologies used in or relating to our products.

We are a party to a number of license agreements for various technologies, such as a license agreement with Intel Corporation relating to demodulator technologies that are licensed specifically for use in our products for cable set top boxes. The agreement was originally entered into with Texas Instruments but was subsequently assigned to Intel Corporation as part of Intel Corporation s acquisition of Texas Instruments cable modem product line in 2010. The license agreement with Intel Corporation has a perpetual term, but Intel Corporation may terminate the agreement for our uncured material breach or for our bankruptcy. If the agreement is terminated, we would not be able to manufacture or sell products that contain the demodulator technology licensed from Intel Corporation, and there would be a delay in the shipment of our products containing the technology until we found a replacement for the demodulator technology in the marketplace on commercially reasonable terms or we developed the demodulator technology itself. We believe we could find a substitute for the currently licensed demodulator technology in the marketplace on commercially reasonable terms or develop the demodulator technology ourselves. In either case, obtaining new licenses or replacing existing technology could have a material adverse effect on our business, as described in Risk Factors Risks Related to Our Business We utilize a significant amount of intellectual property in our business. If we are unable to protect our intellectual property, our business could be adversely affected.

The semiconductor industry is characterized by frequent litigation and other vigorous offensive and protective enforcement actions over rights to intellectual property. Moreover, there are numerous patents in the semiconductor industry, and new patents are being granted rapidly worldwide. Our competitors may obtain patents that block or limit our ability to develop new technology and/or improve our existing products. If our products were found to infringe any patents or other intellectual property rights held by third parties, we could be prevented from selling our products or be subject to litigation fees, statutory fines and/or other significant expenses. We may be required to initiate litigation in order to enforce any patents issued to us, or to determine the scope or validity of a third-party s patent or other proprietary rights. We may in the future be contacted by third parties suggesting that we seek a license to intellectual property rights that they may believe we are infringing. In addition, in the future, we may be subject to lawsuits by third parties seeking to enforce their own intellectual property rights, as described in Risk Factors Risks Related to Our Business We may face claims of intellectual property infringement, which could be time-consuming, costly to defend or settle and result in the loss of significant rights.

Employees

As of December 31, 2011, we had approximately 256 employees, including 188 in research and development, 32 in sales and marketing, 4 in operations and semiconductor technology and 32 in administration. None of our employees is represented by a labor organization or under any collective bargaining arrangement, and we have never had a work stoppage. We consider our employee relations to be good.

Backlog

Our sales are made primarily pursuant to standard purchase orders. Because industry practice allows customers to reschedule, or in some cases, cancel orders on relatively short notice, we do not believe that backlog is a good indicator of our future sales.

Geographic Information

During our last three years, substantially all of our revenue was generated within Japan, China and Taiwan, and substantially all of our long-lived assets are located within the United States.

ITEM 1A. RISK FACTORS

This Annual Report on Form 10-K, or Form 10-K, including any information incorporated by reference herein, contains forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended, referred to as the Securities Act, and Section 21E of the Securities Exchange Act of 1934, as amended, referred to as the Exchange Act. In some cases, you can identify forward-looking statements by terms such as will, should, expect, plan, intend, forecast, anticipate, believe, estimate, predict, potential, continue or the negative of these terms or other comparable terminology. The forward-looking statements contained in this Form 10-K involve known and unknown risks, uncertainties and situations that may cause our or our industry s actual results, level of activity, performance or achievements to be materially different from any future results, levels of activity, performance or achievements expressed or implied by these statements. These factors include those listed below in this Item 1A and those discussed elsewhere in this Form 10-K. We encourage investors to review these factors carefully. We may from time to time make additional written and oral forward-looking statements, including statements contained in our filings with the SEC. We do not undertake to update any forward-looking statement that may be made from time to time by or on behalf of us, whether as a result of new information, future events or otherwise, except as required by law.

Before you invest in our securities, you should be aware that our business faces numerous financial and market risks, including those described below, as well as general economic and business risks. The following discussion provides information concerning the material risks and uncertainties that we have identified and believe may adversely affect our business, our financial condition and our results of operations. Before you decide whether to invest in our securities, you should carefully consider these risks and uncertainties, together with all of the other information included in this Form 10-K and in our other public filings.

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Risks Related to Our Business

We face intense competition and expect competition to increase in the future, which could have an adverse effect on our revenue, revenue growth rate, if any, and market share.

The global semiconductor market in general, and the RF receiver market in particular, are highly competitive. We compete in different target markets to various degrees on the basis of a number of principal competitive factors, including our products performance, features and functionality, energy efficiency, size, ease of system design, customer support, product roadmap, reputation, reliability and price, as well as on the basis of our customer support, the quality of our product roadmap and our reputation. We expect competition to increase and intensify as more and larger semiconductor companies as well as the internal resources of large, integrated original equipment manufacturers, or OEMs, enter our markets. Increased competition could result in price pressure, reduced profitability and loss of market share, any of which could materially and adversely affect our business, revenue, revenue growth rates and operating results.

As our products are integrated into a variety of stationary and mobile electronic devices, we compete with suppliers of both can tuners and traditional silicon RF receivers. Our competitors range from large, international companies offering a wide range of semiconductor products to smaller companies specializing in narrow markets and internal engineering groups within mobile device, television and STB manufacturers, some of which may be our customers. Our primary competitors include Silicon Laboratories Inc., NXP B.V., Maxim Integrated Products, Inc., RDA Microelectronics, Newport Media Inc., Broadcom Corporation, Entropic Communications, Inc. and Rafael Microelectronics, Inc. It is quite likely that competition in the markets in which we participate will increase in the future as existing competitors improve or expand their product offerings. In addition, it is quite likely that a number of other public and private companies are in the process of developing competing products for digital television and other broadband communication applications. Because our products often are building block semiconductors which provide functions that in some cases can be integrated into more complex integrated circuits, we also face competition from manufacturers of integrated circuits, some of which may be existing customers that develop their own integrated circuit products. If we cannot offer an attractive solution for applications where our competitors offer more fully integrated tuner/demodulator/video processing products, we may lose significant market share to our competitors. Certain of our competitors have fully integrated tuner/demodulator/video processing solutions targeting high performance cable or DTV applications, and thereby potentially provide customers with smaller and cheaper solutions.

Our ability to compete successfully depends on elements both within and outside of our control, including industry and general economic trends. During past periods of downturns in our industry, competition in the markets in which we operate intensified as manufacturers of semiconductors reduced prices in order to combat production overcapacity and high inventory levels. Many of our competitors have substantially greater financial and other resources with which to withstand similar adverse economic or market conditions in the future. Moreover, the competitive landscape is changing as a result of consolidation within our industry as some of our competitors have merged with or been acquired by other competitors, and other competitors have begun to collaborate with each other. These developments may materially and adversely affect our current and future target markets and our ability to compete successfully in those markets.

We depend on a limited number of customers for a substantial portion of our revenue, and the loss of, or a significant reduction in orders from, one or more of our major customers could have a material adverse effect on our revenue and operating results.

During the year ended December 31, 2011, Panasonic and Arris accounted for 14% and 11%, respectively, of our net revenue, and our ten largest customers collectively accounted for 59% of our net revenue. Our operating results for the foreseeable future will continue to depend on sales to a relatively small number of customers and on the ability of these customers to sell products that incorporate our RF receivers or RF receiver SoCs. In the future, these customers may decide not to purchase our products at all, may purchase fewer products than they did in the past, or may defer or cancel purchases or otherwise alter their purchasing patterns. Factors that could affect our revenue from these large customers include the following:

- substantially all of our sales to date have been made on a purchase order basis, which permits our customers to cancel, change or delay product purchase commitments with little or no notice to us and without penalty; and

- some of our customers have sought or are seeking relationships with current or potential competitors which may affect their purchasing decisions.

In addition, delays in development could impair our relationships with our strategic customers and negatively impact sales of the products under development. Moreover, it is possible that our customers may develop their own product or adopt a competitor s solution for products that they currently buy from us. If that happens, our sales would decline and our business, financial condition and results of operations could be materially and adversely affected.

Our relationships with some customers may deter other potential customers who compete with these customers from buying our products. To attract new customers or retain existing customers, we may offer these customers favorable prices on our products. In that event, our average selling prices and gross margins would decline. The loss of a key customer, a reduction in sales to any key customer or our inability to attract new significant customers could seriously impact our revenue and materially and adversely affect our results of operations.

A significant portion of our revenue is attributable to demand for our products in markets for cable and terrestrial set-top box applications.

Prior to fiscal 2010, sales of our products to customers in the mobile electronic device market accounted for a significant portion of our revenue in prior periods; however, revenue derived from mobile electronic devices has declined since fiscal 2010 and is no longer an area of focus for the Company. For fiscal 2010, revenue directly attributable to cable and terrestrial set-top box applications accounted for approximately 39% of our net revenue. For fiscal 2011, revenue directly attributable to cable and terrestrial set-top box applications accounted for approximately 56% of our net revenue. We currently expect this trend to continue in fiscal 2012. Delays in the development of, or unexpected developments in, the cable and terrestrial set-top box application markets could have an adverse effect on order activity by manufacturers in these markets and, as a result, on our business, revenue, operating results and financial condition.

We may be unable to make the substantial and productive research and development investments which are required to remain competitive in our business.

The semiconductor industry requires substantial investment in research and development in order to develop and bring to market new and enhanced technologies and products. Many of our products originated with our research and development efforts and have provided us with a significant competitive advantage. Our research and development expense was $40.2 million in 2011, $27.7 million in 2010 and $19.8 million in 2009. In 2011, we continued to increase our research and development expenditures as compared to prior periods as part of our strategy of devoting focused research and development efforts on the development of innovative and sustainable product platforms. We are committed to investing in new product development internally in order to stay competitive in our markets and plan to maintain research and development and design capabilities for new solutions in advanced semiconductor process nodes such as 40nm and beyond. We do not know whether we will have sufficient resources to maintain the level of investment in research and development required to remain competitive as semiconductor process nodes continue to shrink and become increasingly complex. In addition, we cannot assure you that the technologies which are the focus of our research and development expenditures will become commercially successful.

Average selling prices of our products could decrease rapidly, which could have a material adverse effect on our revenue and gross margins.

We may experience substantial period-to-period fluctuations in future operating results due to the erosion of our average selling prices. From time to time, we have reduced the average unit price of our products due to competitive pricing pressures, new product introductions by us or our competitors, and for other reasons, and we expect that we will have to do so again in the future. If we are unable to offset any reductions in our average selling prices by increasing our sales volumes or introducing new products with higher margins, our revenue and gross margins will suffer. To support our gross margins, we must develop and introduce new products and product enhancements on a timely basis and continually reduce our and our customers costs. Failure to do so would cause our revenue and gross margins to decline.

If we fail to develop and introduce new or enhanced products on a timely basis, our ability to attract and retain customers could be impaired and our competitive position could be harmed.

We operate in a dynamic environment characterized by rapidly changing technologies and industry standards and technological obsolescence. To compete successfully, we must design, develop, market and sell new or enhanced products that provide increasingly higher levels of performance and reliability and meet the cost expectations of our customers. The introduction of new products by our competitors, the market acceptance of products based on new or alternative technologies, or the emergence of new industry standards could render our existing or future products obsolete. Our failure to anticipate or timely develop new or enhanced products or technologies in response to technological shifts could result in decreased revenue and our competitors winning more competitive bid processes, known as design wins. In particular, we may experience difficulties with product design, manufacturing, marketing or certification that could delay or prevent our development, introduction or marketing of new or enhanced products. If we fail to introduce new or enhanced products that meet the needs of our customers or penetrate new markets in a timely fashion, we will lose market share and our operating results will be adversely affected.

If we fail to penetrate new markets, our revenue, revenue growth rate, if any, and financial condition could be materially and adversely affected.

Currently, we sell most of our products to manufacturers of applications for digital television, cable modems and gateways and cable set-top boxes, automotive TV display, and to Chinese manufacturers of set top boxes for sale in various markets worldwide. Our future revenue growth, if any, will depend in part on our ability to expand beyond these markets with our RF receivers and RF receiver SoCs. Each of these markets presents distinct and substantial risks. If any of these markets does not develop as we currently anticipate, or if we are unable to penetrate them successfully, it could materially and adversely affect our revenue and revenue growth rate, if any.

We expect cable modems and set top boxes to represent our largest North American target market. The North American cable set top box market is dominated by only a few OEMs, including Motorola Inc., Cisco Systems, Inc., Arris Group, Inc. and Technicolor S.A. These OEMs are large, multinational corporations with substantial negotiating power relative to us. Securing design wins with any of these companies requires a substantial investment of our time and resources. Even if we succeed, additional testing and operational certifications will be required by the OEMs customers, which include large cable television companies such as Comcast Corporation and Time Warner Cable Inc. In addition, our products will need to be compatible with other components in our customers designs, including components produced by our competitors or potential competitors. There can be no assurance that these other companies will support or continue to support our products.

Finally, the markets for IPTV and PCTV are nascent and relatively small. We have sold limited quantities of our products into these markets and cannot predict how, or to what extent, demand for our products in these markets will develop.

If we fail to penetrate these or other new markets upon which we target our resources, our revenue and revenue growth rate, if any, likely will decrease over time and our financial condition could suffer.

Our business, revenue and revenue growth, if any, will depend in part on the timing and development of the global transition from analog to digital television, which is subject to numerous regulatory and business risks outside our control.

For the year ended December 31, 2011, sales of our RF receiver products used in digital terrestrial television applications, or DTT, including digital televisions, automotive navigation displays, PCTV, IPTV, and terrestrial set top boxes, and modems and gateways for cable represented a significant portion of our revenues. We expect a significant portion of our revenue in future periods to continue to depend on the demand for DTT applications. In contrast to the United States, where the transition from analog to digital television occurred on a national basis in June 2009, in Europe and other parts of the world, the digital transition is being phased in on a local and regional basis and is expected to occur over many years. Most countries in Western Europe are expected to convert completely to digital television by the end of 2012, with the transition in Eastern Europe expected to continue through 2015. As a result, our future revenue will depend in part on government mandates requiring conversion from analog to digital television and on the timing and implementation of those mandates. If the transition to digital TV standards does not take place or is substantially delayed in Europe or other international markets, our business, revenue, operating results and financial condition would be materially and adversely affected. If during the transition to digital TV standards, consumers disproportionately purchase TV s with digital or hybrid tuning capabilities, this could diminish the size of the market for our digital-to-analog converter set-top box solutions, and as result our business, revenue, operating results and financial condition would be materially and adversely affected.

We are subject to U.S. export control and economic sanctions laws relating to the sale of our products. Although we did not intend to do so, we may have violated certain of these laws in the past, and we cannot currently assess with certainty the nature and extent of fines or other penalties, if any, that U.S. governmental agencies may impose against us, our management, or other employees for these potential violations. Any fines, if materially different from our current estimates, and any other penalties that regulatory authorities may seek to impose could have a material adverse effect on our business, operating results, and financial condition.

As noted in our Current Report on Form 8-K filed on February 7, 2012, in the first quarter of 2012, we determined that we may have taken actions that could constitute facilitation (within the meaning of applicable sanctions and export control laws) of shipments of foreign produced products to Iran or taken other actions that may be in violation of U.S. export control and economic sanctions laws. Specifically, certain of our tuner products, which are foreign produced and not subject to U.S. export controls, were included in set-top converter boxes produced by set-top box manufacturers in Asia to permit conversion of digital television signals to analog signals in international markets, including Iran, using the DVB-T, or Digital Video Broadcasting Terrestrial, broadcast standard. The DVB-T standard is used in most of Europe, Asia (excluding China), Australia, and Africa as well as in parts of the Middle East, including Iran. While the underlying shipment of our tuners into Iran by foreign manufacturers of these set-top boxes may have been lawful, we may have violated applicable sanctions and export control laws without the proper U.S. Government authorization.

We initially identified these potential violations internally, rather than as a result of a third-party audit or government investigation, and upon learning of these potential violations, our audit committee promptly retained outside counsel to conduct a review of our sanctions and export control compliance. On February 7, 2012, we made voluntary initial filings with the Office of Foreign Assets Control of the United States Department of the Treasury, or OFAC, and with the Bureau of Industry and Security of the United States Department of Commerce, or BIS, notifying these regulatory agencies that we were conducting a review of export control matters and that we would submit any supplemental voluntary self disclosures once our internal review was complete. The initial stage of the review was concluded in March 2012. Among other matters, our audit committee determined that our management team lacked sufficient familiarity with and understanding of export control and sanctions laws and their applicability to our products and services. Our audit committee concluded that our management team did not intentionally or knowingly violate applicable sanctions and export control laws.

Outside counsel is now preparing the final voluntary disclosures to be submitted to OFAC and BIS. OFAC and BIS may conclude that our actions resulted in violations that warrant the imposition of penalties that could include fines, termination of our ability to export our products, and/or referral for criminal prosecution. Penalties and potential criminal enforcement actions could be imposed against us and/or our management and certain of our employees. We cannot predict when OFAC or BIS will complete their reviews of our submissions, and resolution of these matters with the government could take substantial time and require substantial expenditure and management resources, either of which could be harmful to our business and operating results.

Any fines that OFAC or BIS may impose on us could be material to our operating results in the period in which they are imposed and could have a material adverse effect on our financial condition. The maximum civil monetary penalty for each violation is up to $250,000 or twice the value of the transaction, whichever is greater. Based upon facts known to us to date, we recorded an expense of $0.8 million, reflected in selling, general, and administrative expense, in the fourth quarter of 2011 for this export compliance matter, representing management s estimated exposure for fines in accordance with applicable accounting literature. Should additional facts be discovered in the future and/or should actual fines or other penalties differ from our estimates, our business, operating results, and financial condition could be materially and negatively affected. In that regard, we cannot guarantee that either OFAC or BIS will agree with our assessments of the quantity and nature of the potential violations. As a result, OFAC or BIS could seek to impose higher fines and penalties than those we have estimated to date. As a result of increased awareness relative to U.S. export control and economic sanction laws relating to the sale of our products, we are in the process of implementing an export control compliance management system and undertaking remedial measures to reduce the risk of similar events occurring in the future.

Continued adverse U.S. and international economic conditions, including factors that adversely affect consumer spending for the products that incorporate our integrated circuits, could adversely affect our revenues, margins, and operating results.

Since September 2008, the global credit markets and the financial services industry have been experiencing a period of unprecedented turmoil and upheaval characterized by the bankruptcy, failure, collapse or sale of various financial institutions and an unprecedented level of intervention from U.S. and foreign governments. Recently, the credit crisis has reemerged in Europe with threats of credit default by certain member countries of the European Union, and by substantial budgetary and fiscal constraints, including proposals for severe budget reductions in larger European Union countries such as Germany and the United Kingdom. Our products are incorporated in numerous consumer devices, and demand for our products will ultimately be driven by consumer demand for products such as televisions, automobiles, cable modems, and set top boxes. Many of these purchases are discretionary. In addition, our recent revenue growth has been attributable in large part to purchases of digital-to-analog set top converter boxes in various geographies including Europe. Partially in response to economic and political developments, Greece recently extended the date for its deadline for switching to exclusive digital television broadcasts. Similar extensions in other European countries could adversely affect our revenue and growth. These events, together with the current adverse economic conditions facing the broader economy and, in particular, the semiconductor and communications industries, have adversely affected, and may continue to adversely affect, our business, particularly to the extent that consumers decrease their discretionary spending for devices deploying our products.

We rely on a limited number of third parties to manufacture, assemble and test our products, and the failure to manage our relationships with our third-party contractors successfully could adversely affect our ability to market and sell our products.

We do not have our own manufacturing facilities. We operate an outsourced manufacturing business model that utilizes third-party foundry and assembly and test capabilities. As a result, we rely on third-party foundry wafer fabrication and assembly and test capacity, including sole sourcing for many components or products. Currently, all of our products are manufactured by UMC, Silterra Malaysia Sdn. Bhd, and SMIC, at foundries in Taiwan, Singapore, Malaysia, and China. We also use third-party contractors for all of our assembly and test operations.

Relying on third party manufacturing, assembly and testing presents significant risks to us, including the following:

- failure by us, our customers, or their end customers to qualify a selected supplier;
- capacity shortages during periods of high demand;
- reduced control over delivery schedules and quality;
- shortages of materials;
- misappropriation of our intellectual property;
- limited warranties on wafers or products supplied to us; and
- potential increases in prices.

The ability and willingness of our third-party contractors to perform is largely outside our control. If one or more of our contract manufacturers or other outsourcers fails to perform its obligations in a timely manner or at satisfactory quality levels, our ability to bring products to market and our reputation could suffer. For example, in the event that manufacturing capacity is reduced or eliminated at one or more facilities, including as a response to the recent worldwide decline in the semiconductor industry, manufacturing could be disrupted, we could have difficulties fulfilling our customer orders and our net revenue could decline. In addition, if these third parties fail to deliver quality products and components on time and at reasonable prices, we could have difficulties fulfilling our customer orders, our net revenue could decline and our business, financial condition and results of operations would be adversely affected.

Additionally, our manufacturing capacity may be similarly reduced or eliminated at one or more facilities due to the fact that our fabrication and assembly and test contractors are all located in the Pacific Rim region, principally in Taiwan, Singapore and Malaysia. The risk of earthquakes in these geographies is significant due to the proximity of major earthquake fault lines, and Taiwan in particular is also subject to typhoons and other Pacific storms. Earthquakes, fire, flooding, or other natural disasters in Taiwan or the Pacific Rim region, or political unrest, war, labor strikes, work stoppages or public health crises, such as outbreaks of H1N1 flu, in countries where our contractors facilities are located could result in the disruption of our foundry, assembly or test capacity. Any disruption resulting from these events could cause significant delays in shipments of our products until we are able to shift our manufacturing, assembly or test from the affected contractor to another third-party vendor. There can be no assurance that alternative capacity could be obtained on favorable terms, if at all.

We do not have any long-term supply contracts with our contract manufacturers or suppliers, and any disruption in our supply of products or materials could have a material adverse affect on our business, revenue and operating results.

We currently do not have long-term supply contracts with any of our third-party vendors, including UMC, Silterra and SMIC. We make substantially all of our purchases on a purchase order basis, and neither UMC nor our other contract manufacturers are required to supply us products for any specific period or in any specific quantity. Foundry capacity may not be available when we need it or at reasonable prices. Availability of foundry capacity has in the past been reduced from time to time due to strong demand. Foundries can allocate capacity to the production of other companies products and reduce deliveries to us on short notice. It is possible that foundry customers that are larger and better financed than we are, or that have long-term agreements with our foundry, may induce our foundry to reallocate capacity to them. This reallocation could impair our ability to secure the supply of components that we need. We expect that it would take approximately nine to twelve months

to transition performance of our foundry or assembly services to new providers. Such a transition would likely require a qualification process by our customers or their end customers. We generally place orders for products with some of our suppliers approximately four to five months prior to the anticipated delivery date, with order volumes based on our forecasts of demand from our customers. Accordingly, if we inaccurately forecast demand for our products, we may be unable to obtain adequate and cost-effective foundry or assembly capacity from our third-party contractors to meet our customers delivery requirements, or we may accumulate excess inventories. On occasion, we have been unable to adequately respond to unexpected increases in customer purchase orders and therefore were unable to benefit from this incremental demand. None of our third-party contractors has provided any assurance to us that adequate capacity will be available to us within the time required to meet additional demand for our products.

To address capacity considerations, we are in the process of qualifying additional semiconductor fabricators. Qualification will not occur if we identify a defect in a fabricator s manufacturing process or if our customers choose not to invest the time and expense required to qualify the proposed fabricator. If full qualification of a fabricator does not occur, we may not be able to sell all of the materials produced by this fabricator or to fulfill demand for our products, which would adversely affect our business, revenue and operating results. In addition, the resulting write-off of unusable inventories would have an adverse effect on our operating results.

Due to our limited operating history, we may have difficulty accurately predicting our future revenue and appropriately budgeting our expenses.

We have only a limited operating history from which to predict future revenue. This limited operating experience, combined with the rapidly evolving nature of the markets in which we sell our products, substantial uncertainty concerning how these markets may develop and other factors beyond our control, reduces our ability to accurately forecast quarterly or annual revenue. We are currently expanding our staffing and increasing our expense levels in anticipation of future revenue growth. If our revenue does not increase as anticipated, we could incur significant losses due to our higher expense levels if we are not able to decrease our expenses in a timely manner to offset any shortfall in future revenue.

We may not sustain our growth rate, and we may not be able to manage future growth effectively.

We have experienced significant growth in a short period of time. Our net revenue increased from approximately $51.4 million in 2009 to approximately $68.7 million in 2010 and approximately $71.9 million in 2011. We may not achieve similar growth rates in future periods. You should not rely on our operating results for any prior quarterly or annual periods as an indication of our future operating performance. If we are unable to maintain adequate revenue growth, our financial results could suffer and our stock price could decline.

To manage our growth successfully and handle the responsibilities of being a public company, we believe we must effectively, among other things:

- recruit, hire, train and manage additional qualified engineers for our research and development activities, especially in the positions of design engineering, product and test engineering and applications engineering;

- add sales personnel and expand customer engineering support offices;

- implement and improve our administrative, financial and operational systems, procedures and controls; and

- enhance our information technology support for enterprise resource planning and design engineering by adapting and expanding our systems and tool capabilities, and properly training new hires as to their use.

If we are unable to manage our growth effectively, we may not be able to take advantage of market opportunities or develop new products and we may fail to satisfy customer requirements, maintain product quality, execute our business plan or respond to competitive pressures.

Our customers require our products and our third-party contractors to undergo a lengthy and expensive qualification process which does not assure product sales.

Prior to purchasing our products, our customers require that both our products and our third-party contractors undergo extensive qualification processes, which involve testing of the products in the customer s system and rigorous reliability testing. This qualification process may continue for six months or more. However, qualification of a product by a customer does not assure any sales of the product to that customer. Even after successful qualification and sales of a product to a customer, a subsequent revision to the RF receiver or RF receiver SoC, changes in our customer s manufacturing process or our selection of a new supplier may require a new qualification process, which may result in delays and in us holding excess or obsolete inventory. After our products are qualified, it can take six months or more before the customer commences volume production of components or devices that incorporate our products. Despite these uncertainties, we devote substantial resources, including design, engineering, sales, marketing and management efforts, to qualifying our products with customers in anticipation of sales. If we are unsuccessful or delayed in qualifying any of our products with a customer, sales of this product to the customer may be precluded or delayed, which may impede our growth and cause our business to suffer.

We are subject to risks associated with our distributors product inventories and product sell-through. Should any of our distributors cease or be forced to stop distributing our products, our business would suffer.

We currently sell a majority of our products to customers through our distributors, who maintain their own inventories of our products. Sales to distributors accounted for 71% of our net revenue in the year ended December 31, 2011. If our distributors are unable to sell an adequate amount of their inventories of our products in a given quarter to manufacturers and end users or if they decide to decrease their inventories of our products for any reason, our sales to these distributors and our revenue may decline. In addition, if some distributors decide to purchase more of our products than are required to satisfy end customer demand in any particular quarter, inventories at these distributors would grow in that quarter. These distributors likely would reduce future orders until inventory levels realign with end customer demand, which could adversely affect our product revenue in a subsequent quarter.

Our reserve estimates with respect to the products stocked by our distributors are based principally on reports provided to us by our distributors, typically on a weekly basis. To the extent that this resale and channel inventory data is inaccurate or not received in a timely manner, we may not be able to make reserve estimates for future periods accurately or at all.

We are subject to order and shipment uncertainties, and differences between our estimates of customer demand and product mix and our actual results could negatively affect our inventory levels, sales and operating results.

Our revenue is generated on the basis of purchase orders with our customers rather than long-term purchase commitments. In addition, our customers can cancel purchase orders or defer the shipments of our products under certain circumstances. Our products are manufactured using a silicon foundry according to our estimates of customer demand, which requires us to make separate demand forecast assumptions for every customer, each of which may introduce significant variability into our aggregate estimate. We have limited visibility into future customer demand and the product mix that our customers will require, which could adversely affect our revenue forecasts and operating margins. Moreover, because our target markets are relatively new, many of our customers have difficulty accurately forecasting their product requirements and estimating the timing of their new product introductions, which ultimately affects their demand for our products. Historically, because of this limited visibility, actual results have been different from our forecasts of customer demand. Some of these differences have been material, leading to excess inventory or product shortages and revenue and margin forecasts above those we were actually able to achieve. These differences may occur in the future, and the adverse impact of these differences between forecasts and actual results could grow if we are successful in selling more products to some customers. In addition, the rapid pace of innovation in our industry could render significant portions of our inventory obsolete. Excess or obsolete inventory levels could result in unexpected expenses or increases in our reserves that could adversely affect our business, operating results and financial condition. Conversely, if we were to underestimate customer demand or if sufficient manufacturing capacity were unavailable, we could forego revenue opportunities, potentially lose market share and damage our customer relationships. In addition, any significant future cancellations or deferrals of product orders or the return of previously sold products due to manufacturing defects could materially and adversely impact our profit margins, increase our write-offs due to product obsolescence and restrict our ability to fund our operations.

Winning business is subject to lengthy competitive selection processes that require us to incur significant expenditures. Even if we begin a product design, a customer may decide to cancel or change its product plans, which could cause us to generate no revenue from a product and adversely affect our results of operations.

We are focused on securing design wins to develop RF receivers and RF receiver SoCs for use in our customers products. These selection processes typically are lengthy and can require us to incur significant design and development expenditures and dedicate scarce engineering resources in pursuit of a single customer opportunity. We may not win the competitive selection process and may never generate any revenue despite incurring significant design and development expenditures. These risks are exacerbated by the fact that some of our customers products likely will have short life cycles. Failure to obtain a design win could prevent us from offering an entire generation of a product, even though this has not occurred to date. This could cause us to lose revenue and require us to write off obsolete inventory, and could weaken our position in future competitive selection processes.

After securing a design win, we may experience delays in generating revenue from our products as a result of the lengthy development cycle typically required. Our customers generally take a considerable amount of time to evaluate our products. The typical time from early engagement by our sales force to actual product introduction runs from nine to twelve months for the consumer market, to as much as 12 to 36 months for the automotive TV display market. The delays inherent in these lengthy sales cycles increase the risk that a customer will decide to cancel, curtail, reduce or delay its product plans, causing us to lose anticipated sales. In addition, any delay or cancellation of a customer s plans could materially and adversely affect our financial results, as we may have incurred significant expense and generated no revenue. Finally, our customers failure to successfully market and sell their products could reduce demand for our products and materially and adversely affect our business, financial condition and results of operations. If we were unable to generate revenue after incurring substantial expenses to develop any of our products, our business would suffer.

Our operating results are subject to substantial quarterly and annual fluctuations and may fluctuate significantly due to a number of factors that could adversely affect our business and our stock price.

Our revenue and operating results have fluctuated in the past and are likely to fluctuate in the future. These fluctuations may occur on a quarterly and on an annual basis and are due to a number of factors, many of which are beyond our control. These factors include, among others:

- changes in end-user demand for the products manufactured and sold by our customers;
- the receipt, reduction or cancellation of significant orders by customers;
- fluctuations in the levels of component inventories held by our customers;
- the gain or loss of significant customers;
- market acceptance of our products and our customers products;
- our ability to develop, introduce and market new products and technologies on a timely basis;

the timing and extent of product development costs;

- new product announcements and introductions by us or our competitors;
- incurrence of research and development and related new product expenditures;
- seasonality or cyclical fluctuations in our markets;
- currency fluctuations;
- fluctuations in IC manufacturing yields;
- significant warranty claims, including those not covered by our suppliers;
- changes in our product mix or customer mix;
- intellectual property disputes;
- loss of key personnel or the shortage of available skilled workers; and
- the effects of competitive pricing pressures, including decreases in average selling prices of our products.

The foregoing factors are difficult to forecast, and these, as well as other factors, could materially adversely affect our quarterly or annual operating results. We typically are required to incur substantial development costs in advance of a prospective sale with no certainty that we will ever recover these costs. A substantial amount of time may pass between a design win and the generation of revenue related to the expenses previously incurred, which can potentially cause our operating results to fluctuate significantly from period to period. In addition, a significant amount of our operating expenses are relatively fixed in nature due to our significant sales, research and development costs. Any failure to adjust spending quickly enough to compensate for a revenue shortfall could magnify its adverse impact on our results of operations.

Our business would be adversely affected by the departure of existing members of our senior management team.

Our success depends, in large part, on the continued contributions of our senior management team, in particular, the services of Kishore Seendripu, Ph.D., our Chairman, President and Chief Executive Officer, Curtis Ling, Ph.D., our Chief Technical Officer and a Director, and Madhukar Reddy, Ph.D., our Vice President, IC and RF Systems Engineering. None of our senior management team is bound by written employment contracts to remain with us for a specified period. In addition, we have not entered into non-compete agreements with members of our senior management team. The loss of any member of our senior management team could harm our ability to implement our business strategy and respond to the rapidly changing market conditions in which we operate.

If we are unable to attract, train and retain qualified personnel, especially our design and technical personnel, we may not be able to execute our business strategy effectively.

Our future success depends on our ability to retain, attract and motivate qualified personnel, including our management, sales and marketing and finance, and especially our design and technical personnel. We do not know whether we will be able to retain all of these personnel as we continue to pursue our business strategy. Historically, we have encountered difficulties in hiring and retaining qualified engineers because there is a limited pool of engineers with the expertise required in our field. Competition for these personnel is intense in the semiconductor industry. As the source of our technological and product innovations, our design and technical personnel represent a significant asset. The loss of the services of one or more of our key employees, especially our key design and technical personnel, or our inability to retain, attract and motivate qualified design and technical personnel, could have a material adverse effect on our business, financial condition and results of operations.

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The complexity of our products could result in unforeseen delays or expenses caused by undetected defects or bugs, which could reduce the market acceptance of our new products, damage our reputation with current or prospective customers and adversely affect our operating costs.

Highly complex products like our RF receivers and RF receiver SoCs may contain defects and bugs when they are first introduced or as new versions are released. Due to our limited operating history, defects and bugs that may be contained in our products may not yet have manifested. We have in the past experienced, and may in the future experience, defects and bugs. If any of our products contains defects or bugs, or has reliability, quality or compatibility problems, we may not be able to successfully correct these problems. Consequently, our reputation may be damaged and customers may be reluctant to buy our products, which could materially and adversely affect our ability to retain existing customers and attract new customers, and our financial results. In addition, these defects or bugs could interrupt or delay sales to our customers. If any of these problems are not found until after we have commenced commercial production of a new product, we may be required to incur additional development costs and product recall, repair or replacement costs, and our operating costs could be adversely affected. These problems may also result in warranty or product liability claims against us by our customers or others that may require us to make significant expenditures to defend these claims or pay damage awards. In the event of a warranty claim, we may also incur costs if we compensate the affected customer. We maintain product liability insurance, but this insurance is limited in amount and subject to significant deductibles. There is no guarantee that our insurance will be available or adequate to protect against all claims. We also may incur costs and expenses relating to a recall of one of our customers products containing one of our devices. The process of identifying a recalled product in devices that have been widely distributed may be lengthy and require significant resources, and we may incur significant replacement costs, contract damage claims from our customers and reputational harm. Costs or payments made in connection with warranty and product liability claims and product recalls could materially affect our financial condition and results of operations.

We may face claims of intellectual property infringement, which could be time-consuming, costly to defend or settle and result in the loss of significant rights.

The semiconductor industry is characterized by companies that hold large numbers of patents and other intellectual property rights and that vigorously pursue, protect and enforce intellectual property rights. From time to time, third parties may assert against us and our customers and distributors their patent and other intellectual property rights to technologies that are important to our business.

Claims that our products, processes or technology infringe third-party intellectual property rights, regardless of their merit or resolution, could be costly to defend or settle and could divert the efforts and attention of our management and technical personnel. In addition, many of our customer and distributor agreements require us to indemnify and defend our customers or distributors from third-party infringement claims and pay damages in the case of adverse rulings. Claims of this sort also could harm our relationships with our customers or distributors and might deter future customers from doing business with us. We do not know whether we will prevail in these proceedings given the complex technical issues and inherent uncertainties in intellectual property litigation. If any pending or future proceedings result in an adverse outcome, we could be required to:

- cease the manufacture, use or sale of the infringing products, processes or technology;
- pay substantial damages for infringement;
- expend significant resources to develop non-infringing products, processes or technology;
- license technology from the third-party claiming infringement, which license may not be available on commercially reasonable terms, or at all;
- cross-license our technology to a competitor to resolve an infringement claim, which could weaken our ability to compete with that competitor; or

pay substantial damages to our customers or end users to discontinue their use of or to replace infringing technology sold to them with non-infringing technology.

Any of the foregoing results could have a material adverse effect on our business, financial condition and results of operations.

We utilize a significant amount of intellectual property in our business. If we are unable to protect our intellectual property, our business could be adversely affected.

Our success depends in part upon our ability to protect our intellectual property. To accomplish this, we rely on a combination of intellectual property rights, including patents, copyrights, trademarks and trade secrets in the United States and in selected foreign countries where we believe filing for such protection is appropriate. Effective patent, copyright, trademark and trade secret protection may be unavailable, limited or not applied for in some countries. Some of our products and technologies are not covered by any patent or patent application. We cannot guarantee that:

- any of our present or future patents or patent claims will not lapse or be invalidated, circumvented, challenged or abandoned;
- our intellectual property rights will provide competitive advantages to us;
- our ability to assert our intellectual property rights against potential competitors or to settle current or future disputes will not be limited by our agreements with third parties;
- any of our pending or future patent applications will be issued or have the coverage originally sought;
- our intellectual property rights will be enforced in jurisdictions where competition may be intense or where legal protection may be weak;
- any of the trademarks, copyrights, trade secrets or other intellectual property rights that we presently employ in our business will not lapse or be invalidated, circumvented, challenged or abandoned; or
- we will not lose the ability to assert our intellectual property rights against or to license our technology to others and collect royalties or other payments.

In addition, our competitors or others may design around our protected patents or technologies. Effective intellectual property protection may be unavailable or more limited in one or more relevant jurisdictions relative to those protections available in the United States, or may not be applied for in one or more relevant jurisdictions. If we pursue litigation to assert our intellectual property rights, an adverse decision in any of these legal actions could limit our ability to assert our intellectual property rights, limit the value of our technology or otherwise negatively impact our business, financial condition and results of operations.

Monitoring unauthorized use of our intellectual property is difficult and costly. Unauthorized use of our intellectual property may have occurred or may occur in the future. Although we have taken steps to minimize the risk of this occurring, any such failure to identify unauthorized use and otherwise adequately protect our intellectual property would adversely affect our business. Moreover, if we are required to commence litigation, whether as a plaintiff or defendant, not only would this be time-consuming, but we would also be forced to incur significant costs and divert our attention and efforts of our employees, which could, in turn, result in lower revenue and higher expenses.

We also rely on customary contractual protections with our customers, suppliers, distributors, employees and consultants, and we implement security measures to protect our trade secrets. We cannot assure you that these contractual protections and security measures will not be breached, that we will have adequate remedies for any such breach or that our suppliers, employees or consultants will not assert rights to intellectual property arising out of such contracts.

In addition, we have a number of third-party patent and intellectual property license agreements. Some of these license agreements require us to make one-time payments or ongoing royalty payments. Also, a few of our license agreements contain most-favored nation clauses or other price restriction clauses which may effect the amount we may charge for our products, processes or technology. We cannot guarantee that the third-party patents and technology we license will not be licensed to our competitors or others in the semiconductor industry. In the future, we may need to obtain additional licenses, renew existing license agreements or otherwise replace existing technology. We are unable to predict whether these license agreements can be obtained or renewed or the technology can be replaced on acceptable terms, or at all.

In connection with settling a trademark dispute with Linear Technology Corporation, we agreed not to register the MAXLINEAR mark or any other marks containing the term LINEAR . We may continue to use MAXLINEAR as a corporate identifier, including to advertise our products and services, but may not use that mark on our products. The agreement does not affect our ability to use our registered trademark MxL , which we use on our products. Due to our agreement not to register the MAXLINEAR mark, our ability to effectively prevent third parties from using the MAXLINEAR mark in connection with similar products or technology may be affected. If we are unable to protect our trademarks, we may experience difficulties in achieving and maintaining brand recognition and customer loyalty.

The use of open source software in our products, processes and technology may expose us to additional risks and harm our intellectual property.

Our products, processes and technology sometimes utilize and incorporate software that is subject to an open source license. Open source software is typically freely accessible, usable and modifiable. Certain open source software licenses require a user who intends to distribute the open source software as a component of the user s software to disclose publicly part or all of the source code to the user s software. In addition, certain open source software licenses require the user of such software to make any derivative works of the open source code available to others on unfavorable terms or at no cost. This can subject previously proprietary software to open source license terms.

While we monitor the use of all open source software in our products, processes and technology and try to ensure that no open source software is used in such a way as to require us to disclose the source code to the related product, processes or technology when we do not wish to do so, such use could inadvertently occur. Additionally, if a third party software provider has incorporated certain types of open source software into software we license from such third party for our products, processes or technology, we could, under certain circumstances, be required to disclose the source code to our products, processes or technology. This could harm our intellectual property position and have a material adverse effect on our business, results of operations and financial condition.

We rely on third parties to provide services and technology necessary for the operation of our business. Any failure of one or more of our partners, vendors, suppliers or licensors to provide these services or technology could have a material adverse effect on our business.

We rely on third-party vendors to provide critical services, including, among other things, services related to accounting, billing, human resources, information technology, network development, network monitoring, in-licensing and intellectual property that we cannot or do not create or provide ourselves. We depend on these vendors to ensure that our corporate infrastructure will consistently meet our business requirements. The ability of these third-party vendors to successfully provide reliable and high quality services is subject to technical and operational uncertainties that are beyond our control. While we may be entitled to damages if our vendors fail to perform under their agreements with us, our agreements with these vendors limit the amount of damages we may receive. In addition, we do not know whether we will be able to collect on any award of damages or that these damages would be sufficient to cover the actual costs we would incur as a result of any vendor s failure to perform under its agreement with us. Any failure of our corporate infrastructure could have a material adverse effect on our business, financial condition and results of operations. Upon expiration or termination of any of our agreements with third-party vendors, we may not be able to replace the services provided to us in a timely manner or on terms and conditions, including service levels and cost, that are favorable to us and a transition from one vendor to another vendor could subject us to operational delays and inefficiencies until the transition is complete.

Additionally, we incorporate third-party technology into and with some of our products, and we may do so in future products. The operation of our products could be impaired if errors occur in the third-party technology we use. It may be more difficult for us to correct any errors in a timely manner if at all because the development and maintenance of the technology is not within our control. There can be no assurance that these third parties will continue to make their technology, or improvements to the technology, available to us, or that they will continue to support and maintain their technology. Further, due to the limited number of vendors of some types of technology, it may be difficult to obtain new licenses or replace existing technology. Any impairment of the technology or our relationship with these third parties could have a material adverse effect on our business.

Unanticipated changes in our tax rates could affect our future results.

Since we operate in different countries and are subject to taxation in different jurisdictions, our future effective tax rates could be impacted by changes in such countries tax laws or their interpretations. Both domestic and international tax laws are subject to change as a result of changes in fiscal policy, changes in legislation, evolution of regulation and court rulings. The application of these tax laws and related regulations is subject to legal and factual interpretation, judgment and uncertainty. Recently, U.S. President Barack Obama s administration proposed significant changes to the U.S. international tax laws that could limit U.S. deductions for expenses related to un-repatriated foreign-source income, and modify the U.S. foreign tax credit and check-the-box rules. We cannot determine whether these proposals will be enacted into law or what, if any, changes may be made to such proposals prior to their being enacted into law. If the U.S. tax laws change in a manner that increases our tax obligation, it could result in a material adverse impact on our net income and our financial position.

Our future effective tax rate could be unfavorably affected by unanticipated changes in the valuation of our deferred tax assets and liabilities. Changes in our effective tax rate could have a material adverse impact on our results of operations. We record a valuation allowance to reduce our net deferred tax assets to the amount that we believe is more likely than not to be realized. In assessing the need for a valuation allowance, we consider historical levels of income, expectations and risks associated with estimates of future taxable income and ongoing prudent and practical tax planning strategies. On a periodic basis we evaluate our deferred tax asset balance for realizability. To the extent we believe it is more likely than not that some portion of our deferred tax assets will not be realized, we will increase the valuation allowance against the deferred tax asset. Realization of our deferred tax assets is dependent primarily upon future U.S. taxable income. During the year ended December 31, 2011, we established a full valuation allowance on our net federal deferred tax assets.

Our business, financial condition and results of operations could be adversely affected by the political and economic conditions of the countries in which we conduct business and other factors related to our international operations.

We sell our products throughout the world. Sales to end customers in Asia accounted for 90% our net revenue in the year ended December 31, 2011. Sales to end customers in Japan accounted for 39% of our net revenue in the year ended December 31, 2011. In addition, approximately 24% of our employees are located outside of the United States. All of our products are manufactured, assembled and tested in Asia, and all of our major distributors are located in Asia. Multiple factors relating to our international operations and to particular countries in which we operate could have a material adverse effect on our business, financial condition and results of operations. These factors include:

- changes in political, regulatory, legal or economic conditions;
- restrictive governmental actions, such as restrictions on the transfer or repatriation of funds and foreign investments and trade protection measures, including export duties and quotas and customs duties and tariffs;
- disruptions of capital and trading markets;
- changes in import or export licensing requirements;

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- transportation delays;
- civil disturbances or political instability;
- geopolitical turmoil, including terrorism, war or political or military coups;
- public health emergencies;
- differing employment practices and labor standards;
- limitations on our ability under local laws to protect our intellectual property;
- local business and cultural factors that differ from our customary standards and practices;
- nationalization and expropriation;
- changes in tax laws;
- currency fluctuations relating to our international operating activities; and
- difficulty in obtaining distribution and support.

In addition to a significant portion of our wafer supply coming from Taiwan, substantially all of our products undergo packaging and final test in Taiwan. Any conflict or uncertainty in this country, including due to natural disaster or public health or safety concerns, could have a material adverse effect on our business, financial condition and results of operations. In addition, if the government of any country in which our products are manufactured or sold sets technical standards for products manufactured in or imported into their country that are not widely shared, it may lead some of our customers to suspend imports of their products into that country, require manufacturers in that country to manufacture products with different technical standards and disrupt cross-border manufacturing relationships which, in each case, could have a material adverse effect on our business, financial condition and results of operations.

We also are subject to risks associated with international political conflicts involving the U.S. government. For example, in 2008 we were instructed by the U.S. Department of Homeland Security to cease using Polar Star International Company Limited, a distributor based in Hong Kong, that delivered third-party products, to a political group that the U.S. government did not believe should have been provided with the products in question. As a result, we immediately ceased all business operations with that distributor. The loss of Polar Star as a distributor did not materially delay shipment of our products because Polar Star was a non-exclusive distributor and we had in place alternative distribution arrangements. However, we cannot provide assurances that similar disruptions of distribution arrangements in the future will not result in delayed shipments until we are able to identify alternative distribution channels, which could include a requirement to increase our direct sales efforts. Loss of a key distributor under similar circumstances could have an adverse effect on our business, revenues and operating results.

If we suffer losses to our facilities or distribution system due to catastrophe, our operations could be seriously harmed.

Our facilities and distribution system, and those of our third-party contractors, are subject to risk of catastrophic loss due to fire, flood or other natural or man-made disasters. A number of our facilities and those of our contract manufacturers are located in areas with above average seismic activity. The foundries that manufacture all of our wafers are located in Taiwan, Singapore and Malaysia, and all of the third-party contractors who assemble and test our products also are located in Asia. In addition, our headquarters are located in Southern California. The risk of an earthquake in the Pacific Rim region or Southern California is significant due to the proximity of major earthquake fault lines. For example, in 2002 and 2003, major earthquakes occurred in Taiwan. Any catastrophic loss to any of these facilities would likely disrupt our operations, delay production, shipments and revenue and result in significant expenses to repair or replace the facility. In particular, any catastrophic loss at the Carlsbad and Irvine, California, Taiwan, Singapore or Shanghai facilities would materially and adversely affect our business.

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Our net revenues could be adversely affected by the recent earthquake, tsunami, and nuclear crisis in Japan and flooding in Thailand.

In March 2011, a major earthquake struck northeastern Japan, triggering a tsunami that together with the earthquake resulted in unprecedented damage to infrastructure and substantial loss of life. From a business and financial perspective, these events have led to substantial uncertainty about the direction of the Japanese economy, including the automotive and consumer electronics industries from which we realize substantial revenues.

For fiscal 2010, revenue directly attributable to Japan, which includes revenues attributable to the sale of integrated circuits into the Japanese automotive industry and sales of integrated circuits for electronic devices destined for Japanese consumer and mobile markets, accounted for approximately 57% of our net revenue. For fiscal 2011, Japanese-derived revenue declined to 39% of our net revenue as sales of our cable products increased relative to other products. We currently expect this trend to continue in fiscal 2012. Nevertheless, Japan will continue to account for a substantial portion of our net revenues, and our ability to achieve our financial forecasts will depend in large part on trends in Japanese automotive and consumer markets. In particular, our net revenue in 2012 could be adversely affected by continued manufacturing shut-downs in Japan, whether due to power shortages, disruptions in manufacturing supply chains, or other reasons. In addition, net revenues attributable to Japanese consumer and mobile markets will depend on the reaction of Japanese consumers to these events, including trends in consumer confidence and spending and the general pace and trend of recovery from the earthquake, tsunami, and nuclear crisis. We have limited ability to predict the impact of these events on our net revenues, particularly when depleted inventories could begin to have a material effect on the availability of components if automotive and consumer electronic supply chains have not recovered by that time.

In October 2011, many areas of Thailand sustained massive damage from flooding which may disrupt the global supply chain for hard disk drives and components manufactured in Thailand that may be included in the end user products of our customers. Due to cross dependencies, supply chain disruptions stemming from the flooding in Thailand could negatively impact the demand for our products, including, for example, if our customers are unable to obtain sufficient supply of other components required for their end product. We have limited ability to predict the impact of these events on our net revenues, particularly when depleted inventories could begin to have a material effect on the availability of hard disk drives and components if supply chains have not recovered by that time.

Our business is subject to various governmental regulations, and compliance with these regulations may cause us to incur significant expenses. If we fail to maintain compliance with applicable regulations, we may be forced to recall products and cease their manufacture and distribution, and we could be subject to civil or criminal penalties.

Our business is subject to various international and U.S. laws and other legal requirements, including packaging, product content, labor and import/export regulations. These regulations are complex, change frequently and have generally become more stringent over time. We may be required to incur significant costs to comply with these regulations or to remedy violations. Any failure by us to comply with applicable government regulations could result in cessation of our operations or portions of our operations, product recalls or impositions of fines and restrictions on our ability to conduct our operations. In addition, because many of our products are regulated or sold into regulated industries, we must comply with additional regulations in marketing our products.

Our products and operations are also subject to the rules of industrial standards bodies, like the International Standards Organization, as well as regulation by other agencies, such as the U.S. Federal Communications Commission. If we fail to adequately address any of these rules or regulations, our business could be harmed.

We must conform the manufacture and distribution of our semiconductors to various laws and adapt to regulatory requirements in all countries as these requirements change. If we fail to comply with these requirements in the manufacture or distribution of our products, we could be required to pay civil penalties, face criminal prosecution and, in some cases, be prohibited from distributing our products in commerce until the products or component substances are brought into compliance.

Investor confidence may be adversely impacted if we are unable to comply with Section 404 of the Sarbanes-Oxley Act of 2002, and as a result, our stock price could decline.

We are subject to rules adopted by the Securities Exchange Commission, or SEC, pursuant to Section 404 of the Sarbanes-Oxley Act of 2002, or Sarbanes-Oxley Act, which require us to include in our Annual Report on Form 10-K our management s report on, and assessment of the effectiveness of, our internal controls over financial reporting.

If we fail to maintain the adequacy of our internal controls, there is a risk that we will not comply with all of the requirements imposed by Section 404. Moreover, effective internal controls, particularly those related to revenue recognition, are necessary for us to produce reliable financial reports and are important to helping prevent financial fraud. Any of these possible outcomes could result in an adverse reaction in the financial marketplace due to a loss of investor confidence in the reliability of our consolidated financial statements and could result in investigations or sanctions by the SEC, the New York Stock Exchange, or NYSE, or other regulatory authorities or in stockholder litigation. Any of these factors ultimately could harm our business and could negatively impact the market price of our securities. Ineffective control over financial reporting could also cause investors to lose confidence in our reported financial information, which could adversely affect the trading price of our common stock.

Our disclosure controls and procedures are designed to provide reasonable assurance of achieving their objectives. However, our management, including our principal executive officer and principal financial officer, does not expect that our disclosure controls and procedures will prevent all error and all fraud. A control system, no matter how well conceived and operated, can provide only reasonable, not absolute, assurance that the objectives of the control system are met. Further, the design of a control system must reflect the fact that there are resource constraints, and the benefits of controls must be considered relative to their costs. Because of the inherent limitations in all control systems, no evaluation of controls can provide absolute assurance that all control issues and instances of fraud, if any, have been detected.

We are subject to the cyclical nature of the semiconductor industry.

The semiconductor industry is highly cyclical and is characterized by constant and rapid technological change, rapid product obsolescence and price erosion, evolving standards, short product life cycles and wide fluctuations in product supply and demand. The industry is experiencing a significant downturn during the current global recession. These downturns have been characterized by diminished product demand, production overcapacity, high inventory levels and accelerated erosion of average selling prices. The current downturn and any future downturns could have a material adverse effect on our business and operating results. Furthermore, any upturn in the semiconductor industry could result in increased competition for access to third-party foundry and assembly capacity. We are dependent on the availability of this capacity to manufacture and assemble our RF receivers and RF receiver SoCs. None of our third-party foundry or assembly contractors has provided assurances that adequate capacity will be available to us in the future.

Our products must conform to industry standards in order to be accepted by end users in our markets.

Generally, our products comprise only a part of a communications device. All components of these devices must uniformly comply with industry standards in order to operate efficiently together. We depend on companies that provide other components of the devices to support prevailing industry standards. Many of these companies are significantly larger and more influential in driving industry standards than we are. Some industry standards may not be widely adopted or implemented uniformly, and competing standards may emerge that may be preferred by our customers or end users. If larger companies do not support the same industry standards that we do, or if competing standards emerge, market acceptance of our products could be adversely affected, which would harm our business.

Products for communications applications are based on industry standards that are continually evolving. Our ability to compete in the future will depend on our ability to identify and ensure compliance with these evolving industry standards. The emergence of new industry standards could render our products incompatible with products developed by other suppliers. As a result, we could be required to invest significant time and effort and to incur significant expense to redesign our products to ensure compliance with relevant standards. If our products are not in compliance with prevailing industry standards for a significant period of time, we could miss opportunities to achieve crucial design wins. We may not be successful in developing or using new technologies or in developing new products or product enhancements that achieve market acceptance. Our pursuit of necessary technological advances may require substantial time and expense.

Risks Relating to Our Class A Common Stock

The dual class structure of our common stock as contained in our charter documents will have the effect of allowing our founders, executive officers, employees and directors and their affiliates to limit your ability to influence corporate matters that you may consider unfavorable.

We sold Class A common stock in our initial public offering. Our founders, executive officers, directors and their affiliates and employees hold shares of our Class B common stock, which is not publicly traded. Until March 29, 2017, the dual class structure of our common stock will have the following effects with respect to the holders of our Class A common stock:

- allows the holders of our Class B common stock to have the sole right to elect two management directors to the Board of Directors;

- with respect to change of control matters, allows the holders of our Class B common stock to have ten votes per share compared to the holders of our Class A common stock who will have one vote per share on these matters; and

- with respect to the adoption of or amendments to our equity incentive plans, allows the holders of our Class B common stock to have ten votes per share compared to the holders of our Class A common stock who will have one vote per share on these matters, subject to certain limitations.

Thus, our dual class structure will limit your ability to influence corporate matters and, as a result, we may take actions that our stockholders do not view as beneficial, which may adversely affect the market price of our Class A common stock.

The concentration of our capital stock ownership with our founders, executive officers, employees and our directors and their affiliates will limit your ability to influence corporate matters and their interests may differ from other stockholders.

As of December 31, 2011, our founders, executive officers, directors and their affiliates beneficially owned, in the aggregate, approximately 41% of our outstanding capital, representing approximately 84% of the voting power of our outstanding capital stock with respect to change of control matters and the adoption of or amendment to our equity incentive plans. In particular, our founders and our Chairman, President and Chief Executive Officer, Dr. Seendripu, together control approximately 22% of our outstanding capital stock, representing approximately 45% of the voting power of our outstanding capital stock with respect to change of control matters and the adoption of or amendment to our equity incentive plans. Additionally, approximately 10% of our outstanding common stock is collectively owned by investment funds affiliated with U.S. Venture Partners. A representative of U.S. Venture Partners is a director of MaxLinear. Together with these funds,

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Dr. Seendripu and the other founders therefore have significant influence over the management and affairs of the Company and over all matters requiring stockholder approval, including the election of two Class B directors and significant corporate transactions, such as a merger or other sale of our Company or its assets, for the foreseeable future.

Our management team may invest or spend the proceeds from our initial public offering in ways with which you may not agree or in ways which may not yield a return.

The net proceeds from our initial public offering may be used for general corporate purposes, including working capital. We may also use a portion of the net proceeds to acquire complementary businesses, products, services or technologies. However, we do not have any agreements or commitments for any specific acquisitions at this time. Our management will have considerable discretion in the application of the net proceeds, and you will not have the opportunity, as part of your investment decision, to assess whether the proceeds are being used appropriately. The net proceeds may be used for corporate purposes that do not increase our operating results or market value. Until the net proceeds are used, they may be placed in investments that do not produce significant income or that may lose value.

Anti-takeover provisions in our charter documents and under Delaware law could make an acquisition of us more difficult, limit attempts by our stockholders to replace or remove our current management and limit the market price of our Class A common stock.

Provisions in our certificate of incorporation and bylaws, as amended and restated, may have the effect of delaying or preventing a change of control or changes in our management. These provisions provide for the following:

- authorize our Board of Directors to issue, without further action by the stockholders, up to 25,000,000 shares of undesignated preferred stock;

- require that any action to be taken by our stockholders be effected at a duly called annual or special meeting and not by written consent;

- specify that special meetings of our stockholders can be called only by our Board of Directors, our Chairman of the Board of Directors, the President of the Company or by unanimous written consent of our directors appointed by the holders of Class B common stock;

- establish an advance notice procedure for stockholder approvals to be brought before an annual meeting of our stockholders, including proposed nominations of persons for election to our Board of Directors;

- establish that our Board of Directors is divided into three classes, Class I, Class II and Class III, with each class serving staggered terms and with one Class B director being elected to each of Classes II and III;

- provide for a dual class common stock structure, which provides our founders, current investors, executives and employees with significant influence over all matters requiring stockholder approval, including the election of directors and significant corporate transactions, such as a merger or other sale of our Company or its assets;

- provide that our directors may be removed only for cause;

- provide that vacancies on our Board of Directors may be filled only by a majority of directors then in office, even though less than a quorum, other than any vacancy in the two directorships reserved for the designees of the holders of Class B common stock, which may be filled only by the affirmative vote of the holders of a majority of the outstanding Class B common stock or by the remaining director elected by the Class B common stock (with the consent of founders holding a majority in interest of the Class B common stock over which the founders then exercise voting control);

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- specify that no stockholder is permitted to cumulate votes at any election of directors; and

- require supermajority votes of the holders of our common stock to amend specified provisions of our charter documents.

These provisions may frustrate or prevent any attempts by our stockholders to replace or remove our current management by making it more difficult for stockholders to replace members of our Board of Directors, which is responsible for appointing the members of our management. In addition, because we are incorporated in Delaware, we are governed by the provisions of Section 203 of the Delaware General Corporation Law, which generally prohibits a Delaware corporation from engaging in any of a broad range of business combinations with any interested stockholder for a period of three years following the date on which the stockholder became an interested stockholder.

Our share price may be volatile as a result of limited trading volume and other factors.

Our shares of Class A common stock began trading on the New York Stock Exchange in March 2010. An active public market for our shares on the New York Stock Exchange may not be sustained. In particular, limited trading volumes and liquidity may limit the ability of stockholders to purchase or sell our common stock in the amounts and at the times they wish. Trading volume in our Class A common stock tends to be modest relative to our total outstanding shares, and the price of our Class A common stock may fluctuate substantially (particularly in percentage terms) without regard to news about us or general trends in the stock market. An inactive market may also impair our ability to raise capital to continue to fund operations by selling shares and may impair our ability to acquire other companies or technologies by using our shares as consideration.

In addition, the trading price of our Class A common stock could become highly volatile and could be subject to wide fluctuations in response to various factors, some of which are beyond our control. These factors include those discussed in this Risk Factors section of this Annual Report on Form 10-K and others such as:

- actual or anticipated fluctuations in our financial condition and operating results;

- overall conditions in the semiconductor market;

- addition or loss of significant customers;

- changes in laws or regulations applicable to our products;

- actual or anticipated changes in our growth rate relative to our competitors;

- announcements of technological innovations by us or our competitors;

- announcements by us or our competitors of significant acquisitions, strategic partnerships, joint ventures or capital commitments;

- additions or departures of key personnel;

- competition from existing products or new products that may emerge;

issuance of new or updated research or reports by securities analysts;

fluctuations in the valuation of companies perceived by investors to be comparable to us;

disputes or other developments related to proprietary rights, including patents, litigation matters and our ability to obtain intellectual property protection for our technologies;

announcement or expectation of additional financing efforts;

sales of our Class A or Class B common stock by us or our stockholders;

share price and volume fluctuations attributable to inconsistent trading volume levels of our shares; and

general economic and market conditions.

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Furthermore, the stock markets recently have experienced extreme price and volume fluctuations that have affected and continue to affect the market prices of equity securities of many companies. These fluctuations often have been unrelated or disproportionate to the operating performance of those companies. These broad market and industry fluctuations, as well as general economic, political and market conditions such as recessions, interest rate changes or international currency fluctuations, may negatively impact the market price of our Class A common stock. In the past, companies that have experienced volatility in the market price of their stock have been subject to securities class action litigation. We may be the target of this type of litigation in the future. Securities litigation against us could result in substantial costs and divert our management s attention from other business concerns, which could seriously harm our business.

If securities or industry analysts do not publish research or reports about our business, or publish negative reports about our business, especially due to our dual-class voting structure, our share price and trading volume could decline.

The trading market for our Class A common stock depends in part on the research and reports that securities or industry analysts publish about us or our business, especially with respect to our unique dual-class voting structure as to the election of directors, change of control matters and matters related to our equity incentive plans. We do not have any control over these analysts. If one or more of the analysts who cover us downgrade our shares or change their opinion of our shares, our share price would likely decline. If one or more of these analysts cease coverage of our Company or fail to regularly publish reports on us, we could lose visibility in the financial markets, which could cause our share price or trading volume to decline.

Future sales of our Class A common stock in the public market could cause our share price to decline.

Sales of a substantial number of shares of our Class A common stock in the public market, or the perception that these sales might occur, could depress the market price of our Class A common stock and could impair our ability to raise capital through the sale of additional equity securities. As of December 31, 2011, we had 19.1 million shares of Class A common stock and 14.1 million shares of Class B common stock outstanding.

All shares of Class A common stock are freely tradable without restrictions or further registration under the Securities Act of 1933, as amended, or the Securities Act, except for any shares held by our affiliates as defined in Rule 144 under the Securities Act.

The holders of 3.3 million shares of Class B common stock, or 10% of our total outstanding Class A and Class B common stock, are entitled to rights with respect to registration of these shares under the Securities Act pursuant to a registration rights agreement. Shares of our Class B common stock automatically will convert into shares of our Class A common stock upon any sale or transfer, whether or not for value, except for certain transfers described in our amended and restated certificate of incorporation. If these holders of our Class B common stock, by exercising their registration rights, sell a large number of shares, they could adversely affect the market price for our Class A common stock. If we file a registration statement for the purposes of selling additional shares to raise capital and are required to include shares held by these holders pursuant to the exercise of their registration rights, our ability to raise capital may be impaired. We filed registration statements on Form S-8 under the Securities Act to register 11.6 million shares of our Class A common stock for issuance under our 2010 Equity Incentive Plan and 2010 Employee Stock Purchase Plan. These shares may be freely sold in the public market upon issuance and once vested, subject to other restrictions provided under the terms of the applicable plan and/or the option agreements entered into with option holders.

The requirements of being a public company may strain our resources, divert management s attention and affect our ability to attract and retain qualified board members.

As a public company, we are subject to the reporting requirements of the Securities Exchange Act of 1934, as amended, or the Exchange Act, the Sarbanes-Oxley Act, the listing requirements of the NYSE and other applicable securities rules and regulations. None of our senior executives has managed a public company prior to

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our becoming a public company in March 2010. Compliance with these rules and regulations have increased our legal and financial compliance costs, made some activities more difficult, time-consuming or costly and increased the demand on our systems and resources. The Exchange Act requires, among other things, that we file annual, quarterly and current reports with respect to our business and financial condition. The Sarbanes-Oxley Act requires, among other things, that we maintain effective disclosure controls and procedures and internal control over financial reporting. In order to maintain and, if required, improve our disclosure controls and procedures and internal control over financial reporting to meet this standard, significant resources and management oversight may be required. As a result, management s attention may be diverted from other business concerns, which could have a material adverse effect on our business, financial condition and results of operations. Although we have already hired additional staff to comply with these requirements, we may need to hire more employees in the future, which will increase our costs and expenses.

In addition, changing laws, regulations and standards relating to corporate governance and public disclosure are creating uncertainty for public companies, increasing legal and financial compliance costs and making some activities more time consuming. These laws, regulations and standards are subject to varying interpretations, in many cases due to their lack of specificity, and, as a result, their application in practice may evolve over time as new guidance is provided by regulatory and governing bodies. This could result in continuing uncertainty regarding compliance matters and higher costs necessitated by ongoing revisions to disclosure and governance practices. We intend to invest resources to comply with evolving laws, regulations and standards, and this investment may result in increased general and administrative expenses and a diversion of management s time and attention from revenue-generating activities to compliance activities. If our efforts to comply with new laws, regulations and standards differ from the activities intended by regulatory or governing bodies due to ambiguities related to practice, regulatory authorities may initiate legal proceedings against us and our business may be harmed.

We also expect that being a newly public company and these new rules and regulations will make it more expensive for us to obtain director and officer liability insurance, and we may be required to accept reduced coverage or incur substantially higher costs to obtain coverage. These factors could also make it more difficult for us to attract and retain qualified members of our Board of Directors, particularly to serve on our audit committee and compensation committee, and qualified executive officers.

We do not intend to pay dividends for the foreseeable future.

We have never declared or paid any cash dividends on our common stock and do not intend to pay any cash dividends in the foreseeable future. We anticipate that we will retain all of our future earnings for use in the development of our business and for general corporate purposes. Any determination to pay dividends in the future will be at the discretion of our Board of Directors. Accordingly, investors must rely on sales of their Class A common stock after price appreciation, which may never occur, as the only way to realize any future gains on their investments.

ITEM 1B. UNRESOLVED STAFF COMMENTS

None.

ITEM 2. PROPERTIES

Our corporate headquarters occupy approximately 29,000 square feet in Carlsbad, California under a lease that expires in August 2014. All of our business and engineering functions are represented at our corporate headquarters, including three laboratories for research and development and manufacturing operations. In addition to our principal office space in Carlsbad, we have leased facilities for use as design centers in Irvine, California, Shanghai, China and Bangalore, India. We also have engineering support offices in Shenzhen, China, Tokyo, Japan and Hsinchu, Taiwan. We believe that our current facilities are adequate to meet our ongoing needs and that additional facilities are available for lease to meet our future needs.

ITEM 3. LEGAL PROCEEDINGS

We are not currently a party to any material litigation, and we are not aware of any pending or threatened litigation against us that we believe would adversely affect our business, operating results, financial condition or cash flows. The semiconductor industry is characterized by frequent claims and litigation, including claims regarding patent and other intellectual property rights as well as improper hiring practices. As a result, in the future, we may be involved in various legal proceedings from time to time.

ITEM 4. MINE SAFETY DISCLOSURES

Not applicable.

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PART II

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

Market Information and Holders

In March 2010, we completed the initial public offering of our Class A common stock. Our Class A common stock is traded on the New York Stock Exchange, or NYSE, under the symbol MXL. The following table sets forth, for the periods indicated, the high and low sale prices for our Class A common stock as reported by the NYSE:

	Year Ended December 31, 2011	
	High	Low
First Quarter (January 1, 2011 to March 31, 2011)	$ 12.83	$ 7.32
Second Quarter (April 1, 2011 to June 30, 2011)	$ 9.68	$ 7.70
Third Quarter (July 1, 2011 to September 30, 2011)	$ 9.26	$ 4.86
Fourth Quarter (October 1, 2011 to December 31, 2011)	$ 6.41	$ 4.13

	Year Ended December 31, 2010	
	High	Low
First Quarter (March 24, 2010 to March 31, 2010)	$ 19.50	$ 17.56
Second Quarter (April 1, 2010 to June 30, 2010)	$ 18.36	$ 13.01
Third Quarter (July 1, 2010 to September 30, 2010)	$ 14.71	$ 9.65
Fourth Quarter (October 1, 2010 to December 31, 2010)	$ 11.50	$ 9.30

On December 31, 2011, the last reported sales price of our common stock was $4.75 and, according to our transfer agent, as of February 29, 2012, there were 13 record holders of our Class A common stock and 77 record holders of our Class B common stock.

Our Class B common stock is not publicly traded. Each share of Class B common stock is convertible at any time at the option of the holder into one share of Class A common stock and in most instances automatically converts upon sale or other transfer.

Dividend Policy

We have never declared or paid cash dividends on our common stock. We currently intend to retain all available funds and any future earnings for use in the operation of our business and do not anticipate paying any dividends on our common stock in the foreseeable future. Any future determination to declare dividends will be made at the discretion of our Board of Directors and will depend on our financial condition, operating results, capital requirements, general business conditions and other factors that our Board of Directors may deem relevant.

Stock Performance Graph

Notwithstanding any statement to the contrary in any of our previous or future filings with the SEC, the following information relating to the price performance of our common stock shall not be deemed filed with the SEC or Soliciting Material under the Exchange Act, or subject to Regulation 14A or 14C, or to liabilities of Section 18 of the Exchange Act except to the extent we specifically request that such information be treated as soliciting material or to the extent we specifically incorporate this information by reference.

The graph below compares the cumulative total stockholder return on our Class A common stock with the cumulative total return on The NYSE Composite Index and The Philadelphia Semiconductor Index. The period shown commences on March 23, 2010 and ends on December 31, 2011, the end of our last fiscal year. The graph assumes an investment of $100 on March 23, 2010, and the reinvestment of any dividends. In addition, the graph assumes the value of our common stock on March 23, 2010 was the initial public offering price of $14.00 per share.

The comparisons in the graph below are required by the Securities and Exchange Commission and are not intended to forecast or be indicative of possible future performance of our common stock.

Recent Sales of Unregistered Securities

In the fiscal year ended December 31, 2011, we issued an aggregate of 1 million shares of our Class B common stock to certain employees upon the exercise of options awarded under our 2004 Stock Plan. We received aggregate proceeds of approximately $1.5 million in the fiscal year ended December 31, 2011 as a result of the exercise of these options. We believe these transactions were exempt from the registration requirements of the Securities Act in reliance on Rule 701 thereunder as transactions pursuant to compensatory benefit plans and contracts relating to compensation as provided under Rule 701. As of December 31, 2011, options to purchase an aggregate of 2.7 million shares of our Class B common stock remain outstanding. All issuances of shares of our Class B common stock pursuant to the exercise of these options will be made in reliance on Rule 701. All option grants made under the 2004 Stock Plan were made prior to the effectiveness of our initial public offering. No further option grants will be made under our 2004 Stock Plan.

None of the foregoing transactions involved any underwriters, underwriting discounts or commissions, or any public offering.

Each share of our Class B common stock is convertible at any time at the option of the holder into one share of our Class A common stock. In addition, each share of our Class B common stock will convert automatically into one share of Class A common stock upon any transfer, whether or not for value, except for certain transfers described in our certificate of incorporation.

Use of Proceeds

Our initial public offering of Class A common stock was effected through a Registration Statement on Form S-1 (File No. 333- 162947) that was declared effective by the Securities and Exchange Commission on

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March 23, 2010. From the effective date of the registration statement through December 31, 2011, we have used the net proceeds of the offering for working capital purposes, including expenditures for inventory, personnel costs, equipment and acquired intellectual property, and other operating expenses.

ITEM 6. SELECTED CONSOLIDATED FINANCIAL DATA

We have derived the selected consolidated statement of operations data for the fiscal years ended December 31, 2011, 2010 and 2009 and selected consolidated balance sheet data as of December 31, 2011 and 2010 from our audited consolidated financial statements and related notes included elsewhere in this report. We have derived the statement of operations data for the fiscal years ended December 31, 2008 and 2007 and the balance sheet data as of December 31, 2009, 2008 and 2007 from our audited consolidated financial statements not included in this report. Our historical results are not necessarily indicative of the results to be expected for any future period. The following selected consolidated financial data should be read in conjunction with Management s Discussion and Analysis of Financial Condition and Results of Operations and our consolidated financial statements and related notes included elsewhere in this report.

	Years Ended December 31,				
	2011	2010	2009	2008	2007
	(in thousands, except per share amounts)				
Consolidated Statement of Operations Data:					
Net revenue	$ 71,937	$ 68,701	$ 51,350	$ 31,331	$ 9,696
Cost of net revenue	26,616	21,560	17,047	12,675	4,896
Gross profit	45,321	47,141	34,303	18,656	4,800
Operating expenses:					
Research and development	40,156	27,725	19,790	14,310	9,924
Selling, general and administrative	20,178	15,912	9,921	6,356	4,296
Total operating expenses	60,334	43,637	29,711	20,666	14,220
Income (loss) from operations	(15,013)	3,504	4,592	(2,010)	(9,420)
Interest income	292	326	51	179	654
Interest expense	(69)	(29)	(52)	(74)	(78)
Other income (expense), net	(241)	(58)	(32)	(9)	135
Income (loss) before income taxes	(15,031)	3,743	4,559	(1,914)	(8,709)
Provision (benefit) for income taxes	6,993	(6,371)	230		
Net income (loss)	(22,024)	10,114	4,329	(1,914)	(8,709)
Net income allocable to preferred stockholders		(1,215)[(1)]	(3,691)[(1)]		
Net income (loss) attributable to common stockholders	$ (22,024)	$ 8,899	$ 638	$ (1,914)	$ (8,709)
Net income (loss) per share attributable to common stockholders:					
Basic	$ (0.68)	$ 0.33	$ 0.06	$ (0.19)	$ (0.93)
Diluted	$ (0.68)	$ 0.30	$ 0.06	$ (0.19)	$ (0.93)
Shares used to compute net income (loss) per share attributable to common stockholders:					
Basic	32,573	26,743	10,129	9,861	9,364
Diluted	32,573	29,478	11,512	9,861	9,364

(1) Please see Note 2 to our consolidated financial statements for an explanation of the method used to calculate net income allocable to preferred stockholders and net income (loss) attributable to common stockholders, including the method used to calculate the number of shares used in the computation of the per share amounts.

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	As of December 31,				
	2011	2010	2009	2008	2007
			(in thousands)		
Consolidated Balance Sheet Data:					
Cash, cash equivalents and short- and long-term investments, available-for-sale	$ 85,736	$ 94,486	$ 17,921	$ 9,720	$ 8,973
Working capital	76,585	95,444	11,029	8,406	10,292
Total assets	112,376	118,918	35,773	16,723	14,603
Capital lease obligations, net of current portion	2	18	115	238	301
Convertible preferred stock(1)			35,351	35,351	35,351
Total stockholders equity (deficit)	93,025	104,897	(19,475)	(25,363)	(23,914)

(1) Upon certain change in control events that may be outside of our control, including our liquidation, sale or transfer of control, holders of the convertible preferred stock could cause its redemption. Accordingly, these shares were considered contingently redeemable and were classified as temporary equity on our balance sheets instead of in stockholders equity (deficit). We adjusted the carrying values of the convertible preferred stock to their liquidation values at the date of issuance.

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ITEM 7. MANAGEMENT S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

The following discussion and analysis of the financial condition and results of our operations should be read in conjunction with the consolidated financial statements and related notes included elsewhere in this report. This discussion contains forward-looking statements that involve risks and uncertainties. Our actual results could differ materially from those discussed below. Factors that could cause or contribute to such differences include, but are not limited to, those identified below, and those discussed in the section titled Risk Factors included elsewhere in this report.

Overview

We are a provider of highly integrated, radio-frequency analog and mixed-signal semiconductor solutions for broadband communications applications. Our high performance radio-frequency, or RF, receiver products capture and process digital and analog broadband signals to be decoded for various applications. These products include both RF receivers and RF receiver systems-on-chip, or SoCs, which incorporate our highly integrated radio system architecture and the functionality necessary to demodulate broadband signals. Our current products enable the display of broadband video content in a wide range of electronic devices, including cable and terrestrial set top boxes, digital televisions, mobile handsets, personal computers, netbooks and in-vehicle entertainment devices.

Our net revenue has grown from approximately $600,000 in fiscal 2006 to $71.9 million in fiscal 2011. In 2010 and 2011, our net revenue was derived from sales of global digital RF receiver products for digital set top box applications, automotive navigation displays, mobile handsets, cable modems and gateways and digital televisions. Our ability to achieve revenue growth in the future will depend, among other factors, on our ability to further penetrate existing markets; our ability to expand our target addressable markets by developing new and innovative products; and our ability to obtain design wins with device manufacturers, in particular manufacturers of set top boxes and cable modems and gateways for the cable industry.

Substantially all of our sales have been to customers outside the United States. Sales to customers in Asia accounted for 90%, 97% and 99% of net revenue in the years ended December 31, 2011, 2010 and 2009, respectively. The majority of our sales to these and other customers are through distributors based in Asia. Although we actually sell the products to and are paid by the distributors, we refer to these end customers as our customers. Because many of our customers or their OEM manufacturers are located in Asia, we anticipate that a majority of our revenue will continue to come from sales to customers in that region. Although a large percentage of our sales are made to customers in Asia, we believe that a significant number of the systems designed by these customers and incorporating our semiconductor products are then sold to end users outside Asia. For example, we believe revenue generated from sales of our digital terrestrial set top box products during the years ended December 31, 2011 and 2010 related principally to sales to Asian set top box manufacturers delivering products into European markets. To date, all of our sales have been denominated in United States dollars.

A significant portion of our net revenue has historically been generated by a limited number of customers. Our three largest customers collectively represented 32% of net revenue for the year ended December 31, 2011. For certain customers, we sell multiple products into disparate end user applications such as modules for televisions, in-vehicle or automotive applications and mobile handsets.

Our business depends on winning competitive bid selection processes, known as design wins, to develop semiconductors for use in our customers products. These selection processes are typically lengthy, and as a result, our sales cycles will vary based on market served, whether the design-win is with an existing or a new customer and whether our product being designed in our customer s device is a first generation or subsequent generation product. Our customers products can be complex and, if our engagement results in a design win, can require significant time to define, design and result in volume production. Because the sales cycle for our products is long, we can incur significant design and development expenditures in circumstances where we do not ultimately recognize any revenue. We do not have any long-term purchase commitments with any of our customers, all of whom purchase our products on a purchase order basis. Once one of our products is incorporated into a customer s design, however, we believe that our product is likely to remain a component of the customer s product for its life cycle because of the time and expense associated with redesigning the product or substituting an alternative chip. Product life cycles in our target markets will vary by application. For example, in the digital set top box market a design-in can have a product life cycle of 18 to 24 months. In the automotive sector, the product life cycle of a design-in can range from 36 to 60 months. In the mobile television sector, the product life cycle can range from 12 to 36 months.

In March 2010, we completed the initial public offering, or IPO, of our Class A common stock in which we sold and issued 5.9 million shares of Class A common stock, including 0.8 million shares related to the exercise of the underwriters over-allotment, at an issue price of $14.00 per share. We raised a total of $82.9 million in gross proceeds in the IPO, or approximately $72.9 million in net proceeds after deducting underwriting discounts and commissions of $5.8 million and other offering costs of $4.2 million. Immediately prior to the closing of the IPO, all shares of our then-outstanding convertible preferred stock outstanding automatically converted into 14.5 million shares of our Class B common stock.

Critical Accounting Policies and Estimates

Management s discussion and analysis of our financial condition and results of operations are based upon our consolidated financial statements which are prepared in accordance with accounting principles that are generally accepted in the United States. The preparation of these consolidated financial statements requires us to make estimates and judgments that affect the reported amounts of assets and liabilities, related 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. We continually evaluate our estimates and judgments, the most critical of which are those related to revenue recognition, allowance for doubtful accounts, inventory valuation, income taxes and stock-based compensation. We base our estimates and judgments on historical experience and other factors that we believe to be reasonable under the circumstances. Materially different results can occur as circumstances change and additional information becomes known.

We believe that the following accounting policies involve a greater degree of judgment and complexity than our other accounting policies. Accordingly, these are the policies we believe are the most critical to understanding and evaluating our consolidated financial condition and results of operations.

Revenue Recognition

Revenue is generated from sales of our integrated circuits. We recognize revenue when all of the following criteria are met: 1) there is persuasive evidence that an arrangement exists, 2) delivery of goods has occurred, 3) the sales price is fixed or determinable and 4) collectibility is reasonably assured. Title to product transfers to customers either when it is shipped to or received by the customer, based on the terms of the specific agreement with the customer.

We record revenue based on the facts at the time of sale. Amounts that are not probable of collection once the product has shipped and title has transferred to the customer are deferred until the amount that is probable of collection can be determined. Items that are considered when determining the amounts that will be ultimately collected are: a customer s overall creditworthiness and payment history, customer rights to return unsold product, customer rights to price protection, customer payment terms conditioned on sale or use of product by the customer, or extended payment terms granted to a customer.

For distributor transactions, revenue is not recognized until product is shipped to the end customer and the amount that will ultimately be collected is determinable. Upon shipment of product to these distributors, title to the inventory transfers to the distributor and the distributor is invoiced, generally with 30 day terms. On shipments where revenue is not recognized, we record a trade receivable for the selling price as there is a legally enforceable right to payment, relieving the inventory for the carrying value of goods shipped since legal title has passed to the distributor, and record the corresponding gross profit in our consolidated balance sheet as a component of deferred revenue and deferred profit, representing the difference between the receivable recorded and the cost of inventory shipped.

We record reductions in revenue for estimated pricing adjustments related to price protection and unit rebate agreements, in the same period that the related revenue is recorded. Price protection pricing adjustments are recorded at the time of sale as a reduction to revenue and an increase in our accrued liabilities. We may enter into unit rebate agreements with end customers based on volume purchases. We estimate that all of the unit rebates will be achieved based on the history of these programs, reduce the average selling price of the product sold under the rebate program and defer revenue for the difference between the amount billed to the customer and the adjusted average selling price. Once the targeted level is achieved, the deferred revenue is recognized as revenue as rebated products are shipped to the end customer. Deferred revenue associated with rebate programs is included in deferred revenue and deferred profit in the consolidated balance sheet.

Allowance for Doubtful Accounts

We perform ongoing credit evaluations of our customers and adjust credit limits based on each customers credit worthiness, as determined by our review of current credit information. We continuously monitor collections and payments from our customers and maintain an allowance for doubtful accounts based upon our historical experience, our anticipation of uncollectible accounts receivable and any specific customer collection issues that we have identified. While our credit losses have historically been insignificant, we may experience higher credit loss rates in the future than we have in the past. Our receivables are concentrated in relatively few customers. Therefore, a significant change in the liquidity or financial position of any one significant customer could make collection of our accounts receivable more difficult, require us to increase our allowance for doubtful accounts and negatively affect our working capital.

Inventory Valuation

We continually assess the recoverability of our inventory based on assumptions about demand and market conditions. Forecasted demand is determined based on historical sales and expected future sales. We value our inventory at the lower of standard cost (which approximates actual cost on a first-in, first-out basis) or its current estimated market value. We reduce our inventory to the estimated lower of cost or market value on a part-by-part basis to account for its obsolescence or lack of marketability. Reductions are calculated as the difference between the cost of inventory and the estimated market value based upon assumptions about future demand and market conditions. If actual market conditions are less favorable than those projected by management, additional inventory write-downs may be required that may adversely affect our operating results. If actual market conditions are more favorable, we may have higher gross profits when products are sold.

Intangible Assets

Technologies acquired or licensed from other companies are capitalized and amortized over the greater of the terms of the agreement, or estimated useful life, not to exceed three years.

Impairment of Long-Lived Assets

We regularly review the carrying amount of our long-lived assets, as well as the useful lives, to determine whether indicators of impairment may exist which warrant adjustments to carrying values or estimated useful lives. An impairment loss would be recognized when the sum of the expected future undiscounted net cash flows is less than the carrying amount of the asset. Should impairment exist, the impairment loss would be measured based on the excess of the carrying amount of the asset over the asset s fair value.

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Income Taxes

We provide for income taxes utilizing the asset and liability approach of accounting for income taxes. Under this approach, deferred taxes represent the future tax consequences expected to occur when the reported amounts of assets and liabilities are recovered or paid. The provision for income taxes generally represents income taxes paid or payable for the current year plus the change in deferred taxes during the year. Deferred taxes result from the differences between the financial and tax bases of our assets and liabilities and are adjusted for changes in tax rates and tax laws when changes are enacted. Valuation allowances are recorded to reduce deferred tax assets when a judgment is made that is considered more likely than not that a tax benefit will not be realized. A decision to record a valuation allowance results in an increase in income tax expense or a decrease in income tax benefit. If the valuation allowance is released in a future period, income tax expense will be reduced accordingly.

The calculation of tax liabilities involves dealing with uncertainties in the application of complex global tax regulations. The impact of an uncertain income tax position is recognized at the largest amount that is more likely than not to be sustained upon audit by the relevant taxing authority. An uncertain income tax position will not be recognized if it has less than a 50% likelihood of being sustained. If the estimate of tax liabilities proves to be less than the ultimate assessment, a further charge to expense would result.

In assessing the realizability of deferred tax assets, management considers whether it is more likely than not that some portion or all of the deferred tax assets will be realized. The ultimate realization of deferred tax assets is dependent upon the generation of future taxable income during the periods in which those temporary differences become deductible. We will continue to assess the need for a valuation allowance on the deferred tax asset by evaluating both positive and negative evidence that may exist. Any adjustment to the net deferred tax asset valuation allowance would be recorded in the income statement for the period that the adjustment is determined to be required.

Stock-Based Compensation

We measure the cost of employee services received in exchange for equity incentive awards, including stock options, employee stock purchase rights and restricted stock units, based on the grant date fair value of the award. We use the Black-Scholes valuation model to calculate the fair value of stock options and employee stock purchase rights granted to employees. We calculate the fair value of restricted stock units based on the fair market value of our Class A common stock on the grant date. Stock-based compensation expense is recognized over the period during which the employee is required to provide services in exchange for the award, which is usually the vesting period. We recognize compensation expense over the vesting period using the straight-line method and classify these amounts in the statements of operations based on the department to which the related employee reports.

We account for stock options issued to non-employees in accordance with authoritative guidance for equity based payments to non-employees. Stock options issued to non-employees are accounted for at their estimated fair value determined using the Black-Scholes option-pricing model. The fair value of options granted to non-employees is re-measured as they vest, and the resulting increase in value, if any, is recognized as expense during the period the related services are rendered. We calculate the fair value of restricted stock units issued to non-employees based on the fair market value of our Class A common stock on the grant date and the resulting stock-based compensation expense is recognized over the period during which the non-employee is required to provide services in exchange for the award, which is usually the vesting period.

Results of Operations

The following describes the line items set forth in our consolidated statements of operations.

Net Revenue. Net revenue is generated from sales of our RF receivers and RF receiver SoCs. A majority of our end customers purchase products indirectly from us through distributors. Although we actually sell the products to and are paid by the distributors, we refer to these end customers as our customers.

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Cost of Net Revenue. Cost of net revenue includes the cost of finished silicon wafers processed by third-party foundries; costs associated with our outsourced packaging and assembly, test and shipping; costs of personnel, including stock-based compensation, and equipment associated with manufacturing support, logistics and quality assurance; amortization of certain production mask costs; cost of production load boards and sockets; and an allocated portion of our occupancy costs.

Research and Development. Research and development expense includes personnel-related expenses, including stock-based compensation, new product engineering mask costs, prototype integrated circuit packaging and test costs, computer-aided design software license costs, intellectual property license costs, reference design development costs, development testing and evaluation costs, depreciation expense and allocated occupancy costs. Research and development activities include the design of new products, refinement of existing products and design of test methodologies to ensure compliance with required specifications. All research and development costs are expensed as incurred.

Selling, General and Administrative. Selling, general and administrative expense includes personnel-related expenses, including stock-based compensation, distributor and other third-party sales commissions, field application engineering support, travel costs, professional and consulting fees, legal fees, depreciation expense and allocated occupancy costs.

Interest Income. Interest income consists of interest earned on our cash, cash equivalents and investment balances.

Interest Expense. Interest expense consists primarily of imputed interest on i) the purchase of licensed technology and ii) property and equipment capital leases.

Other Income (expense). Other income (expense) generally consists of income (expense) generated from minor non-operating transactions.

Provision for Income Taxes. Income tax expense is primarily due to the establishment of a valuation allowance on the net federal deferred tax asset in the third quarter of 2011. The income tax benefit for the year ended December 31, 2010 includes the reversal of our valuation allowance previously offsetting our federal deferred tax assets. Income tax expense for the year ended December 31, 2009 relates to current federal alternative minimum tax and California income taxes. Due to net operating loss limitations, the Company s net operating losses did not fully offset the federal alternative minimum taxes and California income taxes.

The following table sets forth our consolidated statement of operations data as a percentage of net revenue for the periods indicated.

	Years Ended December 31,		
	2011	**2010**	**2009**
Net revenue	100%	100%	100%
Cost of net revenue	37	31	33
Gross profit	63	69	67
Operating expenses:			
Research and development	56	41	39
Selling, general and administrative	28	23	19
Total operating expenses	84	64	58
Income (loss) from operations	(21)	5	9
Interest income			
Interest expense			
Other expense, net			(1)
Income (loss) before income taxes	(21)	5	8
Provision (benefit) for income taxes	10	(10)	
Net income (loss)	(31)%	15%	8%

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Comparison of the Fiscal Years Ended December 31, 2011, 2010 and 2009

Net Revenue

	Years Ended December 31,			% Change	
	2011	2010	2009	2011	2010
	(dollars in thousands)				
Net revenue	$ 71,937	$ 68,701	$ 51,350	5%	34%

Net revenue for the year ended December 31, 2011 increased by $3.2 million from 2010 primarily due to increase in sales revenue from cable products, offset by decrease in revenue derived from consumer terrestrial TV set-top box and mobile handset applications. We expect sales of our cable products to account for a substantial portion of our revenue growth, if any, in 2012. The demand for our terrestrial and cable TV products will depend on several factors, including the rate of worldwide transition from analog-to-digital terrestrial and cable TV broadcast, and the growth in demand, if any, for high speed broadband connectivity and multimedia content and services.

Net revenue for the year ended December 31, 2010 increased by $17.4 million from 2009 primarily due to an increase in shipments of our RF receiver products used in televisions, automotive navigation displays, PCs and set top box devices for digital terrestrial television, digital cable and IPTV applications. These gains were offset by a decrease in shipments and revenue from our mobile digital television RF receiver products for the Japanese handset market. In particular, these increases were primarily attributable to shipments and related revenue for digital televisions, PCTV, and automotive markets in Japan, and digital terrestrial TV set top boxes destined for end markets in Europe.

Cost of Net Revenue and Gross Profit

	Years Ended December 31,			% Change	
	2011	2010	2009	2011	2010
	(dollars in thousands)				
Cost of net revenue	$ 26,616	$ 21,560	$ 17,047	23%	26%
% of net revenue	37%	31%	33%		
Gross profit	$ 45,321	$ 47,141	$ 34,303	(4)%	37%
% of net revenue	63%	69%	67%		

Cost of net revenue increased by $5.1 million from 2010 to 2011. Gross profit decreased by $1.8 million from 2010 to 2011, reflecting a decrease in gross profit as a percentage of revenue from 69% to 63%. The decreases in both absolute gross profit and the gross profit percentage of net revenue were primarily due to decreases in average selling prices of several products whose average manufacturing costs decreased proportionally to a lesser extent than their average selling prices. Changes in product mix driven by significant declines in our higher margin mobile handset applications also contributed to the declines in gross margin as a percentage of revenue. We currently expect that gross profit percentage will fluctuate in the future, from quarter-to-quarter, based on changes in product mix, average selling prices, and average manufacturing costs.

Cost of net revenue and gross profit increased by $4.5 million and $12.8 million, respectively, from 2009 to 2010. These increases in cost of net revenue were principally due to increased sales of our second-generation global digital terrestrial television RF receiver product. The rise in shipments and, to a lesser extent, the reduction in per unit manufacturing cost of the second-generation global digital terrestrial television RF receiver products, resulted in the increases in both the absolute gross profit, and the gross profit percentage of net revenue in 2010.

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Research and Development

	Years Ended December 31,			% Change	
	2011	2010	2009	2011	2010
	(dollars in thousands)				
Research and development	$ 40,156	$ 27,725	$ 19,790	45%	40%
% of net revenue	56%	41%	39%		

Research and development expense for 2011 was $40.2 million, an increase of $12.4 million, or 45%, from 2010. This increase was primarily attributable to an increase in the number of new RF receiver SoC product development and existing product enhancement initiatives. The increase in research and development expense also includes a new initiative to develop MoCA®, or Multimedia over Coax Alliance, solutions for inside-the-home data, and video network connectivity. Investments in intellectual property and software related to connectivity technologies, including the acquisition of certain MoCA® intellectual property and connectivity-related software licenses, increased by $4.2 million compared to the prior year. Salary and benefits expense (including stock-based compensation) increased $5.8 million compared to the prior year. The increase in salary and benefits is primarily due to an increase in our average full-time-equivalent employee headcount compared to the prior year. Also contributing to the increases, compared to the prior year, were additional expenses for computer-aided design and related software license costs, new product engineering mask costs, supplies, travel and other costs. Entering into new technology licenses is a strategic decision made by management on a case by case basis. We cannot predict whether we will acquire more of these types of licenses, or the magnitude or timing of any such license acquisitions. Absent these types of licensing events, we expect our research and development expenses to increase in absolute dollars as we continue to focus on expanding our product portfolio and enhancing existing products.

Research and development expense for 2010 was $27.7 million, an increase of $7.9 million, or 40%, from 2009. This increase was primarily attributable to an increase in the overall number of new product development and existing product enhancement initiatives. These projects and initiatives related primarily to our RF receiver SoC products. Salary and benefits accounted for the largest portion of the increase at $6.7 million for 2010 (including stock-based compensation), reflecting growth in our average full-time-equivalent employee headcount compared to the prior year. Also contributing to the increases were additional expenses for supplies, travel and other costs, offset by decreases in acquired intellectual property and facility-related costs compared to the prior year.

Selling, General and Administrative

	Years Ended December 31,			% Change	
	2011	2010	2009	2011	2010
	(dollars in thousands)				
Selling, general and administrative	$ 20,178	$ 15,912	$ 9,921	27%	60%
% of net revenue	28%	23%	19%		

Selling, general and administrative expense for 2011 was $20.2 million, an increase of $4.3 million, or 27%, from 2010. This increase was primarily attributable to increase in costs associated with the need for larger scale operations to support the increase in demand for our products, and increased expenses associated with regulatory compliance initiatives, including compliance with the Sarbanes-Oxley Act. Specifically, the increase was attributable in part to an additional $2.4 million of incremental salary and benefit expenses in 2011 (including stock-based compensation). Also contributing to the increases were incremental legal, accounting and other professional expenses, consulting expenses, travel-related costs, and occupancy expenses. We expect selling, general and administrative expenses to increase in absolute dollars in the future as we expand our sales and marketing organization to enable expansion into existing and new markets, as we continue to build our international administrative infrastructure and as a result of the export compliance review.

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Selling, general and administrative expense for 2010 was $15.9 million, an increase of $6.0 million, or 60%, from 2009. This increase was primarily attributable to costs associated with the need for larger scale operations as a result of increased demand for our products and increased expenses as we prepared to become a public reporting company. Specifically, more than half of the increase was attributable to an additional $3.2 million of incremental salary and benefit expenses in 2010 (including stock-based compensation). Also contributing to the increase were incremental legal, accounting and other professional expenses associated with becoming a public company, distributor and sales representative commissions driven by increased sales of our products, consulting expenses, and additional travel, supplies, and facility-related costs.

Interest and Other Income (Expense)

	Years Ended December 31,		
	2011	**2010**	**2009**
Interest income	$ 292	$ 326	$ 51
Interest expense	(69)	(29)	(52)
Other expense, net	(241)	(58)	(32)

Interest income decreased in 2011 compared to 2010 due to lower investment balances, principally due to a change in the composition of cash equivalents and investments. Interest income increased in 2010 compared to 2009 due to higher cash and investment balances, principally due to the investment of the proceeds from our March 2010 IPO.

Interest expense increased in 2011 compared to 2010 related to an accrued technology license agreement with extended payment terms. Interest expense decreased in 2010 compared to 2009 due to lower outstanding debt balances.

Other expense, net in 2011 consisted primarily of losses on foreign currency transactions, investment management fees and lease settlement charges. Other expense, net in 2010 consisted primarily of losses on foreign currency transactions and investment management fees. Other expense, net in 2009 consisted primarily of the write-off of the carrying value of leasehold improvements in connection with vacating certain leased facilities.

Provision for Income Taxes

	Years Ended December 31,		
	2011	**2010**	**2009**
Provision for income taxes	$ 6,993	$ (6,371)	$ 230

The provision for income taxes for the year ended December 31, 2011 was $7.0 million or approximately (46.5)% of pre-tax loss compared to a benefit for income taxes of $6.4 million for the year ended December 31, 2010. The increase in the effective tax rate in the current year is primarily due to the establishment of a valuation allowance on the net federal deferred tax asset in the third quarter of 2011. In the third quarter of 2011, we evaluated our net deferred income taxes, which included an assessment of the cumulative income or loss over the prior three-year period and future periods, to determine if a valuation allowance is required. After considering our recent history of losses and management s expectations of additional near-term losses, we recorded a valuation allowance on our net federal deferred tax assets, with a corresponding charge to our income tax provision of approximately $6.7 million during 2011. In addition, we continue to maintain a valuation allowance to offset the California deferred tax assets as realization of such assets does not meet the more-likely-than-not threshold required under accounting guidelines. We will continue to assess the need for a valuation allowance on the deferred tax assets by evaluating positive and negative evidence that may exist.

The income tax benefit of $6.4 million for the year ended December 31, 2010 includes the reversal of our valuation allowance previously offsetting our federal deferred tax assets. The provision for income taxes for the year ended December 31, 2009 relates to current federal alternative minimum tax and California income taxes.

Subsequent Events

In the first quarter of 2012, we became aware that we may have taken actions that could constitute facilitation (within the meaning of applicable sanctions and export control laws) of shipments of foreign produced products to Iran or taken other actions that may be in violation of U.S. export control and economic sanctions laws. The potential violations related to the sale of certain of our tuner products to set-top box manufacturers in Asia to permit conversion of digital television signals to analog signals in international markets using the DVB-T broadcast standard. The DVB-T standard is used in most of Europe, Asia (excluding China), Australia, and Africa as well as in parts of the Middle East, including Iran. While the underlying shipment of our tuners into Iran by foreign manufacturers of these set-top boxes may have been lawful, our potential facilitation may have resulted in violation of applicable sanctions and export control laws without the proper U.S. Government authorization. Upon learning of these potential violations, which were discovered internally, our audit committee retained outside counsel to conduct a review of our sanctions and export control compliance. On February 7, 2012, we made voluntary initial filings with the Office of Foreign Assets Control of the United States Department of the Treasury (OFAC) and with the Bureau of Industry and Security of the United States Department of Commerce (BIS), notifying these regulatory agencies that we were conducting a review of export control matters and that we would submit any supplemental voluntary self disclosures once the internal review was complete. The initial stage of the review was concluded in March 2012. Outside counsel is now preparing the final voluntary disclosures to be submitted to OFAC and BIS. Based upon the facts known to us to date, we recorded an expense of $0.8 million, reflected in selling, general, and administrative expense, in the fourth quarter of 2011 for this export compliance matter, representing management s estimated exposure for civil penalties and fines in accordance with applicable accounting literature.

As we have voluntarily self-disclosed, OFAC or BIS could conduct their own investigation. Should additional facts be discovered in the future and/or should actual fines or other penalties differ from our estimates, our business, operating results, and financial condition could be materially and negatively affected. In that regard, we cannot guarantee that either OFAC or BIS will agree with our assessments of the quantity and nature of the potential violations. As a result, OFAC or BIS could seek to impose higher fines and penalties than those we have estimated to date. The maximum civil monetary penalty for each violation is up to $250,000 or twice the value of the transaction, whichever is greater.

Liquidity and Capital Resources

In March 2010, we received net proceeds from our IPO of approximately $72.9 million (after underwriters discounts of $5.8 million and additional offering related costs of approximately $4.2 million). Prior to the IPO, our primary sources of cash were, historically, proceeds from issuances of convertible preferred stock and cash collections from customers. As of December 31, 2011, we had cash and cash equivalents of $28.0 million, short-term investments of $47.2 million, long-term investments of $10.5 million and net accounts receivable of $10.4 million.

Our primary uses of cash are to fund operating expenses, purchases of inventory and the acquisition of property and equipment. Cash used to fund operating expenses excludes the impact of non-cash items such as depreciation and stock-based compensation and is impacted by the timing of when we pay these expenses as reflected in the change in our outstanding accounts payable and accrued expenses.

Our primary sources of cash are cash receipts on accounts receivable from our shipment of products to distributors and direct customers. Aside from the growth in amounts billed to our customers, net cash collections of accounts receivable are impacted by the efficiency of our cash collections process, which can vary from period to period depending on the payment cycles of our major distributor customers.

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Following is a summary of our working capital and cash and cash equivalents for the periods indicated:

	Years Ended December 31, 2011	2010
	(in thousands)	
Working capital	$ 76,585	$ 95,444
Cash and cash equivalents	28,026	21,563

Following is a summary of our cash flows provided by (used in) operating activities, investing activities and financing activities for the periods indicated:

	Years Ended December 31, 2011	2010	2009
		(in thousands)	
Net cash provided by operating activities	$ (7,109)	$ 4,838	$ 9,860
Net cash provided by (used in) investing activities	10,818	(78,375)	391
Net cash provided (used in) by financing activities	2,733	77,170	(250)
Effect of exchange rates on cash and cash equivalents	21	9	1
Net increase in cash and cash equivalents	$ 6,463	$ 3,642	$ 10,002

Cash Flows from Operating Activities

Net cash used in operating activities in 2011 was $7.1 million. Net cash used in operating activities primarily consisted of a net loss of $22.0 million and $3.6 million in changes in operating assets and liabilities, offset by $18.5 million in non-cash operating expenses. Included in the changes in operating assets and liabilities was a $7.4 million increase in accounts receivable due to significantly greater shipments in the last month of the year ended December 31, 2011 compared to the last month of the year ended December 31, 2010 and the timing of cash receipts from customers and an increase in our accounts payable and accrued expenses related to our accrued technology license payments and estimated fines and penalties related to export compliance matters. Non-cash items included in net loss for the year ended December 31, 2011 included depreciation and amortization expense of $3.2 million, amortization of investment premiums, net of $1.2 million, stock-based compensation of $7.4 million, write down of long-lived assets of $0.1 million and a decrease in deferred income taxes of $6.6 million related to the recording of a valuation allowance on net federal deferred tax assets.

Net cash provided by operating activities in 2010 was $4.8 million. Net cash provided by operating activities primarily consisted of net income of $10.1 million and $0.7 million in non-cash operating expenses, offset by $6.0 million in changes in operating assets and liabilities. Our deferred income taxes increased in 2010 as a result of the release of our valuation allowance. Our increase in inventory and decreases in accounts receivable and deferred revenue and profit were due to a reduction in shipments to distributors in the second half of 2010 as customers either reduced the amount of purchase orders within lead time or requested rescheduling of shipments.

Net cash provided by operating activities in 2009 was $9.9 million. Net cash provided by operating activities primarily consisted of net income of $4.3 million, $1.8 million in non-cash operating expenses and $3.7 million in changes in operating assets and liabilities. Our accounts receivable increased as a result of significantly higher distributor shipments in 2009 and our inventory decreased as a result of sales and production being more closely matched in 2009. Our accounts payable and accrued expenses increased in 2009 in support of our increased production volumes and overall operational growth. Deferred revenue and deferred profit increased as our revenue grew and our distributors carried higher inventory balances.

Cash Flows from Investing Activities

Net cash provided by investing activities in 2011 was $10.8 million. Net cash provided by investing activities primarily consisted of $125.4 million in maturities of securities, offset by $111.4 million in purchases

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of securities, $3.0 million in purchases of property and equipment and $0.2 million in purchases of intangibles. Net cash used in investing activities during the year ended December 31, 2010 consisted of $111.8 million in purchases of securities, $3.0 million in purchases of property and equipment and $1.3 million in purchases of intangibles, offset by $37.7 million in maturities of securities. Net cash provided by investing activities during the year ended December 31, 2009 consisted of sales of investment securities, net of purchases, of $1.8 million. Purchases of property and equipment accounted for $1.4 million in 2009.

Cash Flows from Financing Activities

Net cash provided by financing activities in 2011 was $2.7 million. Net cash provided by financing activities consisted primarily of proceeds from issuance of common stock of $2.8 million offset by payments on capital leases of $0.1 million.

Net cash provided by financing activities during the year ended December 31, 2010 was primarily due to the net cash provided from our IPO of $75.6 million.

Net cash used in financing activities during the year ended December 31, 2009 consisted of $0.1 million for the repayment of equipment financing and $0.8 million for costs paid in connection with our initial public offering, offset by $0.6 million of net proceeds from the exercise of stock options.

Contractual Obligations, Commitments and Contingencies

The following table summarizes our outstanding contractual obligations as of December 31, 2011:

	Payments Due by Period					
	Total	**2012**	**2013**	**2014**	**2015**	**2016 and Thereafter**
			(in thousands)			
Capital lease obligations (including interest)	$ 36	$ 33	$ 3	$	$	$
Operating lease obligations	3,044	1,015	979	638	299	113
Other obligations	5,846	3,689	2,028	129		
Inventory purchase obligations	2,767	2,767				
Total contractual obligations	$ 11,693	$ 7,504	$ 3,010	$ 767	$ 299	$ 113

Other obligations represent purchase commitments for software licensing agreements, information systems infrastructure and other commitments made in the ordinary course of business.

We are unable to make a reasonably reliable estimate as to when or if cash settlement with taxing authorities will occur for our unrecognized tax benefits. Therefore, our unrecognized tax benefits of $3 million are not included in the table above.

Warranties and Indemnifications

In connection with the sale of products in the ordinary course of business, we often make representations affirming, among other things, that our products do not infringe on the intellectual property rights of others, and agree to indemnify customers against third-party claims for such infringement. Further, our by-laws require us to indemnify our officers and directors against any action that may arise out of their services in that capacity, and we have also entered into indemnification agreements with respect to all of our directors. We have not been subject to any material liabilities under such provisions and therefore believe that our exposure for these indemnification obligations is minimal. Accordingly, we have no liabilities recorded for these indemnity agreements as of December 31, 2011.

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Off-Balance Sheet Arrangements

As part of our ongoing business, we do not participate in transactions that generate relationships with unconsolidated entities or financial partnerships, such as entities often referred to as structured finance or special purpose entities, or SPEs, which would have been established for the purpose of facilitating off-balance sheet arrangements or other contractually narrow or limited purposes. As of December 31, 2011, we were not involved in any unconsolidated SPE transactions.

Recent Accounting Pronouncements

For additional information regarding recently adopted and issued accounting pronouncements, see Note 1 of the notes to consolidated financial statements contained within this Form 10-K.

ITEM 7A. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

Foreign Currency Risk

To date, our international customer and vendor agreements have been denominated almost exclusively in United States dollars. Accordingly, we have limited exposure to foreign currency exchange rates and do not enter into foreign currency hedging transactions. The functional currency of certain foreign subsidiaries is the local currency. Accordingly, the effects of exchange rate fluctuations on the net assets of these foreign subsidiaries operations are accounted for as translation gains or losses in accumulated other comprehensive income within stockholders equity. We do not believe that a change of 10% in such foreign currency exchange rates would have a material impact on our financial position or results of operations.

Interest Rate Sensitivity

We had cash and cash equivalents of $28.0 million at December 31, 2011, which was held for working capital purposes. We do not enter into investments for trading or speculative purposes. We do not believe that we have any material exposure to changes in the fair value of these investments as a result of changes in interest rates due to their short-term nature. Declines in interest rates, however, will reduce future investment income.

Investments Risk

Our investments, consisting of U.S. Treasury and agency obligations and corporate notes and bonds, are stated at cost, adjusted for amortization of premiums and discounts to maturity. In the event that there are differences between fair value and cost in any of our available-for-sale securities, unrealized gains and losses on these investments are reported as a separate component of accumulated other comprehensive income (loss).

Investments in fixed rate interest earning instruments carry a degree of interest rate risk. Fixed rate securities may have their market value adversely impacted due to rising interest rates. Due in part to these factors, our future investment income may fall short of expectations due to changes in interest rates.

ITEM 8. FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA

The financial statements and supplementary data required by this item are included in Part IV, Item 15 of this Report.

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

None.

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ITEM 9A. CONTROLS AND PROCEDURES

Evaluation of Disclosure and Procedures

We maintain disclosure controls and procedures that are designed to ensure that information required to be disclosed in our periodic reports filed with the SEC is recorded, processed, summarized and reported within the time periods specified in the rules and forms of the SEC and that such information is accumulated and communicated to our management, including our principal executive officer, principal financial officer and principal accounting officer, as appropriate, to allow for timely decisions regarding required disclosure. In designing and evaluating the disclosure controls and procedures, management recognizes that any controls and procedures, no matter how well designed and operated, can provide only reasonable assurance of achieving the desired control objectives, and no evaluation of controls and procedures can provide absolute assurance that all control issues and instances of fraud, if any, within a company have been detected. Management is required to apply its judgment in evaluating the cost-benefit relationship of possible controls and procedures.

As required by Rule 13a-15(b) of the Securities Exchange Act of 1934, as amended, or the Exchange Act, prior to filing this Form 10-K, we carried out an evaluation, under the supervision and with the participation of our management, including our principal executive officer, principal financial officer and principal accounting officer, of the effectiveness of the design and operation of our disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) of the Exchange Act) as of the end of the period covered by this Form 10-K. Based on their evaluation, our principal executive officer, principal financial officer and principal accounting officer concluded that our disclosure controls and procedures were effective as of the end of the period covered by this Form 10-K.

Management s Annual Report on Internal Controls over Financial Reporting

Our management, including our principal executive officer, principal financial officer and principal accounting officer, is responsible for establishing and maintaining adequate internal control over financial reporting, as defined in Rules 13a-15(f) and 15d-15(f) under the Exchange Act. Our management, including our principal executive officer, principal financial officer and principal accounting officer, evaluated the effectiveness of our internal control over financial reporting based on the framework in Internal Control Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission. Based upon that evaluation, management concluded that our internal control over financial reporting was effective as of December 31, 2011. The effectiveness of our internal control over financial reporting as of December 31, 2011 has been audited by Ernst & Young LLP, an independent registered public accounting firm, and Ernst & Young LLP has issued a report on our internal control over financial reporting, as stated within their report which is included herein.

Changes in Internal Control over Financial Reporting

An evaluation was performed under the supervision and with the participation of our management, including our principal executive officer, principal financial officer and principal accounting officer, to determine whether any change in our internal control over financial reporting occurred during the fiscal quarter ended December 31, 2011 that materially affected, or is reasonably likely to materially affect, our internal control over financial reporting. We did not identify any change in our internal control over financial reporting that occurred during the fiscal quarter ended December 31, 2011 that materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.

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REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

The Board of Directors and Stockholders of

MaxLinear, Inc.

We have audited MaxLinear, Inc. s internal control over financial reporting as of December 31, 2011, based on criteria established in Internal Control Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (the COSO criteria). MaxLinear, Inc. s management is responsible for maintaining effective internal control over financial reporting, and for its assessment of the effectiveness of internal control over financial reporting included in the accompanying Management s Annual Report on Internal Control over Financial Reporting. Our responsibility is to express an opinion on the company s internal control over financial reporting based on our audit.

We conducted our audit in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether effective internal control over financial reporting was maintained in all material respects. Our audit included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, testing and evaluating the design and operating effectiveness of internal control based on the assessed risk, and performing such other procedures as we considered necessary in the circumstances. We believe that our audit provides a reasonable basis for our opinion.

A company s internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company s internal control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company s assets that could have a material effect on the financial statements.

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

In our opinion, MaxLinear, Inc. maintained, in all material respects, effective internal control over financial reporting as of December 31, 2011, based on the COSO criteria.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), the consolidated balance sheets of MaxLinear, Inc. (the Company) as of December 31, 2011 and 2010, and the related consolidated statements of operations, convertible preferred stock and stockholders equity (deficit), and cash flows for each of the three years in the period ended December 31, 2011 of MaxLinear, Inc. and our report dated March 14, 2012 expressed an unqualified opinion thereon.

/s/ Ernst & Young LLP

San Diego, California

March 14, 2012

ITEM 9B. OTHER INFORMATION

None.

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PART III

ITEM 10. DIRECTORS, EXECUTIVE OFFICERS AND CORPORATE GOVERNANCE

The information required by Item 10 with respect to our directors and executive officers is incorporated by reference from the information set forth under the captions Proposal Number *1* Election of Class III Director By Class A and Class B Common Stock and Executive Officers in our Definitive Proxy Statement to be filed in connection with our 2012 Annual Meeting of Stockholders, or the 2012 Proxy Statement, which will be filed with the Securities and Exchange Commission no later than 120 days after December 31, 2011.

Item 405 of Regulation S-K calls for disclosure of any known late filing or failure by an insider to file a report required by Section 16(a) of the Exchange Act. This information is contained under the caption Related Person Transactions and Section 16(a) Beneficial Ownership Reporting Compliance in the 2012 Proxy Statement and is incorporated herein by reference.

Code of Conduct

We have adopted a code of ethics and employee conduct that applies to our board of directors and all of our employees, including our chief executive officer, principal financial officer, and principal accounting officer.

Our code of conduct is available at our website by visiting *www.maxlinear.com* and clicking through Investors, Corporate Governance, and Code of Conduct. When required by the rules of the New York Stock Exchange, or NYSE, or the Securities and Exchange Commission, or SEC, we will disclose any future amendment to, or waiver of, any provision of the code of conduct for our chief executive officer, principal financial officer, or principal accounting officer or any member or members of our board of directors on our website within four business days following the date of such amendment or waiver.

The information required by Item 10 with respect to our audit committee is incorporated by reference from the information set forth under the caption Corporate Governance and Board of Directors Board Committees in the 2012 Proxy Statement.

ITEM 11. EXECUTIVE COMPENSATION

The information required by Item 11 is incorporated by reference from the information set forth under the captions Compensation of Non-Employee Directors and Executive Compensation, in our 2012 Proxy Statement.

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

The information required by Item 12 is incorporated by reference from the information set forth under the captions Executive Compensation Equity Compensation Plan Information and Security Ownership, in our 2012 Proxy Statement.

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

The information required by Item 13 is incorporated by reference from the information set forth under the captions Corporate Governance and Board of Directors Director Independence and Related Person Transactions and Section 16(a) Beneficial Ownership Reporting Compliance, in our 2012 Proxy Statement.

ITEM 14. PRINCIPAL ACCOUNTING FEES AND SERVICES

The information required by Item 14 is incorporated by reference from the information set forth under the caption Proposal Number V Ratification of Selection of Independent Registered Public Accounting Firm, in our 2012 Proxy Statement.

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PART IV

ITEM 15. EXHIBITS, FINANCIAL STATEMENT SCHEDULES

a) Documents filed as part of the report

1. Financial Statements

Our consolidated financial statements are attached hereto and listed on the Index to Consolidated Financial Statements set forth on page F-1 of this Annual Report on Form 10-K.

2. Financial Statement Schedules

Schedule II. Valuation and Qualifying Accounts Years ended December 31, 2011, 2010 and 2009

All other schedules are omitted as the required information is inapplicable, or the information is presented in the financial statements or related notes.

SCHEDULE II VALUATION AND QUALIFYING ACCOUNTS (in thousands):

Classification	Balance at beginning of year	Additions charged to expenses	(Deductions)	Balance at end of year
Inventory reserves				
2011	$ 148	$ 61	$ (92)	$ 117
2010	120	85	(57)	148
2009	43	90	(13)	120

3. Exhibits

Exhibit Number	Exhibit Title
3.1	Registrant s Amended and Restated Certificate of Incorporation, as filed with the Secretary of State of the State of Delaware on March 29, 2010 (incorporated by reference to Exhibit 3.5 of the Registrant s Registration Statement on Form S-1 and all amendments thereto (File No. 333-162947)).
3.2	Registrant s Amended and Restated Bylaws (incorporated by reference to Exhibit 3.8 of the Registrant s Registration Statement on Form S-1 and all amendments thereto (File No. 333-162947)).
4.1	Specimen common stock certificate of Registrant (incorporated by reference to Exhibit 4.1 of the Registrant s Registration Statement on Form S-1 and all amendments thereto (File No. 333-162947)).
+10.1	Form of Director and Executive Officer Indemnification Agreement (incorporated by reference to Exhibit 10.1 of the Registrant s Registration Statement on Form S-1 and all amendments thereto (File No. 333-162947)).
+10.2	Form of Director and Controlling Person Indemnification Agreement (incorporated by reference to Exhibit 10.2 of the Registrant s Registration Statement on Form S-1 and all amendments thereto (File No. 333-162947)).
+10.3	2004 Stock Plan, as amended (incorporated by reference to Exhibit 10.3 of the Registrant s Registration Statement on Form S-1 and all amendments thereto (File No. 333-162947)).
+10.4	Form of Stock Option Agreement under the 2004 Stock Plan (incorporated by reference to Exhibit 10.4 of the Registrant s Registration Statement on Form S-1 and all amendments thereto (File No. 333-162947)).

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Exhibit Number	Exhibit Title
+10.5	Amendment No. 1 to the form of Stock Option Agreement under the 2004 Stock Plan (incorporated by reference to Exhibit 10.5 of the Registrant s Registration Statement on Form S-1 and all amendments thereto (File No. 333-162947)).
+10.6	2010 Equity Incentive Plan (incorporated by reference to Exhibit 10.6 of the Registrant s Registration Statement on Form S-1 and all amendments thereto (File No. 333-162947)).
+10.7	Form of Agreement under the 2010 Equity Incentive (incorporated by reference to Exhibit 10.10 of the Registrant s Quarterly Report on Form 10-Q filed on July 28, 2011 (File No. 001-34666)).
*+10.8	2010 Employee Stock Purchase Plan.
+10.9	Employment Offer Letter, dated December 20, 2010, between the Registrant and Adam C. Spice (incorporated by reference to Exhibit 99.2 to the Registrant s Current Report on Form 8-K, filed with the SEC on December 28, 2010).
+10.10	Employment Offer Letter, dated June 24, 2011, between the Registrant and Brian Sprague (incorporated by reference to Exhibit 10.10 of the Registrant s Quarterly Report on Form 10-Q filed on July 28, 2011 (File No. 001-34666)).
+10.11	Employment Offer Letter, dated September 12, 2008, between the Registrant and Michael Kastner (incorporated by reference to Exhibit 10.11 of the Registrant s Registration Statement on Form S-1 and all amendments thereto (File No. 333-162947)).
+10.11.1	Employment Offer Letter, dated December 8, 2009, between the Registrant and Patrick E. McCready (incorporated by reference to Exhibit 10.11.1 of the Registrant s Registration Statement on Form S-1 and all amendments thereto (File No. 333-162947)).
+10.12	Form of Change in Control Agreement for Chief Executive Officer and Chief Financial Officer (incorporated by reference to Exhibit 10.12 of the Registrant s Registration Statement on Form S-1 and all amendments thereto (File No. 333-162947)).
+10.13	Form of Change in Control Agreement for Executive Officers (incorporated by reference to Exhibit 10.13 of the Registrant s Registration Statement on Form S-1 and all amendments thereto (File No. 333-162947)).
10.14	Lease Agreement, dated May 18, 2009, between the Registrant and JCCE Palomar, LLC (incorporated by reference to Exhibit 10.14 of the Registrant s Registration Statement on Form S-1 and all amendments thereto (File No. 333-162947)).
10.15	Sublease Agreement, dated May 9, 2009, between the Registrant and CVI Laser, LLC (incorporated by reference to Exhibit 10.15 of the Registrant s Registration Statement on Form S-1 and all amendments thereto (File No. 333-162947)).
10.16	Intellectual Property License Agreement, dated June 18, 2009, between the Registrant and Intel Corporation, (incorporated by reference to Exhibit 10.16 of the Registrant s Registration Statement on Form S-1 and all amendments thereto (File No. 333-162947)).
10.17	(Removed and Reserved)
10.18	Distributor Agreement, dated June 5, 2009, between the Registrant and Moly Tech Limited (incorporated by reference to Exhibit 10.18 of the Registrant s Registration Statement on Form S-1 and all amendments thereto (File No. 333-162947)).
10.19	Distributor Agreement, dated October 3, 2005, between the Registrant and Tomen Electronics Corporation (incorporated by reference to Exhibit 10.19 of the Registrant s Registration Statement on Form S-1 and all amendments thereto (File No. 333-162947)).

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Exhibit Number	Exhibit Title
10.20	Distributor Agreement, dated August 19, 2009, between the Registrant and Lestina International Ltd. (incorporated by reference to Exhibit 10.20 of the Registrant s Registration Statement on Form S-1 and all amendments thereto (File No. 333-162947)).
+10.21	MaxLinear, Inc. Executive Bonus Plan (incorporated by reference to Exhibit 10.21 of the Registrant s Registration Statement on Form S-1 and all amendments thereto (File No. 333-162947)).
*+10.22	Employment Offer Letter, dated April 22, 2011, between the Registrant and Michael LaChance.
*11.1	Statement re computation of income (loss) per share (included on page F-14 of this Form 10-K).
21.1	Subsidiaries of the Registrant (incorporated by reference to Exhibit 21.1 of the Registrant s Quarterly Report on Form 10-Q filed on November 1, 2011 (File No. 001-34666)).
*23.1	Consent of Ernst & Young LLP, Independent Registered Public Accounting Firm.
*24.1	Power of Attorney (included on the signature page of this Form 10-K).
*31.1	Certification of Principal Executive Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
*31.2	Certification of Principal Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
*32.1	Certification pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
**101.INS	XBRL Instance Document
**101.SCH	XBRL Taxonomy Extension Schema Document
**101.CAL	XBRL Taxonomy Extension Calculation Linkbase Document
**101.DEF	XBRL Taxonomy Extension Definition Linkbase Document
**101.LAB	XBRL Taxonomy Extension Label Linkbase Document
**101.PRE	XBRL Taxonomy Extension Presentation Linkbase Document

* Filed herewith.

** In accordance with Rule 402 of Regulation S-T, the information in these exhibits shall not be deemed to be filed for purposes of Section 18 of the Exchange Act, or otherwise subject to the liability of that section, and shall not be incorporated by reference into any registration statement or other document filed under the Securities Act, or the Exchange Act, except as shall be expressly set forth by specific reference in such filing.

\+ Indicates a management contract or compensatory plan.

Confidential treatment has been requested and received for certain portions of these exhibits.

(b) Exhibits

The exhibits filed as part of this report are listed in Item 15(a)(3) of this Form 10-K.

(c) Schedules

The financial statement schedules required by Regulation S-X and Item 8 of this form are listed in Item 15(a)(2) of this Form 10-K.

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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.

MAXLINEAR, INC.

(Registrant)

By: /s/ KISHORE SEENDRIPU, PH.D.
Kishore Seendripu, Ph.D.
President and Chief Executive Officer
(Principal Executive Officer)

Date: March 14, 2012

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Kishore Seendripu, Ph.D., and Adam C. Spice, and each of them, his true and lawful attorneys-in-fact and agents, with full power of substitution and resubstitution, to sign any and all amendments (including post-effective amendments) to this Annual Report on Form 10-K and to file the same, with all exhibits thereto and other documents in connection therewith, with the Securities and Exchange Commission, granting unto each of said attorneys-in-fact and agents, full power and authority to do and perform each and every act and thing requisite and necessary to be done in connection therewith, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that each of said attorneys-in-facts and agents, or his substitute or substitutes, or any of them, shall do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the registrant and in the capacities and on the dates indicated:

Signature	Title	Date
/s/ KISHORE SEENDRIPU, PH.D.	President and Chief Executive Officer	March 14, 2012
Kishore Seendripu, Ph.D.	(Principal Executive Officer)	
/s/ ADAM C. SPICE	Vice President and Chief Financial Officer	March 14, 2012
Adam C. Spice	(Principal Financial Officer)	
/s/ THOMAS E. PARDUN	Lead Director	March 14, 2012
Thomas E. Pardun		
/s/ STEVEN C. CRADDOCK	Director	March 14, 2012
Steven C. Craddock		
/s/ DAVID LIDDLE, PH.D.	Director	March 14, 2012
David Liddle, Ph.D		
/s/ CURTIS LING	Director	March 14, 2012
Curtis Ling, Ph.D		

/s/ ALBERT J. MOYER Albert J. Moyer	Director	March 14, 2012
/s/ DONALD E. SCHROCK Donald E. Schrock	Director	March 14, 2012

MaxLinear, Inc.

Index to Consolidated Financial Statements

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

The Board of Directors and Stockholders of

MaxLinear, Inc.

We have audited the accompanying consolidated balance sheets of MaxLinear, Inc. (the Company) as of December 31, 2011 and 2010, and the related consolidated statements of operations, convertible preferred stock and stockholders equity (deficit), and cash flows for each of the three years in the period ended December 31, 2011. Our audits also included the financial statement schedule listed in the Index at Item 15(a)(2). These consolidated financial statements and schedule are the responsibility of the Company s management. Our responsibility is to express an opinion on the consolidated financial statements and schedule based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the consolidated financial position of the Company at December 31, 2011 and 2010, and the consolidated results of its operations and its cash flows for each of the three years in the period ended December 31, 2011, in conformity with U.S. generally accepted accounting principles. Also, in our opinion, the related financial statement schedule, when considered in relation to the basic financial statements taken as a whole, presents fairly in all material respects the information set forth therein.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), the Company s internal control over financial reporting as of December 31, 2011, based on criteria established in Internal Control-Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission and our report dated March 14, 2012 expressed an unqualified opinion thereon.

/s/ Ernst & Young LLP

San Diego, California

March 14, 2012

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MAXLINEAR, INC.

CONSOLIDATED BALANCE SHEETS

(in thousands, except par amounts)

	December 31, 2011	December 31, 2010
Assets		
Current assets:		
Cash and cash equivalents	$ 28,026	$ 21,563
Short-term investments, available-for-sale	47,156	72,923
Accounts receivable	10,421	3,047
Inventory	8,082	7,425
Deferred income taxes, prepaid expenses and other current assets	1,394	4,232
Total current assets	95,079	109,190
Property and equipment, net	5,494	4,535
Long-term investments, available-for-sale	10,554	
Intangible assets	1,021	980
Deferred income taxes and other long-term assets	228	4,213
Total assets	$ 112,376	$ 118,918
Liabilities and stockholders equity (deficit)		
Current liabilities:		
Accounts payable	$ 4,936	$ 2,877
Deferred revenue and deferred profit	4,029	5,322
Accrued expenses	7,403	1,558
Accrued compensation	2,094	2,145
Amounts due to related party		1,746
Current portion of capital lease obligations	32	98
Total current liabilities	18,494	13,746
Other long-term liabilities	855	257
Capital lease obligations, net of current portion	2	18
Commitments and contingencies		
Stockholders equity:		
Preferred stock, $0.0001 par value; 25,000 shares authorized, no shares issued or outstanding		
Common stock, $0.0001 par value; 550,000 shares authorized, no shares issued or outstanding		
Class A common stock, $0.0001 par value; 500,000 shares authorized, 19,107 and 13,170 shares issued and outstanding at December 31, 2011 and 2010, respectively	2	1
Class B common stock, $0.0001 par value; 500,000 shares authorized, 14,143 and 18,720 shares issued and outstanding at December 31, 2011 and 2010, respectively	1	2
Additional paid-in capital	126,695	116,512
Accumulated other comprehensive income	14	45
Accumulated deficit	(33,687)	(11,663)
Total stockholders equity	93,025	104,897
Total liabilities and stockholders equity	$ 112,376	$ 118,918

See accompanying notes.

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MAXLINEAR, INC.

CONSOLIDATED STATEMENTS OF OPERATIONS

(in thousands, except per share data)

	Years Ended December 31,		
	2011	**2010**	**2009**
Net revenue	$ 71,937	$ 68,701	$ 51,350
Cost of net revenue	26,616	21,560	17,047
Gross profit	45,321	47,141	34,303
Operating expenses:			
Research and development	40,156	27,725	19,790
Selling, general and administrative	20,178	15,912	9,921
Total operating expenses	60,334	43,637	29,711
Income (loss) from operations	(15,013)	3,504	4,592
Interest income	292	326	51
Interest expense	(69)	(29)	(52)
Other expense, net	(241)	(58)	(32)
Income (loss) before income taxes	(15,031)	3,743	4,559
Provision (benefit) for income taxes	6,993	(6,371)	230
Net income (loss)	(22,024)	10,114	4,329
Net income allocable to preferred stockholders		(1,215)	(3,691)
Net income (loss) attributable to common stockholders	$ (22,024)	$ 8,899	$ 638
Net income (loss) per share attributable to common stockholders(1):			
Basic	$ (0.68)	$ 0.33	$ 0.06
Diluted	$ (0.68)	$ 0.30	$ 0.06
Shares used to compute net income (loss) per share attributable to common stockholders:			
Basic	32,573	26,743	10,129
Diluted	32,573	29,478	11,512

(1) As a result of the conversion of the Company s preferred stock into 14,526 shares of its Class B common stock immediately prior to the completion of the Company s initial public offering in March 2010, there is a lack of comparability in the basic and diluted net income (loss) per share amounts between the periods presented herein and any historical or future periods.

See accompanying notes.

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MAXLINEAR, INC.

CONSOLIDATED STATEMENTS OF CONVERTIBLE PREFERRED STOCK AND STOCKHOLDERS EQUITY (DEFICIT)

(in thousands)

	Series A Preferred Stock		Series B Preferred Stock		Common Stock		Class A Common Stock		Class B Common Stock		Additional Paid-In Capital	Accumulated Other Compreh-ensive Income	Accumulated Deficit	Total Stock-holders Equity (Deficit)
	Shares	Amount	Shares	Amount	Shares	Amount	Shares	Amount	Shares	Amount				
Balance at December 31, 2008	7,554	$ 15,351	6,972	$ 20,000	9,900	$ 1		$		$	$ 737	$ 5	$ (26,106)	$ (25,363)
Common stock issued upon exercise of stock options					837						605			605
Stock-based compensation											959			959
Comprehensive income:														
Unrealized loss on investments												(2)		(2)
Foreign currency translation adjustments												(3)		(3)
Net income													4,329	4,329
Comprehensive income														4,324
Balance at December 31, 2009	7,554	15,351	6,972	20,000	10,737	1					2,301		(21,777)	(19,475)
Conversion of Series A and B preferred stock to Class A and B common stock	(7,554)	(15,351)	(6,972)	(20,000)			1,491		13,035	1	35,350			35,351
Conversion of common stock to Class B common stock					(10,737)	(1)			10,737	1				
Conversion of Class B common stock to Class A common stock							5,680		(5,680)					
IPO gross proceeds, net of costs							5,920	1			72,903			72,904
Common stock issued upon exercise of stock options									628		1,043			1,043
							79				700			700

Employee stock purchase plan											
Stock-based compensation								4,215			4,215
Comprehensive income:											
Unrealized gain on investments, net of tax									28		28
Foreign currency translation adjustments									17		17
Net income										10,114	10,114
Comprehensive income											10,159
Balance at December 31, 2010				13,170	1	18,720	2	116,512	45	(11,663)	104,897
Conversion of Class B common stock to Class A common stock				5,557	1	(5,557)	(1)				
Common stock issued pursuant to equity awards, net				133		980		1,469			1,469
Employee stock purchase plan				247				1,346			1,346
Stock-based compensation								7,368			7,368
Comprehensive loss:											
Unrealized loss on investments									(62)		(62)
Foreign currency translation adjustments									31		31
Net loss										(22,024)	(22,024)
Comprehensive loss											(22,055)
Balance at December 31, 2011	$	$	$	19,107	$ 2	14,143	$ 1	$ 126,695	$ 14	$ (33,687)	$ 93,025

See accompanying notes.

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MAXLINEAR, INC.

CONSOLIDATED STATEMENTS OF CASH FLOWS

(in thousands)

	Years Ended December 31,		
	2011	**2010**	**2009**
Operating Activities			
Net income (loss)	$ (22,024)	$ 10,114	$ 4,329
Adjustments to reconcile net income (loss) to cash provided by (used in) operating activities:			
Amortization and depreciation	3,159	1,873	841
Amortization of investment premiums, net	1,179	1,258	(1)
Stock-based compensation	7,368	4,215	959
Deferred income taxes	6,668	(6,668)	
Gain on sale of available-for-sale securities	(9)		
Write down of long-lived assets	150	36	32
Changes in operating assets and liabilities:			
Accounts receivable	(7,374)	6,660	(8,356)
Inventory	(657)	(4,575)	825
Prepaid and other assets	155	(1,458)	(1,680)
Accounts payable and accrued expenses	6,768	(1,937)	2,902
Amounts due to related party	(1,746)	(762)	2,168
Accrued compensation	(51)	424	1,220
Deferred revenue and deferred profit	(1,293)	(4,528)	6,550
Other long-term liabilities	598	186	71
Net cash provided by (used in) operating activities	(7,109)	4,838	9,860
Investing Activities			
Purchase of property and equipment	(2,962)	(2,960)	(1,409)
Purchases of intangibles	(201)	(1,275)	
Purchases of available-for-sale securities	(111,369)	(111,807)	
Maturities of available-for-sale securities	125,350	37,667	1,800
Net cash provided by (used in) investing activities	10,818	(78,375)	391
Financing Activities			
Payments on capital leases	(82)	(123)	(108)
Proceeds from issuance of common stock	2,815	1,743	605
Proceeds from initial public offering, net of costs		75,550	(747)
Net cash provided by (used in) financing activities	2,733	77,170	(250)
Effect of exchange rate changes on cash and cash equivalents	21	9	1
Increase in cash and cash equivalents	6,463	3,642	10,002
Cash and cash equivalents at beginning of year	21,563	17,921	7,919
Cash and cash equivalents at end of year	$ 28,026	$ 21,563	$ 17,921
Supplemental disclosures of cash flow information:			
Cash paid for interest	$ 9	$ 29	$ 45
Cash paid for income taxes	$	$ 382	$ 411

Supplemental disclosures of non cash investing and financing information:

Unrealized gain (loss) on available-for-sale securities	$	(20)	$	42	$	(2)
Accrued purchase of property and equipment	$	708	$	554	$	359

See accompanying notes.

Table of Contents		**48,246**	608	47,301	15	2.5%	945	2.0%
Sleep	**398**	**28,957**	392	28,599	6	1.5%	358	1.3%
Midscale without Food & Beverage	**2,456**	**189,372**	2,447	189,533	9	0.4%	(161)	(0.1)%
Quality	**1,012**	**89,185**	979	89,336	33	3.4%	(151)	(0.2)%
Clarion	**192**	**28,711**	172	24,636	20	11.6%	4,075	16.5%
Midscale with Food & Beverage	**1,204**	**117,896**	1,151	113,972	53	4.6%	3,924	3.4%
Econo Lodge	**784**	**48,728**	792	48,996	(8)	(1.0)%	(268)	(0.5)%
Rodeway	**387**	**21,261**	372	21,392	15	4.0%	(131)	(0.6)%
Economy	**1,171**	**69,989**	1,164	70,388	7	0.6%	(399)	(0.6)%
MainStay	**37**	**2,868**	37	2,866		0.0%	2	0.1%
Suburban	**64**	**7,685**	61	7,416	3	4.9%	269	3.6%
Extended Stay	**101**	**10,553**	98	10,282	3	3.1%	271	2.6%
Ascend Collection	**38**	**3,025**	28	2,346	10	35.7%	679	28.9%
Cambria Suites	**23**	**2,700**	18	2,073	5	27.8%	627	30.2%
Total Domestic Franchises	**4,993**	**393,535**	4,906	388,594	87	1.8%	4,941	1.3%

International available rooms increased 2.8% to 101,610 as of December 31, 2010 from 98,816 as of December 31, 2009. The total number of international hotels on-line increased 3.0% from 1,115 as of December 31, 2009 to 1,149 as of December 31, 2010.

As of December 31, 2010, the Company had 516 franchised hotels with 41,682 rooms under construction, awaiting conversion or approved for development in its domestic system as compared to 727 hotels and 57,140 rooms at December 31, 2009. The number of new construction franchised hotels in the Company s domestic pipeline declined 29% to 380 at December 31, 2010 from 533 at December 31, 2009. The number of conversion franchised hotels in the Company s domestic pipeline declined by 58 or 30% from December 31, 2009 to 136 hotels at December 31, 2010. The domestic system hotels under construction, awaiting conversion or approved for development declined 29% from the prior year primarily due to the opening of 327 franchised units during the year ended December 31, 2010 coupled with a 3% decline in the execution of new franchise agreements due to the difficult credit environment. The Company had an additional 105 franchised hotels with 9,105 rooms under construction, awaiting conversion or approved for development in its international system as of December 31, 2010 compared to 116 hotels and 9,445 rooms at December 31, 2009. While the Company s hotel pipeline provides a strong platform for growth, a hotel in the pipeline does not always result in an open and operating hotel due to various factors.

A summary of the domestic franchised hotels under construction, awaiting conversion or approved for development at December 31, 2010 and 2009 by brand is as follows:

	December 31, 2010			December 31, 2009			Variance					
							Conversion		New Construction		Total	
	Conversion	New Construction	Total	Conversion	New Construction	Total	Units	%	Units	%	Units	%
Comfort Inn	**30**	**62**	**92**	43	91	134	(13)	(30)%	(29)	(32)%	(42)	(31)%
Comfort Suites	**1**	**122**	**123**		181	181	1	NM	(59)	(33)%	(58)	(32)%
Sleep		**75**	**75**	1	122	123	(1)	(100)%	(47)	(39)%	(48)	(39)%
Midscale without Food & Beverage	**31**	**259**	**290**	44	394	438	(13)	(30)%	(135)	(34)%	(148)	(34)%
Quality	**33**	**8**	**41**	48	15	63	(15)	(31)%	(7)	(47)%	(22)	(35)%
Clarion	**18**	**2**	**20**	19	6	25	(1)	(5)%	(4)	(67)%	(5)	(20)%
Midscale with Food & Beverage	**51**	**10**	**61**	67	21	88	(16)	(24)%	(11)	(52)%	(27)	(31)%
Econo Lodge	**35**	**2**	**37**	43	4	47	(8)	(19)%	(2)	(50)%	(10)	(21)%
Rodeway	**12**	**2**	**14**	36	2	38	(24)	(67)%		0%	(24)	(63)%
Economy	**47**	**4**	**51**	79	6	85	(32)	(41)%	(2)	(33)%	(34)	(40)%
MainStay	**1**	**42**	**43**		37	37	1	NM	5	14%	6	16%
Suburban		**27**	**27**	2	30	32	(2)	(100)%	(3)	(10)%	(5)	(16)%
Extended Stay	**1**	**69**	**70**	2	67	69	(1)	(50%)	2	3%	1	1%
Ascend Collection	**6**	**4**	**10**	2	4	6	4	200%		0%	4	67%
Cambria Suites		**34**	**34**		41	41		NM	(7)	(17)%	(7)	(17)%
	136	**380**	**516**	194	533	727	(58)	(30)%	(153)	(29)%	(211)	(29)%

There were 87 net domestic franchise additions during the year ended December 31, 2010 compared to 190 net domestic franchise additions during the year ended December 31, 2009. Gross domestic franchise additions decreased from 442 for the year ended December 31, 2009 to 327 for the same period in 2010. New construction hotels represented 78 of the gross domestic additions during year ended December 31, 2010 compared to 144 hotels in the same period of the prior year. Gross domestic additions for conversion hotels during the year ended December 31, 2010 declined by 49 from 298 hotels during the year ended December 31, 2009 to 249 hotels. The

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decline in hotel openings is primarily due to a 47% decline in new executed franchise agreements in 2009 followed by a 3% decline in the current year as the lack of new hotel construction financing, a decline in the real estate market for hotel transactions and retention efforts implemented by other hotel brand companies have negatively impacted the Company s pipeline of new franchises. The Company expects the number of new franchise additions that will open during 2011 to decline from 327 in 2010 to approximately 285 hotels. This decline is expected to be driven by new construction units which are projected to decline from 78 hotels in 2010 to 28 hotels in 2011 due to the impact the tight credit markets have had on new construction franchise agreements executed in 2009 and 2010.

Net domestic franchise terminations declined by 12 units to 240 for the year ended December 31, 2010 from 252 for the same period of the prior year. The Company has continued to execute its strategy to replace franchised hotels that do not meet our brand standards or are underperforming in their market. As the competition gets stronger and more focused on limited service franchising, the Company will continue to focus on improving its system of hotels and utilizing the domestic hotels under construction, awaiting conversion or approved for development as a strong platform for continued system growth.

International royalties increased $2.8 million or 13% from $21.0 million in the year ended December 31, 2009 to $23.8 million for the same period in 2010 primarily due to foreign currency fluctuations, 3% increase in rooms open and operating, improved international RevPAR performance and the acquisition of CHN.

During 2010, the Company received 657 applications for new franchise agreements (not including relicensing of existing agreements) compared to 738 in 2009. These applications resulted in 357 new domestic franchise agreements executed during 2010 representing 30,305 rooms compared to 369 agreements representing 30,156 rooms executed in the same period in 2009. An application received does not always result in an executed franchise agreement during the year received or at all due to various factors, such as financing and agreement on all contractual terms. During 2010, 59 of the executed agreements were for new construction hotel franchises, representing 4,679 rooms, compared to 56 contracts, representing 4,197 rooms for 2009. Conversion hotel franchise executed contracts totaled 298 representing 25,626 rooms for the year ended December 31, 2010 compared to 313 agreements representing 25,959 rooms for the year ended December 31, 2009. Domestic initial fee revenue, included in the initial franchise and relicensing fees caption above, generated from executed franchise agreements decreased 26% to $6.2 million for 2010 from $8.4 million for 2009. The decline in revenues primarily reflects a 3% decline in the number of executed agreements compared to the prior year as well as an increase in deferred initial fee revenue due to an increase the number of franchise agreements executed containing developer incentives compared to the prior year.

The Company expects the number of franchise applications received and therefore the number of executed franchise agreements to increase as the availability of hotel financing improves. Based on the current credit market conditions, we believe that a greater percentage of new contracts will result from conversion hotel agreements. However, the length and breadth of the current disruption of the credit markets could result in the number of both conversion and new construction hotel contracts executed to remain below the levels experienced prior to the most current recession.

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A summary of executed domestic franchise agreements by brand for 2010 and 2009 is as follows:

	2010			2009			% Change		
	New Construction	Conversion	Total	New Construction	Conversion	Total	New Construction	Conversion	Total
Comfort Inn	**7**	**32**	**39**	9	39	48	(22)%	(18)%	(19)%
Comfort Suites	**21**	**2**	**23**	16	1	17	31%	100%	35%
Sleep	**9**	**1**	**10**	12	2	14	(25)%	(50)%	(29)%
Midscale without Food & Beverage	**37**	**35**	**72**	37	42	79	0%	(17)%	(9)%
Quality	**1**	**104**	**105**	4	111	115	(75)%	(6)%	(9)%
Clarion		**37**	**37**	1	31	32	(100)%	19%	16%
Midscale with Food & Beverage	**1**	**141**	**142**	5	142	147	(80)%	(1)%	(3)%
Econo Lodge		**67**	**67**		68	68	NM	(1)%	(1)%
Rodeway	**1**	**39**	**40**	1	48	49	0%	(19)%	(18)%
Economy	**1**	**106**	**107**	1	116	117	0%	(9)%	(9)%
MainStay	**8**	**2**	**10**	5	2	7	60%	0%	43%
Suburban	**5**	**1**	**6**	3	2	5	67%	(50)%	20%
Extended Stay	**13**	**3**	**16**	8	4	12	63%	(25)%	33%
Ascend Collection	**1**	**13**	**14**	3	9	12	(67)%	44%	17%
Cambria Suites	**6**		**6**	2		2	200%	NM	200%
Total Domestic System	**59**	**298**	**357**	56	313	369	5%	(5)%	(3)%

Relicensing fees include fees charged to the new owners of a franchised property whenever an ownership change occurs and the property remains in the franchise system as well as fees required to renew expiring franchise contracts. Relicensing contracts declined 13% from 119 during 2009 to 103 for the year ended December 31, 2010. Renewals of expired contracts decreased from 21 for the year ended December 31, 2009 to 7 during the current year. As a result of the decline in contracts and the mix of brands relicensing, revenues declined 31% from $4.5 million in 2009 to $3.1 million for 2010. The Company s relicensing activity in 2011 and beyond is dependent on the availability and cost of capital as well as the presence of an active real estate market for hotel transactions.

Procurement services revenue declined by $0.4 million or 2% from $17.6 million in 2009 to $17.2 million in 2010 primarily due to a reduced volume of franchisee purchases from the qualified vendors that participate in our purchasing programs.

Selling, General and Administrative Expenses: The cost to operate the franchising business is reflected in SG&A expenses on the consolidated statements of income. SG&A expenses were $94.5 million for 2010, a decrease of $4.7 million from the 2009 total of $99.2 million. Adjusted SG&A costs, which exclude certain items described above, for full year 2010 totaled $92.8 million which represented a 1% increase from the adjusted SG&A of $91.9 million reported for the same period of the prior year.

Marketing and Reservations: The Company s franchise agreements require the payment of franchise fees, which include marketing and reservation system fees. The fees, which are based on a percentage of the franchisees gross room revenues, are used exclusively by the Company for expenses associated with providing franchise services such as central reservation systems, national marketing and media advertising. The Company is contractually obligated to expend the marketing and reservation system fees it collects from franchisees in accordance with the franchise agreements; as such, no income or loss to the Company is generated.

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Total marketing and reservation system revenues were $329.2 million and $305.4 million for 2010 and 2009, respectively. Depreciation and amortization attributable to marketing and reservation activities was $12.4 million and $10.3 million for the years ended December 31, 2010 and 2009, respectively. Interest expense attributable to reservation activities was $1.1 million and $0.3 million for 2010 and 2009, respectively. Marketing and reservation activities provided $4.7 million in cash flow for the year ended December 31, 2010 compared to utilizing $12.2 million in cash flows in the prior year. As of December 31, 2010 and 2009, the Company s balance sheet includes a receivable of $42.5 million and $33.9 million, respectively resulting from cumulative marketing and reservation expenses incurred in excess of cumulative system fee revenues earned. These receivables are recorded as an asset in the financial statements as the Company has the contractual authority to require that the franchisees in the system at any given point repay the Company for any deficits related to marketing and reservations activities. The Company s current franchisees are legally obligated to pay any assessment the Company imposes on its franchisees to obtain reimbursement of such deficit regardless of whether those constituents continue to generate gross room revenue and whether or not they joined the system following the deficit s occurrence. The Company has no present intention to accelerate repayment of the deficit from current franchisees. Our ability to recover these receivables may be adversely impacted by certain factors, including, among others, declines in the ability of our franchisees to generate revenues at properties they franchise from us, lower than expected franchise system growth of certain brands and/or lower than expected international franchise system growth. An extended period of occupancy or room rate declines or a decline in the number of hotel rooms in our franchise system could result in the generation of insufficient funds to recover marketing and reservation advances as well as meet the ongoing marketing and reservation needs of the overall system.

Other Income and Expenses, Net: Other income and expenses, net, decreased $5.2 million to an expense of $2.6 million in 2010 from income of $2.6 million in 2009 primarily due to the following items:

Interest expense increased $2.3 million from the prior year to $6.7 million in 2010 due to the issuance of the Company s $250 million senior notes with an effective rate of 6.19% on August 25, 2010. The proceeds were utilized to repay outstanding borrowings under the Company s revolving line of credit which had an effective interest rate of approximately 0.9%.

Interest and other investment income decreased $3.0 million primarily due to fluctuations in the fair value of investments held in the Company s non-qualified employee benefit plans. As discussed in the accompanying critical accounting policies, the Company sponsors two non-qualified retirement and savings plans: the Non-Qualified Plan and the EDCP plan. The fair value of the Non-Qualified Plan investments increased $0.7 million during 2010 compared to a $1.9 million appreciation in fair value in 2009. The fair value of the Company s investments held in the EDCP plan increased $1.4 million during 2010 compared to an increase in fair value of $3.7 million during the same period of the prior year.

The Company accounts for the Non-Qualified Plan in accordance with accounting for deferred compensation arrangements when investments are held in a rabbi trust and invested. As a result, the Company also recognizes compensation expense in SG&A related to changes in the fair value of investments held in the Non-Qualified Plan, excluding investments in the Company s stock. Therefore, during 2010, the Company s SG&A expense was increased by $0.8 million due to the increase in the fair value of these investments. During 2009, the Company recognized additional SG&A expense totaling $1.9 million due to the appreciation in the fair value of these investments.

Income Taxes: The effective income tax rates were 32.1% and 34.8% for the year ended December 31, 2010 and 2009, respectively. The effective income tax rate for the year ended December 31, 2010 differed from the federal statutory rate of 35% due, in part to a $3.3 million out of period adjustment to our deferred tax assets, partially offset by an increase of $1.6 million of prior period unrecognized tax positions. The Company believes that these adjustments are not material to its financial statements for the year ended December 31, 2010 or prior annual periods. Also in 2010, we identified $1.6 million of additional federal income tax benefits. The 2010 rate was also impacted by state income taxes, partially offset by the effect of foreign operations. In 2009, the effective income tax rate differed from the federal statutory rate of 35% due to the effect of foreign operations, partially offset by state income taxes and the resolution of certain income tax contingencies.

Net Income: Net income for 2010 increased by 9% to $107.4 million. Adjusted net income, as adjusted for certain items described above, increased $5.7 million or 6% to $108.5 million for the year ended December 31, 2010 from $102.8 million for the same period of the prior year.

Diluted EPS: Diluted EPS increased 10% to $1.80 for 2010 from $1.63 reported for 2009. Adjusted diluted EPS, which excludes certain items described above, increased $0.11 or 6% from $1.71 for the year ended December 31, 2009 to $1.82 for the current year.

Comparison of 2009 and 2008 Operating Results

The Company recorded net income of $98.3 million for the year ended December 31, 2009, a $1.9 million or 2% decline from $100.2 million for the year ended December 31, 2008. The decline in net income for the year ended December 31, 2009 is primarily attributable to a $26.5 million or 15% decline in operating income partially offset by lower effective borrowing rates and the appreciation in the fair value of investments held in the Company s non-qualified employee benefit plans compared to declines in these investments during the prior year period as well as a decline in the effective income tax rate.

Summarized financial results for the years ended December 31, 2009 and 2008 are as follows:

	2009	2008
	(In thousands, except per share amounts)	
REVENUES:		
Royalty fees	**$ 217,984**	$ 247,435
Initial franchise and relicensing fees	**12,916**	27,931
Procurement services	**17,598**	17,148
Marketing and reservation	**305,379**	336,477
Hotel operations	**4,140**	4,936
Other	**6,161**	7,753
Total revenues	**564,178**	641,680
OPERATING EXPENSES:		
Selling, general and administrative	**99,237**	118,989
Depreciation and amortization	**8,336**	8,184
Marketing and reservation	**305,379**	336,477
Hotel operations	**3,153**	3,434
Total operating expenses	**416,105**	467,084
Operating income	**148,073**	174,596
OTHER INCOME AND EXPENSES:		
Interest expense	**4,414**	10,932
Interest and other investment (income) loss	**(5,862)**	7,760
Equity in net income of affiliates	**(1,113)**	(1,414)
Other income and expenses, net	**(2,561)**	17,278
Income before income taxes	**150,634**	157,318
Income taxes	**52,384**	57,107

Net income	**$ 98,250**	$ 100,211
Diluted earnings per share	**$ 1.63**	$ 1.59

The Company utilizes certain measures such as adjusted net income, adjusted diluted EPS, adjusted SG&A, adjusted operating income and franchising revenues which do not conform to GAAP when analyzing and discussing its results with the investment community. This information should not be considered as an alternative to any measure of performance as promulgated under GAAP, such as net income, diluted EPS, SG&A, operating income and total revenues. The Company s calculation of these measurements may be different from the calculations used by other companies and therefore comparability may be limited. We have included a reconciliation of these measures to the comparable GAAP measurement below as well as our reason s for reporting these non-GAAP measures.

Franchising Revenues: The Company utilizes franchising revenues which exclude marketing and reservation system revenues and hotel operations rather than total revenues when analyzing the performance of the business. Marketing and reservation activities are excluded from revenues since the Company is contractually required by its franchise agreements to use these fees collected for marketing and reservation activities; as such, no income or loss to the Company is generated. Cumulative marketing and reservation system fees not expended are recorded as a payable on the Company s financial statements and are carried over to the next fiscal year and expended in accordance with the franchise agreements. Cumulative marketing and reservation expenditures in excess of fees collected for marketing and reservation activities are recorded as a receivable on the Company s financial statements. Hotel operations are excluded since they do not reflect the most accurate measure of the Company s core franchising business. This non-GAAP measure is a commonly used measure of performance in our industry and facilitates comparisons between the Company and its competitors.

Calculation of Franchising Revenues

	Year Ended December 31, ($ amounts in thousands)	
	2009	**2008**
Total Revenues	**$ 564,178**	$ 641,680
Adjustments:		
Marketing and reservation system revenues	**(305,379)**	(336,477)
Hotel operations	**(4,140)**	(4,936)
Franchising Revenues	**$ 254,659**	$ 300,267

*Adjusted Net Income, Adjusted Diluted EPS, Adjusted SG&A and Adjusted Operating Income***:** We also use adjusted net income, adjusted diluted EPS, adjusted SG&A and adjusted operating income which exclude employee termination benefits, a curtailment loss related to freezing the benefits under the Company s SERP and a loss related to a sublease of office space and the impairment charges incurred related to the space s leasehold improvements for 2009 and charges related to the Company s acceleration of a previously announced management succession plan, increased loan reserves related to impaired notes receivable and employee termination benefits for the year ended December 31, 2008. The Company utilizes these non-GAAP measures to enable investors to perform meaningful comparisons of past, present and future operating results and as a means to emphasize the results of on-going operations.

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Calculation of Adjusted Operating Income

	Year Ended December 31, ($ amounts in thousands) 2009	2008
Operating Income	**$ 148,073**	$ 174,596
Adjustments:		
Acceleration of management succession plan benefits		6,605
Employee termination benefits	**4,604**	3,537
Curtailment loss related to the freezing of benefits under the Company s SERP	**1,209**	
Loss on sublease of office space	**1,503**	
Loan reserves related to impaired notes receivable		7,555
Adjusted Operating Income	**$ 155,389**	$ 192,293

Calculation of Adjusted SG&A

	Year Ended December 31, ($ amounts in thousands) 2009	2008
SG&A	**$ 99,237**	$ 118,989
Adjustments:		
Acceleration of management succession plan benefits		(6,605)
Employee termination benefits	**(4,604)**	(3,537)
Curtailment loss related to the freezing of benefits under the Company s SERP	**(1,209)**	
Loss on sublease of office space	**(1,503)**	
Loan reserves related to impaired notes receivable		(7,555)
Adjusted SG&A	**$ 91,921**	$ 101,292

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Calculation of Adjusted Net Income and Adjusted Diluted EPS

	Year Ended December 31, (In thousands, except per share amounts)	
	2009	**2008**
Net Income	**$ 98,250**	$ 100,211
Adjustments:		
Acceleration of management succession plan benefits		4,135
Employee termination benefits	**2,882**	2,214
Curtailment loss related to the freezing of benefits under the Company s SERP	**757**	
Loss on sublease of office space	**941**	
Loan reserves related to impaired notes receivable		4,729
Adjusted Net Income	**$ 102,830**	$ 111,289
Weighted average shares outstanding-diluted	**60,224**	62,994
Diluted EPS	**$ 1.63**	$ 1.59
Adjustments:		
Acceleration of management succession plan benefits		0.07
Employee termination benefits	**0.05**	0.03
Curtailment loss related to the freezing of benefits under the Company s SERP	**0.01**	
Loss on sublease of office space	**0.02**	
Loan reserves related to impaired notes receivable		0.08
Adjusted Diluted EPS	**$ 1.71**	$ 1.77

The Company recorded adjusted net income of $102.8 million for the year ended December 31, 2009, an $8.5 million or 8% decline from $111.3 million for the year ended December 31, 2008. The decline in adjusted net income for the year ended December 31, 2009 is primarily attributable to a $36.9 million or 19% decline in adjusted operating income partially offset by lower effective borrowing rates and the appreciation in the fair value of investments held in the Company s non-qualified employee benefit plans compared to declines in these investments during the prior year period. Adjusted operating income declined $36.9 million as the Company s franchising revenues for the year ended December 31, 2009 declined $45.6 million or 15% from the prior year. This decline was primarily due to a 14.4% decline in RevPAR and fewer initial and relicensing fee contracts executed compared to the prior year. The decline in franchising revenues was partially offset by a $9.4 million decline in adjusted SG&A costs from $101.3 million in 2008 to $91.9 million for the year ended December 31, 2009.

Franchising Revenues: Franchising revenues were $254.7 million for the year ended December 31, 2009 compared to $300.3 million for the year ended December 31, 2008. The decline in franchising revenues is primarily due to a 12% decline in royalty revenues, a 54% decrease in initial franchise and relicensing fees and a 21% decline in other income.

Domestic royalty fees for the year ended December 31, 2009 decreased $24.8 million to $197.0 million from $221.8 million in 2008, a decrease of 11.2%. The decrease in royalties is attributable to a combination of factors including a 14.4% decline in RevPAR partially offset by a 3.9% increase in the number of domestic franchised hotel rooms and an increase in the effective royalty rate of the domestic hotel system from 4.20% to 4.26%. System-wide RevPAR declined due to a 590 basis point decline in occupancy and a 4.1% decline in average daily rates.

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A summary of the Company s domestic franchised hotels operating information for the years ending December 31 is as follows:

	2009*			2008*			Change		
	Average Daily Rate	Occupancy	RevPAR	Average Daily Rate	Occupancy	RevPAR	Average Daily Rate	Occupancy	RevPAR
Comfort Inn	**$ 77.10**	**54.1%**	**$ 41.74**	$ 79.84	60.1%	$ 48.01	(3.4)%	(600) bps	(13.1)%
Comfort Suites	**84.79**	**53.3%**	**45.17**	89.49	61.3%	54.82	(5.3)%	(800) bps	(17.6)%
Sleep	**69.64**	**51.5%**	**35.86**	71.91	58.5%	42.10	(3.2)%	(700) bps	(14.8)%
Midscale without Food & Beverage	**77.89**	**53.5%**	**41.69**	80.90	60.2%	48.66	(3.7)%	(670) bps	(14.3)%
Quality	**68.00**	**46.0%**	**31.31**	71.42	52.0%	37.15	(4.8)%	(600) bps	(15.7)%
Clarion	**77.79**	**42.2%**	**32.86**	84.48	50.0%	42.21	(7.9)%	(780) bps	(22.2)%
Midscale with Food & Beverage	**69.92**	**45.2%**	**31.63**	74.18	51.6%	38.26	(5.7)%	(640) bps	(17.3)%
Econo Lodge	**54.66**	**43.5%**	**23.78**	55.58	46.9%	26.05	(1.7)%	(340) bps	(8.7)%
Rodeway	**52.48**	**43.0%**	**22.54**	55.04	47.5%	26.16	(4.7)%	(450) bps	(13.8)%
Economy	**54.02**	**43.3%**	**23.41**	55.44	47.0%	26.08	(2.6)%	(370) bps	(10.2)%
MainStay	**70.55**	**57.9%**	**40.82**	73.72	64.2%	47.34	(4.3)%	(630) bps	(13.8)%
Suburban	**41.51**	**56.3%**	**23.35**	42.93	62.4%	26.80	(3.3)%	(610) bps	(12.9)%
Extended Stay	**49.81**	**56.7%**	**28.24**	51.14	62.9%	32.17	(2.6)%	(620) bps	(12.2)%
Total	**$ 71.06**	**49.4%**	**$ 35.09**	$ 74.11	55.3%	$ 40.98	(4.1)%	(590) bps	(14.4)%

* Operating statistics represent hotel operations from December through November and exclude Ascend Collection and Cambria Suites.
The number of domestic rooms on-line increased to 388,594 as of December 31, 2009 from 373,884 as of December 31, 2008, an increase of 3.9%. The total number of domestic hotels on-line grew 4.0% to 4,906 as of December 31, 2009 from 4,716 as of December 31, 2008.

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A summary of the domestic hotels and available rooms at December 31, 2009 and 2008 by brand is as follows:

	December 31, 2009		December 31, 2008		Variance			
	Hotels	Rooms	Hotels	Rooms	Hotels	%	Rooms	%
Comfort Inn	**1,447**	**113,633**	1,462	114,573	(15)	(1.0)%	(940)	(0.8)%
Comfort Suites	**608**	**47,301**	541	42,152	67	12.4%	5,149	12.2%
Sleep	**392**	**28,599**	365	26,867	27	7.4%	1,732	6.4%
Midscale without Food & Beverage	**2,447**	**189,533**	2,368	183,592	79	3.3%	5,941	3.2%
Quality	**979**	**89,336**	908	85,055	71	7.8%	4,281	5.0%
Clarion	**172**	**24,636**	150	21,497	22	14.7%	3,139	14.6%
Midscale with Food & Beverage	**1,151**	**113,972**	1,058	106,552	93	8.8%	7,420	7.0%
Econo Lodge	**792**	**48,996**	816	50,812	(24)	(2.9)%	(1,816)	(3.6)%
Rodeway	**372**	**21,392**	346	20,302	26	7.5%	1,090	5.4%
Economy	**1,164**	**70,388**	1,162	71,114	2	0.2%	(726)	(1.0)%
MainStay	**37**	**2,866**	35	2,694	2	5.7%	172	6.4%
Suburban	**61**	**7,416**	60	7,256	1	1.7%	160	2.2%
Extended Stay	**98**	**10,282**	95	9,950	3	3.2%	332	3.3%
Ascend Collection	**28**	**2,346**	21	1,353	7	33.3%	993	73.4%
Cambria Suites	**18**	**2,073**	12	1,323	6	50.0%	750	56.7%
Total Domestic Franchises	**4,906**	**388,594**	4,716	373,884	190	4.0%	14,710	3.9%

International available rooms increased to 98,816 as of December 31, 2009 from 98,642 as of December 31, 2008. The total number of international hotels on-line increased from 1,111 as of December 31, 2008 to 1,115 as of December 31, 2009.

As of December 31, 2009, the Company had 727 franchised hotels with 57,140 rooms under construction, awaiting conversion or approved for development in its domestic system as compared to 987 hotels and 78,915 rooms at December 31, 2008. The number of new construction franchised hotels in the Company s domestic pipeline declined 26% to 533 at December 31, 2009 from 723 at December 31, 2008. The number of conversion franchised hotels in the Company s domestic pipeline declined by 70 or 27% from December 31, 2008 to 194 hotels at December 31, 2009. The domestic system hotels under construction, awaiting conversion or approved for development declined 26% from the prior year primarily due to the opening of 442 franchised units during the year ended December 31, 2009 coupled with a 47% decline in the execution of new franchise agreements during the year ended December 31, 2009. The Company had an additional 116 franchised hotels with 9,445 rooms under construction, awaiting conversion or approved for development in its international system as of December 31, 2009 compared to 121 hotels and 10,190 rooms at December 31, 2008. While the Company s hotel pipeline provides a strong platform for growth, a hotel in the pipeline does not always result in an open and operating hotel due to various factors.

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A summary of the domestic franchised hotels under construction, awaiting conversion or approved for development at December 31, 2009 and 2008 by brand is as follows:

	December 31, 2009			December 31, 2008			Variance					
		New			New		Conversion		New Construction		Total	
	Conversion	Construction	Total	Conversion	Construction	Total	Units	%	Units	%	Units	%
Comfort Inn	**43**	**91**	**134**	51	125	176	(8)	(16)%	(34)	(27)%	(42)	(24)%
Comfort Suites		**181**	**181**	3	279	282	(3)	(100)%	(98)	(35)%	(101)	(36)%
Sleep	**1**	**122**	**123**	2	157	159	(1)	(50)%	(35)	(22)%	(36)	(23)%
Midscale without Food & Beverage	**44**	**394**	**438**	56	561	617	(12)	(21)%	(167)	(30)%	(179)	(29)%
Quality	**48**	**15**	**63**	69	14	83	(21)	(30)%	1	7%	(20)	(24)%
Clarion	**19**	**6**	**25**	36	9	45	(17)	(47)%	(3)	(33)%	(20)	(44)%
Midscale with Food & Beverage	**67**	**21**	**88**	105	23	128	(38)	(36)%	(2)	(9)%	(40)	(31)%
Econo Lodge	**43**	**4**	**47**	45	5	50	(2)	(4)%	(1)	(20)%	(3)	(6)%
Rodeway	**36**	**2**	**38**	58	2	60	(22)	(38)%		0%	(22)	(37)%
Economy	**79**	**6**	**85**	103	7	110	(24)	(23)%	(1)	(14)%	(25)	(23)%
MainStay		**37**	**37**		38	38		NM	(1)	(3)%	(1)	(3)%
Suburban	**2**	**30**	**32**		34	34	2	NM	(4)	(12)%	(2)	(6)%
Extended Stay	**2**	**67**	**69**		72	72	2	NM	(5)	(7)%	(3)	(4)%
Ascend Collection	**2**	**4**	**6**		1	1	2	NM	3	300%	5	500%
Cambria Suites		**41**	**41**		59	59		NM	(18)	(31)%	(18)	(31)%
	194	**533**	**727**	264	723	987	(70)	(27)%	(190)	(26)%	(260)	(26)%

There were 190 net domestic franchise additions during the year ended December 31, 2009 compared to 271 net domestic franchise additions during the year ended December 31, 2008. Gross domestic franchise additions decreased from 497 for the year ended December 31, 2008 to 442 for the same period in 2009 primarily due to 34 fewer economy brand hotel openings. New construction hotels represented 144 of the gross domestic additions during year ended December 31, 2009 compared to 158 hotels in the same period of the prior year. Gross domestic additions for conversion hotels during the year ended December 31, 2009 declined by 41 from 339 hotels during the year ended December 31, 2008 to 298 hotels.

Net domestic franchise terminations increased by 26 units to 252 for the year ended December 31, 2009 from 226 for the same period of the prior year primarily due to an increase in terminations related to the removal of hotels that do not meet our brand standards as well as an increase in terminations related to the non-payment of franchise fees.

International royalties declined $4.6 million or 18% from $25.6 million in the year ended December 31, 2008 to $21.0 million for the same period in 2009 primarily due to foreign currency fluctuations and lower international RevPAR resulting from the global economic recession.

New domestic franchise agreements executed during 2009 totaled 369 representing 30,156 rooms compared to 698 agreements representing 56,236 rooms executed in the same period in 2008. During 2009, 56 of the executed agreements were for new construction hotel franchises, representing 4,197 rooms, compared to 261

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contracts, representing 19,879 rooms for 2008. Conversion hotel franchise executed contracts totaled 313 representing 25,959 rooms for the year ended December 31, 2009 compared to 437 agreements representing 36,357 rooms for the year ended December 31, 2008. Domestic initial fee revenue, included in the initial franchise and relicensing fees caption above, generated from executed franchise agreements decreased 57% to $8.4 million for 2009 from $19.5 million for 2008. The decline in revenues primarily reflects a 47% decline in the number executed agreements compared to the prior year, a decline in the average initial fee per agreement and a higher proportion of conversion brand executed agreements which typically carry a lower initial franchise fee.

A summary of executed domestic franchise agreements by brand for 2009 and 2008 is as follows:

	2009			**2008**			**% Change**		
	New Construction	**Conversion**	**Total**	**New Construction**	**Conversion**	**Total**	**New Construction**	**Conversion**	**Total**
Comfort Inn	**9**	**39**	**48**	48	58	106	(81)%	(33)%	(55)%
Comfort Suites	**16**	**1**	**17**	85	3	88	(81)%	(67)%	(81)%
Sleep	**12**	**2**	**14**	72	4	76	(83)%	(50)%	(82)%
Midscale without Food & Beverage	**37**	**42**	**79**	205	65	270	(82)%	(35)%	(71)%
Quality	**4**	**111**	**115**	5	147	152	(20)%	(24)%	(24)%
Clarion	**1**	**31**	**32**	7	42	49	(86)%	(26)%	(35)%
Midscale with Food & Beverage	**5**	**142**	**147**	12	189	201	(58)%	(25)%	(27)%
Econo Lodge		**68**	**68**	4	83	87	(100)%	(18)%	(22)%
Rodeway	**1**	**48**	**49**	3	99	102	(67)%	(52)%	(52)%
Economy	**1**	**116**	**117**	7	182	189	(86)%	(36)%	(38)%
MainStay	**5**	**2**	**7**	12		12	(58)%	NM	(42)%
Suburban	**3**	**2**	**5**	8		8	(63)%	NM	(38)%
Extended Stay	**8**	**4**	**12**	20		20	(60)%	NM	(40)%
Ascend Collection	**3**	**9**	**12**	1	1	2	200%	800%	500%
Cambria Suites	**2**		**2**	16		16	(88)%	NM	(88)%
Total Domestic System	**56**	**313**	**369**	261	437	698	(79)%	(28)%	(47)%

Relicensing fees include fees charged to the new owners of a franchised property whenever an ownership change occurs and the property remains in the franchise system as well as fees required to renew expiring franchise contracts. Relicensing contracts declined 62% from 312 during 2008 to 119 for the year ended December 31, 2009. Renewals of expired contracts increased from 15 for the year ended December 31, 2008 to 21 during the current year. As a result of the decline in contracts and the mix of brands relicensing, revenues declined 47% from $8.5 million in 2008 to $4.5 million for 2009.

Procurement services revenue increased $0.5 million or 3% to $17.6 million for the year ended December 31, 2009 primarily resulting from the growth of our system size which positively impacts the volume of business transacted with our qualified vendors.

Other income declined $1.6 million to $6.2 million for the year ended December 31, 2009 primarily due to lower liquidated damage collections related to the early termination of franchise agreements.

Selling, General and Administrative Expenses: The cost to operate the franchising business is reflected in SG&A expenses on the consolidated statements of income. SG&A expenses were $99.2 million for 2009, a decrease of $19.8 million from the 2008 total of $119.0 million. Adjusted

SG&A costs, which exclude certain items described above, for full year 2009 totaled $91.9 million which represented a 9% decline from the adjusted

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SG&A of $101.3 million reported for the same period of the prior year. The decline in adjusted SG&A costs for the year ended December 31, 2009 was primarily due to cost containment initiatives as well as lower variable franchise sales compensation.

Marketing and Reservations: The Company s franchise agreements require the payment of franchise fees, which include marketing and reservation system fees. The fees, which are based on a percentage of the franchisees gross room revenues, are used exclusively by the Company for expenses associated with providing franchise services such as central reservation systems, national marketing and media advertising. The Company is contractually obligated to expend the marketing and reservation system fees it collects from franchisees in accordance with the franchise agreements; as such, no income or loss to the Company is generated.

Total marketing and reservation system revenues were $305.4 million and $336.5 million for 2009 and 2008, respectively. Depreciation and amortization attributable to marketing and reservation activities was $10.3 million and $8.8 million for the years ended December 31, 2009 and 2008, respectively. Interest expense attributable to reservation activities was $0.3 million and $0.2 million for 2009 and 2008, respectively. Marketing and reservation activities utilized $12.2 million and $7.6 million in cash flows for the years ended December 31, 2009 and 2008. As of December 31, 2009 and 2008, the Company s balance sheet includes a receivable of $19.2 million and $13.5 million, respectively resulting from cumulative marketing expenses incurred in excess of cumulative marketing fee revenues earned. As of December 31, 2009, the Company s balance sheet includes a receivable from cumulative reservation expenses incurred in excess of cumulative reservation fees earned totaled $14.7 million. These receivables are recorded as an asset in the financial statements as the Company has the contractual authority to require that the franchisees in the system at any given point repay the Company for any deficits related to marketing and reservations activities. The Company s current franchisees are legally obligated to pay any assessment the Company imposes on its franchisees to obtain reimbursement of such deficit regardless of whether those constituents continue to generate gross room revenue and whether or not they joined the system following the deficit s occurrence. The Company has no present intention to accelerate repayment of the deficit from current franchisees. Our ability to recover these receivables may be adversely impacted by certain factors, including, among others, declines in the ability of our franchisees to generate revenues at properties they franchise from us, lower than expected franchise system growth of certain brands and/or lower than expected international franchise system growth. An extended period of occupancy or room rate declines or a decline in the number of hotel rooms in our franchise system could result in the generation of insufficient funds to recover marketing and reservation advances as well as meet the ongoing marketing and reservation needs of the overall system.

As of December 31, 2008, cumulative reservation fees collected exceeded expenses by $2.2 million and the excess has been reflected as a long-term liability in the accompanying consolidated balance sheets. Cumulative marketing and reservation system fees not expended are recorded as a payable in the financial statements and are carried over to the next fiscal year and expended in accordance with the franchise agreements.

Other Income and Expenses, Net: Other income and expenses, net, increased $19.9 million from a loss of $17.3 million to income of $2.6 million for the year ended December 31, 2009. Interest expense decreased $6.5 million from $10.9 million for the year ended December 31, 2008 to $4.4 million for the same period in 2009. Interest expense decreased due to a decline in the Company s weighted average interest rate from 2.4% as of December 31, 2008 to 0.7% as of December 31, 2009. The decline in the weighted average interest rate is due to the Company s repayment of its $100 million senior notes payable in May 2008 with proceeds from the Revolver which carried an interest rate of 7.2% and lower variable borrowing costs on the Company s $350 million senior unsecured revolving credit agreement.

Interest and other investment income increased $13.6 million primarily due to the appreciation in the fair value of investments held in the Company s non-qualified employee benefit plans compared to decline in the fair value of these investments in the prior year. As discussed in the accompanying critical accounting policies, the Company sponsors two non-qualified retirement and savings plans: the Non-Qualified Plan and the EDCP plan. The fair value of the Non-Qualified Plan investments increased $1.9 million during the year ended December 31, 2009 compared to a $3.1 million decline in fair value during the year ended December 31, 2008. The fair value of the Company s investments held in the EDCP plan appreciated $3.7 million during the year ended December 31, 2009 compared to a decline in fair value of $6.0 million during the same period of the prior year.

The Company accounts for the Non-Qualified Plan in accordance with accounting for deferred compensation arrangements when investments are held in a rabbi trust and invested. As a result, the Company also recognizes compensation expense in SG&A related to changes in the fair value of investments held in the Non-Qualified Plan, excluding investments in the Company s stock. Therefore, during the year ended December 31, 2009 the Company recognized additional SG&A expense totaling $1.9 million. During the year ended December 31, 2008, the Company s SG&A expense was reduced by $3.3 million due to the decline in fair value of these investments.

Income Taxes: The Company s effective income tax provision rate was 34.8% for 2009, compared to an effective income tax provision rate of 36.3% for 2008. The decline in the Company s effective income tax rate is primarily due to a change in the proportion of the Company s income that is attributable to foreign operations which are taxed at lower rates than domestic earnings.

Net Income: Net income for 2009 declined by 2% to $98.3 million. Adjusted net income, as adjusted for certain items described above, declined $8.5 million or 8% to $102.8 million for the year ended December 31, 2009 from $111.3 million for the same period of the prior year.

Diluted EPS: Diluted EPS increased 3% to $1.63 for 2009 from $1.59 reported for 2008. Diluted EPS increased despite a decline in net income due to the repurchase of the Company s common stock during the year ended December 31, 2009. Adjusted diluted EPS, which excludes certain items described above, declined $0.06 or 3% from $1.77 for the year ended December 31, 2008 to $1.71 for the current year.

Liquidity and Capital Resources

Operating Activities

Net cash provided by operating activities increased $32.7 million to $144.9 million for the year ended December 31, 2010 from $112.2 million for the same period of 2009. The increase in cash flows from operating activities primarily reflects lower net advances for marketing and reservations activities and increases in deferred revenue related to the Company s loyalty programs. These items were partially offset by purchases of real estate with the intent to resell to third parties as part of its program to incent franchise development in top markets for certain brands totaling approximately $11.1 million.

Net cash provided by marketing and reservation activities totaled $4.7 million for the year ended December 31, 2010 compared to advances totaling $12.2 million during the year ended December 31, 2009. Marketing and reservation activities were a source of cash during 2010 as opposed to utilizing cash in the prior year primarily due to the improving revenue environment. Based on the current economic conditions, the Company expects marketing and reservation activities to be a net use of cash ranging between $2 million and $6 million in 2011.

Investing Activities

Cash utilized in investing activities totaled $32.2 million, $3.3 million and $20.3 million for the years ended December 31, 2010, 2009 and 2008, respectively. The increase in cash utilized for investing activities from 2009 to 2010 was primarily due to an increase in capital expenditures, an increase in financing provided to franchisees and lower activity related to the Company s employee benefit plan investments. During the years ended 2010, 2009 and 2008, capital expenditures totaled $24.4 million, $11.1 million and $12.6 million, respectively. Capital expenditures for 2010 primarily included upgrades of system-wide properties and yield management systems, improvements related to newly leased office space and information systems infrastructure and the purchase of computer software and equipment.

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The Company occasionally provides financing to franchisees for property improvements, hotel development efforts and other purposes. During 2010, 2009 and 2008, the Company advanced $11.8 million, $2.0 million and $7.4 million and collected $5.1 million, $0.3 million and $0.4 million, respectively, related to this activity. At December 31, 2010, the Company had commitments to extend an additional $6.4 million for these purposes provided certain conditions are met by its franchisees, of which $3.0 million is expected to be advanced in the next twelve months.

Financing Activities

Financing cash flows relate primarily to the Company s borrowings, treasury stock purchases and dividends.

Debt

On June 16, 2006, the Company entered into a $350 million senior unsecured revolving credit agreement (the Revolver), with a syndicate of lenders. The Revolver allows the Company to borrow, repay and reborrow revolving loans up to $350 million (which includes swing-line loans for up to $20 million and standby letters of credit of up to $30 million) until the scheduled maturity date of June 16, 2011. The Company has the ability to request an increase in available borrowings under the Revolver by an additional amount of up to $150 million by obtaining the agreement of the existing lenders to increase their lending commitments or by adding additional lenders. The rate of interest generally applicable for revolving loans under the Revolver is, at the Company s option, equal to either (i) the greater of the prime rate or the federal funds effective rate plus 50 basis points, or (ii) an adjusted LIBOR rate plus a margin between 22 and 70 basis points based on the Company s credit rating. The Revolver requires the Company to pay a quarterly facility fee, based upon the credit rating of the Company, at a rate between 8 and 17 $^{1}/2$ basis points, on the full amount of the commitment (regardless of usage). The Revolver also requires the payment of a quarterly usage fee, based upon the credit rating of the Company, at a rate between 10 and 12 $^{1}/2$ basis points, on the amount outstanding under the commitment, excluding swing-line loans, at all times when the amount borrowed under the Revolver exceeds 50% of the total commitment. At December 31, 2010, the Company had $0.2 million of revolving loans outstanding pursuant to the Revolver.

The Revolver includes customary financial and other covenants that require the maintenance of certain ratios including maximum leverage and interest coverage. The Revolver also restricts the Company s ability to make certain investments, incur certain debt, and dispose of assets, among other restrictions. The maximum leverage ratio requires the Company to maintain a consolidated indebtedness to consolidated earnings before interest, taxes, depreciation and amortization (EBITDA) ratio, as defined in the Revolver, of less than 3.25x. At December 31, 2010, the Company maintained a ratio of approximately 1.5x. Furthermore, the Revolver requires the Company to maintain a consolidated EBITDA to interest expense ratio of at least 3.75x. At December 31, 2010, the Company maintained a ratio of approximately 23.0x. At December 31, 2010, the Company was in compliance with all covenants under the Revolver.

The proceeds of the Revolver are used for general corporate purposes, including working capital, debt repayment, stock repurchases, dividends and investments.

On February 24, 2011, the Company refinanced its existing $350 million senior unsecured revolving credit facility by entering into a new senior unsecured revolving credit agreement (New Revolver), with Wells Fargo Bank, National Association, as administrative agent and a syndicate of lenders. The New Revolver provides for a $300 million unsecured revolving credit facility with a final maturity date in February 2016. Up to $30 million of borrowings under the New Revolver may be used for letters of credit and up to $20 million of borrowings under the New Revolver may be used for swing-line loans.

The New Revolver is unconditionally guaranteed, jointly and severally, on a senior unsecured basis by all of the Company s subsidiaries that currently guaranty the obligations under the Company s Indenture governing the terms of its 5.70% senior notes due 2020.

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The Company may at any time prior to the final maturity date increase the amount of the New Revolver by up to an additional $150 million to the extent that any one or more lenders commit to being a lender for the additional amount and certain other customary conditions are met.

The Company may elect to have borrowings under the New Revolver bear interest at (i) a base rate plus a margin ranging from 5 to 80 basis points based on the Company s credit rating or (ii) LIBOR plus a margin ranging from 105 to 180 basis points based on the Company s credit rating. In addition, the New Revolver requires the Company to pay a quarterly facility fee on the full amount of the commitments under the New Revolver (regardless of usage) ranging from 20 to 45 basis points based upon the credit rating of the Company.

The New Revolver requires that the Company and its restricted subsidiaries comply with various covenants, including with respect to restrictions on liens, incurring indebtedness, making investments and effecting mergers and/or asset sales. In addition, the New Revolver imposes financial maintenance covenants requiring the Company to maintain a total leverage ratio of not more than 3.5 to 1.0 and an interest coverage ratio of at least 3.5 to 1.0.

The New Revolver includes customary events of default, the occurrence of which, following any applicable cure period, would permit the lenders to, among other things, declare the principal, accrued interest and other obligations of the Company under the New Revolver to be immediately due and payable.

The proceeds of the New Revolver are used for general corporate purposes, including working capital, debt repayment, stock repurchases, dividends, investments and other permitted uses.

On August 25, 2010, the Company completed a $250 million senior unsecured note offering (the Senior Notes) at a discount of $0.6 million, bearing a coupon of 5.7% with an effective rate of 6.19%. The Senior Notes will mature on August 28, 2020, with interest on the Senior Notes to be paid semi-annually on February 28th and August 28th. The Company used the net proceeds from the offering, after deducting underwriting discounts and other offering expenses, to repay outstanding borrowings under the Revolver and for other general corporate purposes.

The Company may redeem the Senior Notes at its option at a redemption price equal to the greater of (a) 100% of the principal amount of the notes to be redeemed and (b) the sum of the present values of the remaining scheduled principal and interest payments from the redemption date to the date of maturity discounted to the redemption date on a semi-annual basis at the Treasury rate, plus 45 basis points.

In July 2010, the Company entered into an interest rate swap agreement to protect itself from an increase in the market interest rate on $250 million of 10-year, fixed rate debt with the coupon to be set at market interest rates. The interest rate swap agreement was designated as a cash flow hedge under the guidance for derivatives and hedging. In August 2010, upon issuance of the related fixed-rate debt, the Company terminated and settled the interest rate swap agreement for a cash payment of $8.7 million. The Company recorded the effective portion of this deferred loss as a component of accumulated other comprehensive income (loss). The ineffective portion was calculated at less than $0.1 million and was recognized immediately as a component of earnings under interest expense in the Company s consolidated statements of income during the year ended December 31, 2010. The effective portion of the deferred loss is being amortized over the term of the related debt as interest expense in the Company s consolidated statements of income.

As a result of the issuance of the Senior Notes, the Company s borrowing costs have increased as the Company s Revolver carries an interest rate of LIBOR plus approximately 50 basis points which has been lower than the effective rate of the Senior Notes.

Dividends

The Company currently maintains the payment of a quarterly dividend on its common shares outstanding, however, the declaration of future dividends are subject to the discretion of our board of directors. During the

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year ended December 31, 2010, the Company declared and paid cash dividends at a quarterly rate of $0.185 per share totaling approximately $43.8 million. The Company s quarterly dividend rate remained unchanged from the year ended December 31, 2009. We expect that cash dividends will continue to be paid in the future, subject to future business performance, economic conditions and changes in tax regulations. Based on our present dividend rate and outstanding share count, aggregate annual dividends for 2011 would be approximately $43.8 million.

Share Repurchases

During the year ended December 31 2010, the Company repurchased 0.3 million shares of its common stock under the share repurchase program at the total cost of $8.7 million for an average price of $32.36 per share. Since the program s inception through December 31, 2010, we repurchased 43.2 million shares (including 33.0 million prior to the two-for-one stock split affected in October 2005) of common stock at a total cost of $1.0 billion. Considering the effect of the two-for-one stock split, the Company repurchased 76.2 million shares at an average price of $13.35 per share through December 31, 2010. At December 31, 2010, the Company had approximately 3.6 million shares remaining under the current stock repurchase authorization. Upon completion of the current authorization, our board of directors will evaluate the advisability of additional share repurchases.

Other items

Our Board previously authorized us to enter into programs which permit us to offer financing, investment and guaranty support to qualified franchisees as well as to acquire and resell real estate to incent franchise development for certain brands in top markets. Recent market conditions have resulted in an increase in opportunities to incentivize development under these programs. As a result, the Company has invested approximately $21.7 million during the year ended December 31, 2010 pursuant to these programs of which $5 million has been repaid to the Company.

Over the next several years, we expect to continue to deploy capital opportunistically pursuant to these programs to promote growth of our emerging brands. The amount and timing of the investment in these programs will be dependent on market and other conditions. Our current expectation is that our annual investment in these programs will range from $20 million to $40 million. Notwithstanding these programs, the Company expects to continue to return value to its shareholders through a combination of share repurchases and dividends, subject to market and other conditions.

Approximately $67.7 million of the Company s cash and cash equivalents at December 31, 2010 pertain to undistributed earnings of the Company s consolidated foreign subsidiaries. Since the Company s intent is for such earnings to be reinvested by the foreign subsidiaries, the Company has not provided additional United States income taxes on these amounts. While the Company has no intention to utilize these cash and cash equivalents in its domestic operations, any change to this policy would result in the Company incurring additional United States income taxes on any amounts utilized domestically.

During 2010, the Company recorded one-time employee termination charges totaling $3.3 million in SG&A and marketing and reservation expenses. These charges related to salary and benefits continuation payments for employees separating from service with the Company. At December 31, 2010, the Company had approximately $2.1 million of these salary and benefits continuation payments remaining to be remitted. In addition, the Company has approximately $1.9 million of benefits remaining to be paid on termination benefits incurred during prior years. The Company expects to remit $3.3 million of the remaining $4.0 million of benefits payable during the next twelve months. In addition, the Company expects to satisfy approximately $2.6 million of deferred compensation and retirement plan obligations during the next twelve months

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The following table summarizes our contractual obligations as of December 31, 2010:

Contractual Obligations	Total	Less than 1 year	1-3 years	3-5 years	More than 5 years
		Payment due by period (in millions)			
Long-term debt[1]	$ 392.7	$ 14.4	$ 28.5	$ 28.5	$ 321.3
Capital lease obligations[2]	4.0	0.6	1.6	1.6	0.2
Operating lease obligations	38.4	7.2	13.0	6.0	12.2
Purchase obligations[3]	10.3	6.7	3.0	0.3	0.3
Other long-term liabilities[4]	44.9		14.0	9.1	21.8
Total contractual cash obligations	$ 490.3	$ 28.9	$ 60.1	$ 45.5	$ 355.8

(1) Long-term debt amounts include interest on fixed rate debt obligations.
(2) Capital lease obligations include interest and related maintenance agreements on the equipment.
(3) Purchase obligations also include commitments to provide financing under various Company programs. Subsequent to year end, $3.5 million of these purchase obligations expired.
(4) The total amount of unrecognized tax benefits and the related interest and penalties totaled $8.1 million at December 31, 2010 and is not reflected in the Contractual Obligations table. We have several open tax positions, and it is possible that the amount of the liability for unrecognized tax benefits could change over the next year. While it is possible that one or more of these open positions may be resolved in the next year, it is not anticipated that a significant impact to the unrecognized tax benefit balance will occur.

The Company believes that cash flows from operations and available financing capacity are adequate to meet the expected future operating, investing and financing needs of the business.

Off Balance Sheet Arrangements

In June 2008, the Company guaranteed $1 million of a bank loan funding a franchisee s construction of a Cambria Suites in Columbus, Ohio. The guaranty will terminate on the earlier of (i) the repayment of all outstanding obligations under the bank loan that it supports (the current initial loan term runs through June 2013), or (ii) when the franchisee achieves certain debt service coverage ratios outlined in the underlying bank loan agreement. The Company has received a pledge of an equity interest in the entity constructing the property as well as personal guarantees from several of the franchisee s principal owners related to the repayment of any amounts the Company may be required to pay under this guaranty.

In July 2008, the Company guaranteed $1 million of a bank loan funding a franchisee s construction of a Cambria Suites in Noblesville, Indiana. The guaranty will terminate on the earlier of (i) the repayment of all outstanding obligations under the bank loan that it supports (the current initial loan term runs through September 2011), or (ii) when the franchisee achieves certain debt service coverage ratios outlined in the underlying bank loan agreement. The Company has received a pledge of an equity interest in the entity constructing the property as well as personal guarantees from several of the franchisee s principal owners related to the repayment of any amounts the Company may be required to pay under this guaranty.

Critical Accounting Policies

Our accounting policies comply with principles generally accepted in the United States. We have described below those policies that we believe are critical and require the use of complex judgment or significant estimates in their application. Additional discussion of these policies is included in Note 1 to our consolidated financial statements.

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Revenue Recognition.

We recognize continuing franchise fees, including royalty, marketing and reservations system fees, when earned and receivable from our franchisees. Franchise fees are typically based on a percentage of gross room revenues of each franchisee. Our estimate of the allowance for uncollectible royalty fees is charged to SG&A expense and to marketing and reservation expenses for uncollectible marketing and reservation system fees.

Initial franchise and relicensing fees are recognized, in most instances, in the period the related franchise agreement is executed because the initial franchise and relicensing fees are non-refundable and the Company is not required to provide initial services to the franchisee prior to hotel opening. We defer the initial franchise and relicensing fee revenue related to franchise agreements which include incentives until the incentive criteria are met or the agreement is terminated, whichever occurs first.

The Company may also enter into master development agreements (MDAs) with developers that grant limited exclusive development rights and preferential franchise agreement terms for one-time, non-refundable fees. When these fees are not contingent upon the number of agreements executed under the MDA, the Company recognizes the up-front fees over the MDA s contractual life. Fees that are contingent upon the execution of franchise agreements under the MDA are recognized upon execution of the franchise agreement.

The Company recognizes procurement services revenues from qualified vendors when the services are performed or the product delivered, evidence of an arrangement exists, the fee is fixed and determinable and collectability is probable. We defer the recognition of procurement services revenues related to certain upfront fees and recognize them over a period corresponding to the Company s estimate of the life of the arrangement.

Marketing and Reservation Revenues and Expenses.

The Company s franchise agreements require the payment of certain marketing and reservation system fees, which are used exclusively by the Company for expenses associated with providing franchise services such as national marketing, media advertising, central reservation systems and technology services. The Company is contractually obligated to expend the marketing and reservation system fees it collects from franchisees in accordance with the franchise agreements; as such, no income or loss to the Company is generated. In accordance with our contracts, we include in marketing and reservation expenses an allocation of costs for certain activities, such as human resources, facilities, legal, accounting, etc., required to carry out marketing and reservation activities.

The Company records marketing and reservation revenues and expenses on a gross basis since the Company is the primary obligor in the arrangement, maintains the credit risk, establishes the price and nature of the marketing or reservation services and retains discretion in supplier selection. In addition, net advances to and repayments from the franchise system for marketing and reservation activities are presented as cash flows from operating activities.

Marketing and reservation system fees not expended in the current year are carried over to the next fiscal year and expended in accordance with the franchise agreements. Shortfall amounts are similarly recovered in subsequent years. Cumulative excess or shortfall amounts from the operation of these programs are recorded as a marketing and reservation system fee payable or receivable. Under the terms of the franchise agreements, the Company may advance capital as necessary for marketing and reservation activities and recover such advances through future fees. Our current assessment is that the credit risk associated with the marketing and reservation system fees receivable is mitigated due to our contractual right to recover these amounts from a large geographically dispersed group of franchisees. However, our ability to recover these receivables may be adversely impacted by certain factors, including, among others, declines in the ability of our franchisees to generate revenues at properties they franchise from us, lower than expected franchise system growth of certain brands and/or lower than expected international franchise system growth. An extended period of occupancy or room rate declines or a decline in the number of hotel rooms in our franchise system could result in the generation of insufficient funds to recover marketing and reservation advances as well as meet the ongoing marketing and reservation needs of the overall system.

The Company evaluates the receivable for marketing and reservation costs in excess of cumulative marketing and reservation system fees earned on a periodic basis for collectability. The Company will record an allowance when, based on current information and events, it is probable that we will be unable to collect all amounts due for marketing and reservation activities according to the contractual terms of the franchise agreements. The receivables are considered to be uncollectible if the expected net, undiscounted cash flows from marketing and reservation activities are less than the carrying amount of the asset.

Choice Privileges is our frequent guest incentive marketing program. Choice Privileges enables members to earn points based on their spending levels with our franchisees and, to a lesser degree, through participation in affiliated partners programs, such as those offered by credit card companies. The points, which we accumulate and track on the members behalf, may be redeemed for free accommodations or other benefits.

We provide Choice Privileges as a marketing program to franchised hotels and collect a percentage of program members room revenue from franchises to operate the program. Revenues are deferred in an amount equal to the estimated fair value of the future redemption obligation. A third-party actuary estimates the eventual redemption rates and point values using various actuarial methods. These judgmental factors determine the required liability attributable to outstanding points. Upon redemption of points, the Company recognizes the previously deferred revenue as well as the corresponding expense relating to the cost of the awards redeemed. Revenues in excess of the estimated future redemption obligation are recognized when earned to reimburse the Company for costs incurred to operate the program, including administrative costs, marketing, promotion and performing member services. Costs to operate the program, excluding estimated redemption values, are expensed when incurred.

Valuation of Intangibles and Long-Lived Assets

The Company evaluates the potential impairment of property and equipment and other long-lived assets, including franchise rights and other definite-lived intangibles, on an annual basis or whenever an event or other circumstances indicates that we may not be able to recover the carrying value of the asset. Recoverability is measured based on net, undiscounted expected cash flows. Assets are considered to be impaired if the net, undiscounted expected cash flows are less than the carrying amount of the assets. Impairment charges are recorded based upon the difference between the carrying value and the fair value of the asset. Significant management judgment is involved in developing these projections, and they include inherent uncertainties. If different projections are used in the current period, the balances for non-current assets could be materially impacted. Furthermore, if management uses different projections or if different conditions occur in future periods, future-operating results could be materially impacted.

The Company evaluates the impairment of goodwill and trademarks with indefinite lives on an annual basis, or during the year if an event or other circumstance indicates that we may not be able to recover the carrying amount of the asset. Since the Company has one reporting unit, the fair value of the Company s net assets is used to determine if goodwill may be impaired. Indefinite life trademarks are considered to be impaired if the net, undiscounted expected cash flows associated with the trademark are less than their carrying amount.

Loan Loss Reserves

The Company segregates its notes receivable for the purposes of evaluating allowances for credit losses between two categories: *Mezzanine and Other Notes Receivable* and *Forgivable Notes Receivable*. The Company utilizes the level of security it has in the various notes receivable as its primary credit quality indicator (i.e. senior, subordinated or unsecured) when determining the appropriate allowances for uncollectible loans within these categories.

Mezzanine, and Other Notes Receivables

The Company has provided financing to franchisees in support of the development of properties in key markets. The Company expects the owners to repay the loans in accordance with the loan agreements, or earlier as the hotels mature and capital markets permit. The Company estimates the collectability and records an allowance for loss on its mezzanine and other notes receivable when recording the receivables in the Company s financial statements. These estimates are updated quarterly based on available information.

The Company considers a loan to be impaired when, based on current information and events, it is probable that a creditor will be unable to collect all amounts due according to the contractual terms of the loan agreement. All amounts due according to the contractual terms means that both the contractual interest payments and the contractual principal payments of a loan will be collected as scheduled in the loan agreement. The Company measures loan impairment based on the present value of expected future cash flows discounted at the loan s original effective interest rate or the estimated fair value of the collateral. For impaired loans, the Company establishes a specific impairment reserve for the difference between the recorded investment in the loan and the present value of the expected future cash flows or the estimated fair value of the collateral. The Company applies its loan impairment policy individually to all mezzanine and other notes receivable in the portfolio and does not aggregate loans for the purpose of applying such policy. For impaired loans, the Company recognizes interest income on a cash basis. If it is likely that a loan will not be collected based on financial or other business indicators it is the Company s policy to charge off these loans to SG&A expenses in the accompanying consolidated statements of income in the quarter when it is deemed uncollectible.

The Company assesses the collectability of its senior notes receivable by comparing the market value of the underlying assets to the carrying value of the outstanding notes. In addition, the Company evaluates the property s operating performance, the borrower s compliance with the terms of the loan and franchise agreements, and all related personal guarantees that have been provided by the borrower. For subordinated or unsecured receivables, the Company assesses the property s operating performance, the subordinated equity available to the Company, the borrower s compliance with the terms of loan and franchise agreements, and the related personal guarantees that have been provided by the borrower.

The Company considers loans to be past due and in default when payments are not made when due. Although the Company considers loans to be in default if payments are not received on the due date, the Company does not suspend the accrual of interest until those payments are more than 30 days past due. The Company applies payments received for loans on non-accrual status first to interest and then principal. The Company does not resume interest accrual until all delinquent payments are received.

Forgivable Notes Receivable

From time to time, the Company provides unsecured financing to franchisees for property improvements and other purposes in the form of forgivable promissory notes. The notes bear market interest rates, and are forgiven and amortized over that time period if the franchisee remains in the system in good standing.

Franchisees are not required to repay the forgivable notes provided that the respective hotels remain in the system and in good standing throughout the term of their note. The Company fully reserves all defaulted notes in addition to recording a reserve on the estimated uncollectible portion of the remaining notes. For those notes not in default, the Company calculates an allowance for losses and determines the ultimate collectability on these forgivable notes based on the historical default rates for those unsecured notes that are not forgiven but are required to be repaid. The Company records bad debt expense in SG&A expenses in the accompanying consolidated statements of income in the quarter when the note is deemed uncollectible.

See Note 3 *Notes Receivable* for additional information.

Stock Compensation.

The Company s policy is to recognize compensation cost related to share-based payment transactions in the financial statements based on the fair value of the equity or liability instruments issued. Compensation expense related to the fair value of share-based awards is recognized over the requisite service period based on an estimate of those awards that will ultimately vest. The Company estimates the share-based compensation expense for awards that will ultimately vest upon inception of the grant and adjusts the estimate of share-based compensation for those awards with performance and/or service requirements that will not be satisfied so that compensation cost is recognized only for awards that ultimately vest.

Income Taxes.

Income taxes are recorded using the asset and liability method of accounting for income taxes. Deferred income taxes reflect the net tax effect of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for income tax purposes. A valuation allowance is provided for deferred tax assets if it is more likely than not such assets will be unrealized. Deferred U.S. income taxes have not been recorded for temporary differences related to investments in certain foreign subsidiaries and corporate affiliates. The temporary differences consist primarily of undistributed earnings that are considered permanently reinvested in operations outside the U.S. If management s intentions change in the future, deferred taxes may need to be provided.

With respect to uncertain income tax positions, a tax liability is now recorded in full when management determines that the position does not meet the more likely than not threshold of be sustained on examination. A tax liability may also be recognized for a position that meets the more likely than not threshold, based upon management s assessment of the position s probable settlement value. The Company records interest and penalties on unrecognized tax benefits in the provision for income taxes. Additional information regarding the Company s unrecognized tax benefits is provided in Note 18 to Consolidated Financial Statements.

Pension, Profit Sharing and Incentive Plans

The Company sponsors two non-qualified retirement savings and investment plans for certain employees and senior executives. Employee and Company contributions are maintained in separate irrevocable trusts. Legally, the assets of the trusts remain those of the Company; however, access to the trusts assets is severely restricted. The trusts cannot be revoked by the Company or an acquirer, but the assets are subject to the claims of the Company s general creditors. The participants do not have the right to assign or transfer contractual rights in the trusts.

In 2002, the Company adopted the Choice Hotels International, Inc. Executive Deferred Compensation Plan (EDCP) which became effective January 1, 2003. Under the EDCP, certain executive officers may defer a portion of their salary into an irrevocable trust. Prior to January 1, 2010, participants could elect an investment return of either the annual yield of the Moody s Average Corporate Bond Rate Yield Index plus 300 basis points, or a return based on a selection of available diversified investment options. Effective January 1, 2010, the Moody s Average Corporate Bond Rate Yield Index plus 300 basis points is no longer an investment option for salary deferrals made on compensation earned after December 31, 2009. The Company recorded a deferred compensation liability of $17.6 million at both December 31, 2010 and 2009 related to these deferrals and credited investment returns. Compensation expense is recorded in SG&A expense on the Company s consolidated statements of income based on the change in the deferred compensation obligation related to earnings credited to participants as well as changes in the fair value of diversified investments. Compensation expense recorded in SG&A for the years ended December 31, 2010, 2009 and 2008 were $0.9 million, $1.1 million and $1.1 million, respectively.

The Company has invested the employee salary deferrals in diversified long-term investments which are intended to provide investment returns that partially offset the earnings credited to the participants. The diversified investments held in the trusts totaled $13.6 million and $10.9 million as of December 31, 2010 and

2009, respectively, and are recorded at their fair value, based on quoted market prices. These investments are considered trading securities and therefore the changes in the fair value of the diversified assets is included in other income and expenses, net in the accompanying statements of income. The Company recorded investment gains (losses) during the years ended December 31, 2010, 2009 and 2008 of $1.4 million, $3.7 million and ($6.0) million, respectively.

In 1997, the Company adopted the Choice Hotels International, Inc. Nonqualified Retirement Savings and Investment Plan (Non-Qualified Plan). The Non-Qualified Plan allows certain employees who do not participate in the EDCP to defer a portion of their salary and invest these amounts in a selection of available diversified investment options. As of December 31, 2010 and 2009, the Company had recorded a deferred compensation liability of $10.6 million and $11.0 million, respectively related to these deferrals. Compensation expense is recorded in SG&A expense on the Company s consolidated statements of income based on the change in the deferred compensation obligation related to earnings credited to participants as well as changes in the fair value of diversified investments. The net increase (decrease) in compensation expense recorded in SG&A for the years ended December 31, 2010, 2009 and 2008 were $0.8 million, $1.9 million and ($3.3) million, respectively.

The diversified investments held in the trusts were $9.7 million and $10.1 million as of December 31, 2010 and 2009, respectively, and are recorded at their fair value, based on quoted market prices. These investments are considered trading securities and therefore the changes in the fair value of the diversified assets is included in other income and expenses, net in the accompanying statements of income. The Company recorded investment gains (losses) during the years ended December 31, 2010, 2009 and 2008 of $0.7 million, $1.9 million and ($3.1) million, respectively. In addition, the Non-Qualified Plan held shares of the Company s common stock with a market value of $0.9 million at both December 31, 2010 and 2009.

The Company is subject to risk from changes in debt and equity prices from our non-qualified retirement savings plan investments in debt securities and common stock. The diversified investments held in the Non-Qualified Plan and EDCP include investments primarily in equity and debt securities, and cash and cash equivalents.

New Accounting Standards

See Footnote No. 1 Recently Adopted Accounting Guidance of the Notes to our Financial Statements for information related to our adoption of new accounting standards in 2010 and for information on our anticipated adoption of recently issued accounting standards.

FORWARD-LOOKING STATEMENTS

Certain matters discussed in this report, including those in the section entitled Management s Discussion and Analysis of Financial Condition and Results of Operation, constitute forward-looking statements within the meaning of the federal securities law. Generally, our use of words such as expect, estimate, believe, anticipate, will, forecast, plan, project, assume or similar words of futurity identify statements that are fo and that we intend to be included within the Safe Harbor protections provided by Section 27A of the Securities Act and Section 21E of the Securities Exchange Act of 1934. Such forward-looking statements are based on management s current beliefs, assumptions and expectations regarding future events, which in turn are based on information currently available to management. Such statements may relate to projections of the Company s revenue, earnings and other financial and operational measures, Company debt levels, payment of stock dividends, and future operations. We caution you not to place undue reliance on any forward-looking statements, which are made as of the date of this report. Forward-looking statements do not guarantee future performance and involve known and unknown risks, uncertainties and other factors.

Several factors could cause actual results, performance or achievements of the Company to differ materially from those expressed in or contemplated by the forward-looking statements. Such risks include, but are not limited to, changes to general, domestic and foreign economic conditions; operating risks common in the lodging

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and franchising industries; changes to the desirability of our brands as viewed by hotel operators and customers; changes to the terms or termination of our contracts with franchisees; our ability to keep pace with improvements in technology utilized for reservations systems and other operating systems; fluctuations in the supply and demand for hotels rooms; and our ability to manage effectively our indebtedness. These and other risk factors are discussed in detail in Item 1A Risk Factors of this report. We undertake no obligation to publicly update or revise any forward-looking statement, whether as a result of new information, future events or otherwise, except as required by law.

Item 7A. Quantitative and Qualitative Disclosures About Market Risk.

The Company is exposed to market risk from changes in interest rates and the impact of fluctuations in foreign currencies on the Company s foreign investments and operations. The Company manages its exposure to these market risks through the monitoring of its available financing alternatives including in certain circumstances the use of derivative financial instruments. We are also subject to risk from changes in debt and equity prices from our non-qualified retirement savings plan investments in debt securities and common stock, which have a carrying value of $23.4 million at December 31, 2010, which we account for as trading securities. The Company will continue to monitor the exposure in these areas and make the appropriate adjustments as market conditions dictate.

At December 31, 2010 and December 31, 2009, the Company had $0.2 million and $277.7 million of debt with variable interest rates outstanding at a weighed average effective interest rate of 0.7% and 0.7%, respectively. A hypothetical change of 10% in the Company s effective interest rate from December 31, 2010 levels would increase or decrease interest expense by less than one thousand dollars. The Company expects to refinance its long-term debt obligations prior to their scheduled maturities.

The Company does not presently have any derivative financial instruments.

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Item 8. Financial Statements and Supplementary Data.

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Report of Independent Registered Public Accounting Firm

To the Board of Directors and Shareholders

of Choice Hotels International, Inc. and subsidiaries:

In our opinion, the consolidated financial statements listed in the accompanying index present fairly, in all material respects, the financial position of Choice Hotels International, Inc. and its subsidiaries at December 31, 2010 and 2009, and the results of their operations and their cash flows for each of the three years in the period ended December 31, 2010 in conformity with accounting principles generally accepted in the United States of America. In addition, in our opinion, the financial statement schedule listed in the index appearing under Item 15(a)(2) presents fairly, in all material respects, the information set forth therein when read in conjunction with the related consolidated financial statements. Also in our opinion, the Company maintained, in all material respects, effective internal control over financial reporting as of December 31, 2010, based on criteria established in *Internal Control Integrated Framework* issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO). The Company s management is responsible for these financial statements and financial statement schedule, for maintaining effective internal control over financial reporting and for its assessment of the effectiveness of internal control over financial reporting, included in Management s Report on Internal Control Over Financial Reporting, appearing under Item 9A. Our responsibility is to express opinions on these financial statements, on the financial statement schedule, and on the Company s internal control over financial reporting based on our integrated audits. We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audits to obtain reasonable assurance about whether the financial statements are free of material misstatement and whether effective internal control over financial reporting was maintained in all material respects. Our audits of the financial statements included examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by management, and evaluating the overall financial statement presentation. Our audit of internal control over financial reporting included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. Our audits also included performing such other procedures as we considered necessary in the circumstances. We believe that our audits provide a reasonable basis for our opinions.

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

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

/s/ PricewaterhouseCoopers LLP

McLean, Virginia

March 1, 2011

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CHOICE HOTELS INTERNATIONAL, INC. AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF INCOME

	Years Ended December 31, 2010	2009	2008
	(In thousands, except per share amounts)		
REVENUES:			
Royalty fees	**$ 230,096**	$ 217,984	$ 247,435
Initial franchise and relicensing fees	**9,295**	12,916	27,931
Procurement services	**17,207**	17,598	17,148
Marketing and reservation	**329,246**	305,379	336,477
Hotel operations	**4,031**	4,140	4,936
Other	**6,201**	6,161	7,753
Total revenues	**596,076**	564,178	641,680
OPERATING EXPENSES:			
Selling, general and administrative	**94,540**	99,237	118,989
Depreciation and amortization	**8,342**	8,336	8,184
Marketing and reservation	**329,246**	305,379	336,477
Hotel operations	**3,186**	3,153	3,434
Total operating expenses	**435,314**	416,105	467,084
Operating income	**160,762**	148,073	174,596
OTHER INCOME AND EXPENSES:			
Interest expense	**6,680**	4,414	10,932
Interest and other investment (income) loss	**(2,903)**	(5,862)	7,760
Equity in net income of affiliates	**(1,226)**	(1,113)	(1,414)
Other income and expenses, net	**2,551**	(2,561)	17,278
Income before income taxes	**158,211**	150,634	157,318
Income taxes	**50,770**	52,384	57,107
Net income	**$ 107,441**	$ 98,250	$ 100,211
Basic earnings per share	**$ 1.80**	$ 1.64	$ 1.61
Diluted earnings per share	**$ 1.80**	$ 1.63	$ 1.59
Cash dividends declared per share	**$ 0.74**	$ 0.74	$ 0.71

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

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CHOICE HOTELS INTERNATIONAL, INC. AND SUBSIDIARIES

CONSOLIDATED BALANCE SHEETS

	December 31, 2010	December 31, 2009
	(In thousands, except share amounts)	
ASSETS		
Current assets		
Cash and cash equivalents	**$ 91,259**	$ 67,870
Receivables (net of allowance for doubtful accounts of $9,159 and $6,886, respectively)	**47,638**	41,898
Deferred income taxes	**429**	7,980
Other current assets	**24,256**	10,114
Total current assets	**163,582**	127,862
Property and equipment, at cost, net	**55,662**	43,627
Goodwill	**66,041**	65,813
Franchise rights and other identifiable intangibles, net	**20,825**	24,559
Receivable marketing and reservation fees	**42,507**	33,872
Investments, employee benefit plans, at fair value	**23,365**	20,931
Deferred income taxes	**24,435**	14,143
Other assets	**15,305**	9,230
Total assets	**$ 411,722**	$ 340,037
LIABILITIES AND SHAREHOLDERS DEFICIT		
Current liabilities		
Accounts payable	**$ 41,168**	$ 33,859
Accrued expenses	**47,818**	37,074
Deferred revenue	**67,322**	51,765
Revolving credit facility	**200**	0
Deferred compensation and retirement plan obligations	**2,552**	2,798
Current portion of long-term debt	**420**	0
Income taxes payable	**5,778**	6,310
Total current liabilities	**165,258**	131,806
Long-term debt	**251,554**	277,700
Deferred compensation and retirement plan obligations	**35,707**	34,956
Other liabilities	**17,274**	9,787
Total liabilities	**469,793**	454,249
Commitments and Contingencies		
Common stock, $0.01 par value; 160,000,000 shares authorized; 95,345,362 shares issued at December 31, 2010 and 2009 and 59,583,770 and 59,541,106 shares outstanding at December 31, 2010 and 2009, respectively	**596**	595
Additional paid-in-capital	**92,774**	90,731
Accumulated other comprehensive income (loss)	**(7,192)**	333
Treasury stock (35,761,592 and 35,804,256 shares at December 31, 2010 and 2009, respectively), at cost	**(872,306)**	(870,302)
Retained earnings	**728,057**	664,431
Total shareholders deficit	**(58,071)**	(114,212)

Total liabilities and shareholders deficit	**$ 411,722**	$ 340,037

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

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CHOICE HOTELS INTERNATIONAL, INC. AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF CASH FLOWS

	Years Ended December 31,		
	2010	**2009**	**2008**
		(In thousands)	
CASH FLOWS FROM OPERATING ACTIVITIES			
Net income	**$ 107,441**	$ 98,250	$ 100,211
Adjustments to reconcile net income to net cash provided by operating activities:			
Depreciation and amortization	**8,342**	8,336	8,184
Provision for bad debts	**3,547**	2,578	9,433
Non-cash stock compensation and other charges	**9,304**	13,761	10,914
Non-cash interest and other (income) loss	**(1,711)**	(5,403)	9,300
Dividends received from equity method investments	**1,155**	1,337	1,180
Equity in net income of affiliates	**(1,226)**	(1,113)	(1,414)
Changes in assets and liabilities, net of acquisitions:			
Receivables	**(9,229)**	(796)	(4,358)
Receivable marketing and reservation fees, net	**4,654**	(12,232)	(7,578)
Accounts payable	**5,744**	(8,279)	(13,138)
Accrued expenses	**10,630**	(1,289)	(3,206)
Income taxes payable/receivable	**(1,417)**	8,163	(1,870)
Deferred income taxes	**(2,381)**	5,553	3,073
Deferred revenue	**15,413**	4,650	(1,549)
Other assets	**(12,705)**	3,041	(1,046)
Other liabilities	**7,374**	(4,341)	(3,737)
Net cash provided by operating activities	**144,935**	112,216	104,399
CASH FLOWS FROM INVESTING ACTIVITIES			
Investment in property and equipment	**(24,368)**	(11,135)	(12,611)
Issuance of notes receivable	**(11,786)**	(1,995)	(7,410)
Collections of notes receivable	**5,083**	324	434
Purchases of investments, employee benefit plans	**(1,948)**	(3,854)	(7,802)
Proceeds from sales of investments, employee benefit plans	**1,649**	13,895	7,819
Acquisitions, net of cash acquired	**(466)**	0	0
Other items, net	**(319)**	(584)	(695)
Net cash used in investing activities	**(32,155)**	(3,349)	(20,265)
CASH FLOWS FROM FINANCING ACTIVITIES			
Proceeds from the issuance of long-term debt	**247,733**	0	0
Net borrowings (repayments) pursuant to revolving credit facility	**(277,500)**	(6,700)	112,000
Principal payments on long-term debt	**(25)**	0	(100,000)
Settlement of forward starting interest rate swap agreement	**(8,663)**	0	0
Debt issuance costs	**(800)**	0	0
Excess tax benefits from stock-based compensation	**625**	5,834	10,135
Purchase of treasury stock	**(11,212)**	(59,128)	(63,732)
Dividends paid	**(43,808)**	(44,274)	(43,142)
Proceeds from exercise of stock options	**2,457**	9,158	9,026
Net cash used in financing activities	**(91,193)**	(95,110)	(75,713)
Net change in cash and cash equivalents	**21,587**	13,757	8,421

Effect of foreign exchange rate changes on cash and cash equivalents	**1,802**	1,433	(2,118)
Cash and cash equivalents at beginning of period	**67,870**	52,680	46,377
Cash and cash equivalents at end of period	**$ 91,259**	$ 67,870	$ 52,680
Supplemental disclosure of cash flow information:			
Cash payments during the year for:			
Income taxes, net of refunds	**$ 50,127**	$ 34,213	$ 45,808
Interest	**$ 2,036**	$ 5,008	$ 11,378
Non-cash investing and financing activities:			
Declaration of dividends	**$ 43,815**	$ 44,059	$ 43,810
Capital lease obligation	**$ 2,538**	$ 0	$ 0
Issuance of restricted shares of common stock	**$ 9,233**	$ 7,150	$ 9,482
Issuance of performance vested restricted stock units	**$ 256**	$ 462	$ 0
Issuance of treasury stock to employee stock purchase plan	**$ 625**	$ 622	$ 547

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

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CHOICE HOTELS INTERNATIONAL, INC. AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF SHAREHOLDERS DEFICIT AND COMPREHENSIVE INCOME

(In thousands, except share amounts)

	Common Stock - Shares Outstanding	Common Stock - Par Value	Additional Paid-in-Capital	Accumulated Other Comprehensive Income (Loss)	Treasury Stock	Comprehensive income	Retained Earnings	Total
Balance as of December 31, 2007	62,091,679	$ 621	$ 86,243	$ 346	$ (798,110)		$ 553,839	$ (157,061)
Comprehensive income								
Net income						$ 100,211	100,211	100,211
Other comprehensive loss, net of tax:								
Amortization of pension related costs, net of tax								
Prior service costs	0	0	0	0	0	26	0	26
Actuarial loss	0	0	0	0	0	68	0	68
Pension remeasurement, net of tax	0	0	0	0	0	(1,082)	0	(1,082)
Actuarial pension gain, net of tax	0	0	0	0	0	829	0	829
Foreign currency translation adjustments	0	0	0	0	0	(3,637)	0	(3,637)
Amortization of deferred gain on hedge, net of taxes	0	0	0	0	0	(22)	0	(22)
Other comprehensive loss	0	0	0	(3,818)	0	(3,818)	0	0
Comprehensive income						$ 96,393		
Exercise of stock options	924,937	9	(267)	0	19,419		0	19,161
Issuance of restricted stock	283,148	3	(9,482)	0	9,479		0	0
Cancellation of restricted stock	(84,942)	(1)	2,866	0	(2,865)		0	0
Stock compensation related to stock options	0	0	3,426	0	0		0	3,426
Amortization of deferred compensation related to restricted stock grants and PVRSU	0	0	7,355	0	0		0	7,355
Dividends declared	0	0	0	0	0		(43,810)	(43,810)
Treasury purchases	(2,529,731)	(25)	0	0	(63,656)		0	(63,681)
Issuance of treasury shares	19,761	0	0	0	547		0	547
Balance as of December 31, 2008	60,704,852	$ 607	$ 90,141	$ (3,472)	$ (835,186)		$ 610,240	$ (137,670)
Comprehensive income								
Net income						$ 98,250	98,250	98,250
Other comprehensive income, net of tax:								
Amortization of pension related costs, net of tax								
Prior service costs	0	0	0	0	0	144	0	144
Net pension curtailment and remeasurement, net of tax	0	0	0	0	0	1,283	0	1,283
Actuarial pension gain, net of tax	0	0	0	0	0	165	0	165
Foreign currency translation adjustments	0	0	0	0	0	2,213	0	2,213
Other comprehensive income	0	0	0	3,805	0	3,805	0	0
Comprehensive income						$ 102,055		
Exercise of stock options	764,612	8	(2,106)	0	17,090		0	14,992
Issuance of restricted stock and PVRSU	281,889	3	(7,612)	0	7,609		0	0
Cancellation of restricted stock	(43,408)	(1)	1,336	0	(1,335)		0	0

Stock compensation related to stock options	0	0	2,817	0	0		0	2,817
Amortization of deferred compensation related to restricted stock grants and PVRSU	0	0	6,155	0	0		0	6,155
Dividends declared	0	0	0	0	0		(44,059)	(44,059)
Treasury purchases	(2,188,888)	(22)	0	0	(59,102)		0	(59,124)
Issuance of treasury shares	22,049	0	0	0	622		0	622
Balance as of December 31, 2009	59,541,106	$ 595	$ 90,731	$ 333	$ (870,302)		$ 664,431	$ (114,212)
Comprehensive loss								
Net income						**$ 107,441**	**107,441**	**107,441**
Other comprehensive loss, net of tax:								
Settlement of forward starting interest rate swap agreement	**0**	**0**	**0**	**0**	**0**	**(8,663)**	**0**	**(8,663)**
Amortization of loss on cash flow hedge	**0**	**0**	**0**	**0**	**0**	**332**	**0**	**332**
Actuarial pension loss, net of tax	**0**	**0**	**0**	**0**	**0**	**(459)**	**0**	**(459)**
Foreign currency translation adjustments	**0**	**0**	**0**	**0**	**0**	**1,265**	**0**	**1,265**
Other comprehensive loss	**0**	**0**	**0**	**(7,525)**	**0**	**(7,525)**	**0**	**0**
Comprehensive income						**$ 99,916**		
Exercise of stock options	**123,109**	**1**	**1,408**	**0**	**314**		**0**	**1,723**
Issuance of restricted stock and PVRSU	**290,037**	**3**	**(9,489)**	**0**	**9,486**		**0**	**0**
Cancellation of restricted stock	**(41,796)**	**(1)**	**1,267**	**0**	**(1,266)**		**0**	**0**
Stock compensation related to stock options	**0**	**0**	**2,398**	**0**	**0**		**0**	**2,398**
Amortization of deferred compensation related to restricted stock grants and PVRSU	**0**	**0**	**6,459**	**0**	**0**		**0**	**6,459**
Dividends declared	**0**	**0**	**0**	**0**	**0**		**(43,815)**	**(43,815)**
Treasury purchases	**(346,659)**	**(2)**	**0**	**0**	**(11,163)**		**0**	**(11,165)**
Issuance of treasury shares	**17,973**	**0**	**0**	**0**	**625**		**0**	**625**
Balance as of December 31, 2010	**59,583,770**	**$ 596**	**$ 92,774**	**$ (7,192)**	**$ (872,306)**		**$ 728,057**	**$ (58,071)**

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

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CHOICE HOTELS INTERNATIONAL, INC. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

1. Company Information and Significant Accounting Policies

Company Information

Choice Hotels International, Inc. and subsidiaries (together the Company) is in the business of hotel franchising. As of December 31, 2010, the Company had franchise agreements representing 6,142 open hotels and 621 hotels under construction, awaiting conversion or approved for development in 49 states, the District of Columbia and over 35 countries and territories outside the United States under the brand names: Comfort Inn®, Comfort Suites®, Quality® , Clarion®, Sleep Inn®, Econo Lodge®, Rodeway Inn®, MainStay Suites®, Suburban Extended Stay Hotel®, Cambria Suites® and Ascend Collection®.

Our direct lodging property real estate exposure is limited to three company-owned MainStay Suites hotels and exposure through our development activities that involve the financing and guaranty support with third party hotel developers as well as our programs to acquire and resell real estate to incent franchise development in top markets.

Principles of Consolidation

The consolidated financial statements include the accounts of Choice Hotels International, Inc. and its subsidiaries. Investments in corporate joint ventures and certain other entities in which the Company owns 50% or less and exercises significant influence over the operating and financial policies of the investee are accounted for by the equity method. All significant intercompany accounts and transactions have been eliminated in consolidation.

Revenue Recognition

The Company enters into franchise agreements to provide franchisees with various marketing services, a centralized reservation system and limited non-exclusive rights to utilize the Company s registered trade names and trademarks. These agreements typically have an initial term from ten to twenty years with provisions permitting franchisees to terminate after five, ten, or fifteen years under certain circumstances. In most instances, initial franchise and relicensing fees are recognized upon execution of the franchise agreement because the initial franchise and relicensing fees are non-refundable and the Company is not required to provide initial services to the franchisee prior to hotel opening. The initial franchise and relicensing fees related to executed franchise agreements which include incentives, such as future potential rebates, are deferred and recognized when the incentive criteria are met or the agreement is terminated, whichever occurs first.

The Company may also enter into master development agreements (MDAs) with developers that grant limited exclusive development rights and preferential franchise agreement terms for one-time, non-refundable fees. When these fees are not contingent upon the number of agreements executed under the MDA, the Company recognizes these up-front fees over the MDAs contractual life. Fees that are contingent upon the execution of franchise agreements under the MDA are recognized upon execution of the franchise agreement.

Royalty fees, which are typically based on a percentage of gross room revenues of each franchisee, are recorded when earned and receivable from the franchisee. An estimate of uncollectible royalty fees is charged to bad debt expense and included in selling, general and administrative (SG&A) expenses in the accompanying consolidated statements of income.

The Company generates procurement services revenues from qualified vendors. Procurement services revenues are generally earned based on the level of goods or services purchased from qualified vendors by hotel franchise owners and hotel guests who stay in the Company s franchised hotels. The Company recognizes procurement services revenues when the services are performed or the product is delivered, evidence of an arrangement exists, the fee is fixed and determinable and collectability is probable. The Company defers the recognition of procurement services revenues related to upfront fees. Such upfront fees are generally recognized over a period corresponding to the Company s estimate of the life of the arrangement.

Marketing and Reservation Revenues and Expenses

The Company s franchise agreements require the payment of certain marketing and reservation system fees, which are used exclusively by the Company for expenses associated with providing franchise services such as national marketing, media advertising, central reservation systems and technology services. The Company is contractually obligated to expend the marketing and reservation system fees it collects from franchisees in accordance with the franchise agreements; as such, no income or loss to the Company is generated. In accordance with the franchise agreements, the Company includes in marketing and reservation expenses an allocation of costs for certain activities, such as human resources, facilities, legal, accounting, etc., required to carry out marketing and reservation activities.

The Company records marketing and reservation system fee revenues and expenses on a gross basis since the Company is the primary obligor in the arrangement, maintains the credit risk, establishes the price and nature of the marketing or reservation services and retains discretion in supplier selection. In addition, net advances to and repayments from the franchise system for marketing and reservation activities are presented as cash flows from operating activities.

Marketing and reservation system fees not expended in the current year are carried over to the next fiscal year and expended in accordance with the franchise agreements. Shortfall amounts are similarly recovered in subsequent years. Cumulative excess or shortfall amounts from the operation of these programs are recorded as a marketing and reservation system fee payable or receivable. Under the terms of the franchise agreements, the Company may advance capital as necessary for marketing and reservation activities and recover such advances through future fees. The Company s current assessment is that the credit risk associated with the marketing and reservation system fees receivable is partially mitigated due to the contractual right to recover these amounts from a large geographically dispersed group of franchisees.

The Company evaluates the receivable for marketing and reservation costs in excess of cumulative marketing and reservation system fees earned on a periodic basis for collectability. The Company will record an allowance when, based on current information and events, it is probable that we will be unable to collect all amounts due for marketing and reservation activities according to the contractual terms of the franchise agreements. The receivables are considered to be uncollectible if the expected net, undiscounted cash flows from marketing and reservation activities are less than the carrying amount of the asset.

Based on the Company s analysis of projected net cash flows from marketing and reservation activities for all periods presented, the Company concluded that the receivable for marketing and reservation activities was fully collectible and as a result no allowance for possible losses was recorded.

Choice Privileges is the Company s frequent guest incentive marketing program. Choice Privileges enables members to earn points based on their spending levels with our franchisees and, to a lesser degree, through participation in affiliated partners programs, such as those offered by credit card companies. The points, which the Company accumulates and tracks on the members behalf, may be redeemed for free accommodations or other benefits.

The Company provides Choice Privileges as a marketing program to franchised hotels and collects a percentage of program members room revenue from franchises to operate the program. Revenues are deferred in an amount equal to the estimated fair value of the future redemption obligation. A third-party actuary estimates the eventual redemption rates and point values using various actuarial methods. These judgmental factors determine the required liability attributable to outstanding points. Upon redemption of points, the Company recognizes the previously deferred revenue as well as the corresponding expense relating to the cost of the awards redeemed. Revenues in excess of the estimated future redemption obligation are recognized when earned to reimburse the Company for costs incurred to operate the program, including administrative costs, marketing, promotion, and performing member services. Costs to operate the program, excluding estimated redemption values, are expensed when incurred.

Accounts Receivable and Credit Risk

Accounts receivable consist primarily of franchise and related fees due from hotel franchises and are recorded at the invoiced amount. The allowance for doubtful accounts is the Company s best estimate of the amount of probable credit losses in the existing accounts receivable. The Company determines the allowance considering historical write-off experience and a review of aged receivable balances. However, the Company considers its credit risk associated with trade receivables and the receivable for marketing and reservation system fees to be partially mitigated due to the dispersion of these receivables across a large number of geographically diverse franchisees.

The Company records bad debt expense in SG&A and marketing and reservation expenses in the accompanying consolidated statements of income based on its assessment of the ultimate realizability of receivables considering historical collection experience and the economic environment. When the Company determines that an account is not collectible, the account is written-off to the associated allowance for doubtful accounts.

Advertising Costs

The Company expenses advertising costs as the advertising occurs. Advertising expense was $75.4 million, $81.3 million and $100.5 million for the years ended December 31, 2010, 2009 and 2008, respectively. Prepaid advertising at December 31, 2010 and 2009 totaled $0.9 million and $0.2 million, respectively, and is included within other current assets in the accompanying consolidated balance sheets. The Company includes advertising costs primarily in marketing and reservation expenses on the accompanying consolidated statements of income.

Cash and Cash Equivalents

The Company considers all highly liquid investments purchased with a maturity of three months or less at the date of purchase to be cash equivalents. As of December 31, 2010 and 2009, $2.8 million and $6.4 million, respectively, of book overdrafts representing outstanding checks in excess of funds on deposit are included in accounts payable in the accompanying consolidated balance sheets.

The Company maintains cash balances in domestic banks, which, at times, may exceed the limits of amounts insured by the Federal Deposit Insurance Corporation. In addition, the Company also maintains cash balances in international banks which do not provide deposit insurance.

Capitalization Policies

Property and equipment are recorded at cost and depreciated using the straight-line method over the estimated useful lives of the assets. Leasehold improvements are amortized over the shorter of the lease term or their useful lives. Major renovations, replacements and interest incurred during construction are capitalized. Upon sale or retirement of property, the cost and related accumulated depreciation are eliminated from the accounts and any related gain or loss is recognized in the accompanying consolidated statements of income. Maintenance, repairs and minor replacements are charged to expense as incurred.

Leased property meeting certain capital lease criteria is capitalized and the present value of the related lease payments is recorded as a liability. The present value of the minimum lease payments are calculated utilizing the

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lower of the Company s incremental borrowing rate or the lessor s interest rate implicit in the lease, if known by the Company. Amortization of capitalized leased assets is computed utilizing the straight-line method over either the shorter of the estimated useful life of the asset or the initial lease term. However, if the lease meets the bargain purchase or transfer of ownership criteria the asset shall be amortized in accordance with the Company s normal depreciation policy for owned assets.

Assets Held for Sale

The Company considers property to be assets held for sale when all of the following criteria are met:

Management commits to a plan to sell a property;

It is unlikely that the disposal plan will be significantly modified or discontinued;

The property is available for immediate sale in its present condition;

Actions required to complete the sale of the property have been initiated;

Sale of the property is probable and the Company expects the completed sale will occur within one year; and

The property is actively being marketed for sale at a price that is reasonable given its current market value.

Upon designation as an asset held for sale, the Company records the carrying value of each property at the lower of its carrying value or its estimated fair value, less estimated costs to sell, and ceases recording depreciation.

Valuation of Intangibles and Long-Lived Assets

The Company evaluates the potential impairment of property and equipment and other long-lived assets, including franchise rights and other definite-lived intangibles, on an annual basis or whenever an event or other circumstances indicates that the Company may not be able to recover the carrying value of the asset. Recoverability is measured based on net, undiscounted expected cash flows. Assets are considered to be impaired if the net, undiscounted expected cash flows are less than the carrying amount of the assets. Impairment charges are recorded based upon the difference between the carrying value and the fair value of the asset. The Company did not record any impairment of long-lived assets during the years ended December 31, 2010 and 2008. During the year ended December 31, 2009, the Company recorded an impairment charge related to leasehold improvements for office space that was subleased. The Company determined the fair value of these impaired assets based on the present value of the corresponding sublease payments related to the use of the leasehold improvements. As a result, the Company recognized a $0.5 million charge in SG&A expense which represented the difference between the estimated fair value of the leasehold improvements and their carrying value. Significant management judgment is involved in developing these projections, and they include inherent uncertainties. If different projections had been used in the current period, the balances for non-current assets could have been materially impacted. Furthermore, if management uses different projections or if different conditions occur in future periods, future-operating results could be materially impacted.

The Company evaluates the impairment of goodwill and trademarks with indefinite lives on an annual basis, or during the year if an event or other circumstance indicates that the Company may not be able to recover the carrying amount of the asset. Since the Company has one reporting unit, the fair value of the Company s net assets is used to determine if goodwill may be impaired. Indefinite life trademarks are considered to be impaired if the net, undiscounted expected cash flows associated with the trademark are less than their carrying amount. Based on assessments performed, the Company did not record any impairment of goodwill or trademarks with indefinite lives during the three years ended December 31, 2010.

Loan Loss Reserves

The Company segregates its notes receivable for the purposes of evaluating allowances for credit losses between two categories: *Mezzanine and Other Notes Receivable* and *Forgivable Notes Receivable*. The Company utilizes the level of security it has in the various notes receivable as its primary credit quality indicator (i.e. senior, subordinated or unsecured) when determining the appropriate allowances for uncollectible loans within these categories.

Mezzanine, and Other Notes Receivables

The Company has provided financing to franchisees in support of the development of properties in key markets. The Company expects the owners to repay the loans in accordance with the loan agreements, or earlier as the hotels mature and capital markets permit. The Company estimates the collectability and records an allowance for loss on its mezzanine and other notes receivable when recording the receivables in the Company s financial statements. These estimates are updated quarterly based on available information.

The Company considers a loan to be impaired when, based on current information and events, it is probable that a creditor will be unable to collect all amounts due according to the contractual terms of the loan agreement. All amounts due according to the contractual terms means that both the contractual interest payments and the contractual principal payments of a loan will be collected as scheduled in the loan agreement. The Company measures loan impairment based on the present value of expected future cash flows discounted at the loan s original effective interest rate or the estimated fair value of the collateral. For impaired loans, the Company establishes a specific impairment reserve for the difference between the recorded investment in the loan and the present value of the expected future cash flows or the estimated fair value of the collateral. The Company applies its loan impairment policy individually to all mezzanine and other notes receivable in the portfolio and does not aggregate loans for the purpose of applying such policy. For impaired loans, the Company recognizes interest income on a cash basis. If it is likely that a loan will not be collected based on financial or other business indicators it is the Company s policy to charge off these loans to SG&A expenses in the accompanying consolidated statements of income in the quarter when it is deemed uncollectible.

The Company assesses the collectability of its senior notes receivable by comparing the market value of the underlying assets to the carrying value of the outstanding notes. In addition, the Company evaluates the property s operating performance, the borrower s compliance with the terms of the loan and franchise agreements, and all related personal guarantees that have been provided by the borrower. For subordinated or unsecured receivables, the Company assesses the property s operating performance, the subordinated equity available to the Company, the borrower s compliance with the terms of loan and franchise agreements, and the related personal guarantees that have been provided by the borrower.

The Company considers loans to be past due and in default when payments are not made when due. Although the Company considers loans to be in default if payments are not received on the due date, the Company does not suspend the accrual of interest until those payments are more than 30 days past due. The Company applies payments received for loans on non-accrual status first to interest and then principal. The Company does not resume interest accrual until all delinquent payments are received.

Forgivable Notes Receivable

From time to time, the Company provides unsecured financing to franchisees for property improvements and other purposes in the form of forgivable promissory notes. The notes bear market interest rates, and are forgiven and amortized over that time period if the franchisee remains in the system in good standing.

Franchisees are not required to repay the forgivable notes provided that the respective hotels remain in the system and in good standing throughout the term of their note. The Company fully reserves all defaulted notes in addition to recording a reserve on the estimated uncollectible portion of the remaining notes. For those notes not in default, the Company calculates an allowance for losses and determines the ultimate collectability on these forgivable notes based on the historical default rates for those unsecured notes that are not forgiven but are required to be repaid. The Company records bad debt expense in SG&A expenses in the accompanying consolidated statements of income in the quarter when the note is deemed uncollectible.

See Note 3 *Notes Receivable* for additional information.

Deferred Financing Costs

On August 25, 2010, the Company completed a $250 million senior unsecured note offering (the Senior Notes) that will mature on August 28, 2020. Debt issuance costs incurred in connection with the Senior Notes totaled $2.4 million and are being amortized, on a straight-line basis, which is not materially different than the effective interest method, through the maturity of the Senior Notes. Debt financing costs related to the Company s revolving credit facility were deferred and amortized, using the effective interest method, over the term of the related debt. As of December 31, 2010 and 2009, unamortized deferred financing costs were $2.4 million and $0.3 million, respectively and are included in other current and non-current assets in the accompanying consolidated balance sheets. Amortization of these costs is included in interest expense in the Consolidated Statements of Income.

Sales Taxes

The Company presents taxes collected from customers and remitted to governmental authorities on a net basis and therefore they are excluded from revenues in the consolidated financial statements.

Use of Estimates

The consolidated financial statements are prepared in conformity with accounting principles generally accepted in the United States and require management to make certain estimates and assumptions that affect the reported amounts of assets and liabilities and 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. Actual results could differ from those estimates.

Foreign Operations

The U.S. dollar is the functional currency of the consolidated entities operating in the United States. The functional currency for the consolidated entities operating outside of the United States is generally the currency of the primary economic environment in which the entity primarily generates and expends cash. The Company translates the financial statements of consolidated entities whose functional currency is not the U.S. dollar into U.S. dollars. The Company translates assets and liabilities at the exchange rate in effect as of the financial statement date and translates income statement accounts using the weighted average exchange rate for the period. The Company includes translation adjustments from foreign exchange and the effect of exchange rate changes on intercompany transactions of a long-term investment nature as a separate component of shareholders equity. The Company reports realized gains and losses from foreign currency transactions in SG&A expenses and those amounted to a $0.2 million loss in 2010, $0.1 million gain in 2009 and a $1.0 million loss in 2008.

Derivatives

The Company uses derivative instruments as part of its overall strategy to manage exposure to market risks associated with fluctuations in interest rates. All outstanding derivative financial instruments are recognized at their fair values as assets or liabilities. The impact on earnings from recognizing the fair values of these instruments depends on their intended use, their hedge designation and their effectiveness in offsetting changes in the fair values of the exposures they are hedging. The Company does not use derivatives for trading purposes.

The effective portion of changes in fair value of derivatives designated as cash flow hedging instruments are recorded as a component of accumulated other comprehensive income (loss) and the ineffective portion is reported currently in earnings. The amounts included in accumulated other comprehensive income are reclassified into earnings in the same period during which the hedged item affects earnings. Amounts reported in earnings are classified consistent with the item being hedged.

The Company formally documents all relationships between its hedging instruments and hedged items at inception, including its risk management objective and strategy for establishing various hedge relationships. Cash flows from hedging instruments are classified in the Consolidated Statements of Cash Flows consistent with the items being hedged.

Hedge accounting is discontinued prospectively when (i) the derivative instrument is no longer effective in offsetting changes in fair value or cash flows of the underlying hedged item, (ii) the derivative instrument expires, is sold, terminated or exercised, or (iii) designating the derivative instrument as a hedge is no longer appropriate. The effectiveness of derivative instruments is assessed at inception and on an ongoing basis.

Variable Interest Entities

In accordance with the guidance for the consolidation of variable interest entities (VIE), we analyze our variable interests, including loans, guarantees, and equity investments, to determine if the entity in which we have a variable interest is a variable interest entity. Our analysis includes both quantitative and qualitative reviews. We base our analysis on our consideration of who has the power to direct those activities that most significantly impact the economic performance of the entity and who has the obligation to absorb the majority of losses or rights to receive benefits that could potentially be significant to the VIE. We also use our quantitative and qualitative analyses to determine if we must consolidate a variable interest entity as the primary beneficiary.

Guarantees

We have historically issued certain guarantees to support the growth of our brands. We recognize a liability for the fair value of such guarantees upon inception of the guarantee and upon any subsequent modification, such as renewals, when we remain contingently liable. The fair value of a guarantee is the estimated amount at which the liability could be settled in a current transaction between willing unrelated parties. The Company evaluates these guarantees on a quarterly basis.

Recently Adopted Accounting Guidance

In January 2010, the Financial Accounting Standards Board (FASB) issued Accounting Standards Update (ASU) 2010-06, Fair Value Measurements and Disclosures (Topic 820) Improving Disclosures about Fair Value Measurements, (ASU 2010-06) to require new disclosures and clarify existing disclosures relating to fair value measurements. The new disclosures and clarifications of existing disclosures are effective for interim and annual reporting periods beginning after December 15, 2009, except for the disclosures about purchases, sales, issuances, and settlements in Level 3 fair value measurements, which are effective for fiscal years beginning after December 15, 2010 and for interim periods within those fiscal years. The adoption of this standard did not have and is not expected to have an effect on the Company s consolidated balance sheets, results of operations, or cash flows.

In September 2009, the FASB issued Statement of Financial Accounting Standards (SFAS) No. 167, Amendments to FASB Interpretation No. 46(R) , or ASU No. 2009-17, now included in FASB Accounting Standards Codification (ASC) 810-10, Consolidation , which amends FASB Interpretation No. 46 (revised December 2003) to address the elimination of the concept of a qualifying special purpose entity. This guidance replaces the quantitative-based risks and rewards calculation for determining which enterprise has a controlling financial interest in a variable interest entity with an approach focused on identifying which enterprise has the power to direct the activities of a variable interest entity and the obligation to absorb losses of the entity or the right to receive benefits from the entity. Additionally, this guidance provides more timely and useful information about an enterprise s involvement with a variable interest entity. The Company adopted this guidance on January 1, 2010. The adoption of these provisions did not have an impact on our consolidated financial statements.

In April 2010, the FASB issued authoritative guidance related to the criteria that should be met for determining whether the milestone method of revenue recognition is appropriate. A vendor can recognize consideration that is contingent upon achievement of a milestone in its entirety as revenue in the period in which the milestone is achieved if the milestone is: (a) commensurate with either the vendor s performance to achieve the milestone or the enhancement of the value of the item delivered; (b) relates solely to past performance; and (c) is reasonable relative to all deliverables and payment terms in the arrangement. This guidance is effective on a prospective basis for financial statements issued for interim and annual periods ending after June 15, 2010 with early adoption permitted. The adoption of this guidance did not have a material impact on the Company s results of operations or financial position.

In October 2009, the FASB issued ASU 2009-13, Revenue Recognition: Multiple-Deliverable Arrangements now included in ASC 605-25, Revenue Recognition . This guidance modifies the fair value requirements of revenue recognition on multiple element arrangements by allowing the use of the best estimate of selling price in addition to vendor specific objective evidence and third-party evidence for determining the selling price of a deliverable. ASU 2009-13 also establishes a selling price hierarchy for determining the selling price of a deliverable. In addition, this guidance eliminates the residual method allocation and expands the disclosure requirements for such arrangements. This guidance is effective for contracts entered into during fiscal periods beginning on or after June 15, 2010. The adoption of this guidance is not expected to have a material impact on the Company s results of operations or financial position.

In July 2010, the FASB issued ASU No. 2010-20, which updates the guidance in ASC Topic 310, *Receivables*, related to disclosures about the credit quality of financing receivables and the allowance for credit losses. The new disclosures require disaggregated information related to financing receivables and will include for each class of financing receivables, among other things: a roll forward for the allowance for credit losses, credit quality information, impaired loan information, modification information, non-accrual and past-due information. The disclosures as of the end of a reporting period are effective for interim and annual reporting periods ending on or after December 15, 2010. Disclosures of reporting period activity (i.e. allowance roll-forward) are required for interim and annual periods beginning after December 15, 2010. The Company has updated its disclosures as appropriate.

2. Other Current Assets

Other current assets consist of the following at:

	December 31, 2010	December 31, 2009
	(In thousands)	
Land held for sale	**$ 11,089**	$
Prepaid expenses	**8,070**	7,014
Notes receivable (See Note 3)	**3,966**	2,378
Other current assets	**1,131**	722
Total	**$ 24,256**	$ 10,114

Land held for sale represents the Company s purchase of various parcels of real estate as part of its program to incent franchise development in top markets for certain brands. The Company has acquired this real estate with the intent to resell it to third-party developers for the construction of hotels operated under the Company s brands.

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3. Notes Receivable and Allowance for Losses

	December 31, 2010 ($ in thousands)			December 31, 2009 ($ in thousands)		
Credit Quality Indicator	**Forgivable Notes Receivable**	**Mezzanine & Other Notes Receivable**	**Total**	**Forgivable Notes Receivable**	**Mezzanine & Other Notes Receivable**	**Total**
Senior	$	$ 3,846	$ 3,846	$	$	$
Subordinated		14,494	14,494		12,345	12,345
Unsecured	7,753		7,753	7,432		7,432
Total notes receivable	**7,753**	**18,340**	**26,093**	**7,432**	**12,345**	**19,777**
Allowance for losses on non-impaired loans	775	613	1,388	20	151	171
Allowance for losses on receivables specifically evaluated for impairment		8,638	8,638	722	8,638	9,360
Total loan reserves	**775**	**9,251**	**10,026**	**742**	**8,789**	**9,531**
Net carrying value	**$ 6,978**	**$ 9,089**	**$ 16,067**	**$ 6,690**	**$ 3,556**	**$ 10,246**
Current portion, net	$ 114	$ 3,852	$ 3,966	$ 178	$ 2,200	$ 2,378
Long-term portion, net	6,864	5,237	12,101	6,512	1,356	7,868
Total	**$ 6,978**	**$ 9,089**	**$ 16,067**	**$ 6,690**	**$ 3,556**	**$ 10,246**

The Company classifies notes receivable due within one year as other current assets and notes receivable with a maturity greater than one year as other assets in the Company s consolidated balance sheets.

Forgivable Notes Receivable

From time to time, the Company provides financing to franchisees for property improvements and other purposes in the form of forgivable promissory notes. The terms of the notes range from 3 to 10 years, bearing market interest rates, and are forgiven and amortized over that time period if the franchisee remains in the system in good standing. As of December 31, 2010 and 2009, the unamortized balance of these notes totaled $7.8 million and $7.4 million, respectively. The Company recorded an allowance for credit losses on these forgivable unsecured notes receivable of $0.8 million and $0.7 million at December 31, 2010 and 2009, respectively. At December 31, 2010, the Company did not have any forgivable unsecured notes that were past due. Amortization expense included in the accompanying consolidated statements of income related to the notes was $1.9 million, $2.0 million and $1.8 million for the years ended December 31, 2010, 2009 and 2008, respectively. At December 31, 2010, the Company had commitments to extend an additional $5.9 million in forgivable notes receivable provided certain commitments are met by its franchisees.

Mezzanine and Other Notes Receivable

The Company has provided financing to franchisees in support of the development of properties in key markets. These notes include non-interest bearing receivables as well as notes bearing market interest and are due upon maturity. Non-interest bearing notes are recorded net of their unamortized discounts. At December 31, 2010 and 2009, all discounts were fully amortized. Interest income associated with these notes receivable is reflected in the accompanying consolidated statements of income under the caption interest and other investment (income) loss. The Company does not accrue interest on notes receivable that are impaired but rather recognizes interest on the cash basis. At December 31, 2010, the Company had a commitment to extend an additional $0.6 million in mezzanine and other notes receivables provided certain conditions are met.

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Notes receivable totaling $10.8 million was determined to be impaired at both December 31, 2010 and 2009. The Company has recorded an $8.6 million allowance for credit losses on these impaired loans at both December 31, 2010 and 2009 resulting in a carrying value of $2.2 million. The Company did not recognize interest income on either the accrual or cash basis on its impaired loans during the years ended December 31, 2010 and 2009. The Company had provided loan reserves on non-impaired loans totaling $0.6 million and $0.2 million, at December 31, 2010 and 2009, respectively

Past due balances of mezzanine and other notes receivable by credit quality indicators are as follows:

As of December 31, 2010	30-89 days Past Due	> 90 days Past Due	Total Past Due	Current	Total Receivables
			($ in thousands)		
Senior	$	$	$	$ 3,846	$ 3,846
Subordinated		10,931	10,931	3,563	14,494
	$	$ 10,931	$ 10,931	$ 7,409	$ 18,340
As of December 31, 2009					
Subordinated	$	$ 10,838	$ 10,838	$ 1,507	$ 12,345

The Company does not accrue interest on receivables greater than 30 days past due. See Note 1 Loan Loss Reserves for additional information.

4. Property and Equipment

The components of property and equipment are:

	December 31, 2010	December 31, 2009
	(In thousands)	
Land and land improvements	**$ 2,581**	$ 2,581
Facilities in progress and software under development	**2,792**	2,741
Computer equipment and software	**100,472**	102,967
Buildings and improvements	**44,534**	41,509
Furniture, fixtures and equipment	**16,360**	12,782
Capital lease	**2,538**	
	169,277	162,580
Less: Accumulated depreciation and amortization	**(113,615)**	(118,953)
Property and equipment, at cost, net	**$ 55,662**	$ 43,627

As facilities in progress are completed and placed in service, they are transferred to appropriate property and equipment categories and depreciation begins. Depreciation expense, excluding amounts attributable to marketing and reservation activities, for the years ended December 31, 2010, 2009 and 2008 was $2.4 million, $2.8 million and $2.8 million, respectively. Depreciation has been computed for financial reporting purposes using the straight-line method. A summary of the ranges of estimated useful lives upon which depreciation rates are based follows:

Computer equipment and software	3-5 years
Buildings and improvements	3-40 years
Furniture, fixtures and equipment	3-15 years
Capital lease (telephone equipment)	8 years

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5. Goodwill, Franchise Rights and Other Intangibles

Goodwill relates to (i) the purchase price of a minority interest in the Company for consideration in excess of the recorded minority interest, (ii) the acquisition of 100% of the stock of Suburban Franchise Holding Company, Inc. and its wholly-owned subsidiary, Suburban Franchise Systems, Inc. (Suburban Transaction) (iii) the acquisition of the remaining 60% ownership interest in Choice Hospitality (India) Ltd.

The components of goodwill are as follows:

	December 31, 2010	December 31, 2009
	(In thousands)	
Minority interest	**$ 60,620**	$ 60,620
Suburban transaction	**5,193**	5,193
India acquisition (see Note 12)	**228**	
Total	**$ 66,041**	$ 65,813

The Company is not required to amortize goodwill.

Franchise rights totaling $17.1 million and $20.6 million at December 31, 2010 and 2009, respectively, represent the unamortized purchase price assigned to acquire long-term franchise contracts. As of December 31, 2010 and 2009, the unamortized balance relates primarily to the Econo Lodge, Suburban Extended Stay Hotel and Choice Hotels Australasia franchise rights. The franchise rights are being amortized over lives ranging from 5 to 17 years. Amortization expense for the years ended December 31, 2010, 2009 and 2008 amounted to $4.2 million, $3.8 million and $3.8 million, respectively. Franchise rights are net of accumulated amortization of $66.6 million and $61.9 million at December 31, 2010 and 2009, respectively.

The estimated annual amortization expense related to the Company s franchise rights for each of the years ending December 31, 2011 through 2015 is as follows:

Year	(In millions)
2011	$ 3.5
2012	3.5
2013	3.5
2014	3.3
2015	2.3

Franchise rights and other identifiable intangible assets include approximately $3.8 million and $3.9 million of unamortized intangible assets related to trademarks at December 31, 2010 and 2009, respectively. Trademarks acquired in the Suburban Transaction totaling approximately $1.0 million have an indefinite life and therefore, no amounts have been amortized. The costs of registering and renewing existing trademarks are being amortized over ten years. Amortization expense for the years ended December 31, 2010, 2009 and 2008 amounted to $0.6 million, $0.6 million and $0.6 million, respectively. Trademarks are net of accumulated amortization of $6.6 million and $6.0 million at December 31, 2010 and 2009, respectively.

The estimated annual amortization expense related to the Company s trademarks for each of the years ending December 31, 2011 through 2015 is as follows:

Year	(In millions)
2011	$ 0.5
2012	0.4
2013	0.4
2014	0.4

2015	0.3

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6. Receivable-Marketing and Reservation Fees

The Company s franchise agreements require the payment of franchise fees, which include marketing and reservation system fees. The Company is obligated to use the marketing and reservation system fees it collects from the current franchisees comprising its various hotel brands to provide marketing and reservation services appropriate to support the operation of the overall system. In discharging its obligation to provide sufficient and appropriate marketing and reservation services, the Company has the right to expend funds in an amount reasonably necessary to ensure the provision of such services, whether or not such amount is currently available to the Company for reimbursement. The franchise agreements provide the Company the right to advance monies to the franchise system when the needs of the system surpass the balances currently available. As a result, expenditures by the Company in support of marketing and reservation services in excess of available revenues are recorded as a receivable in the Company s financial statements. Conversely, cumulative marketing and reservation system fees not expended are recorded as a payable in the financial statements and are carried over to the next fiscal year and expended in accordance with the franchise agreements.

Under the terms of these agreements, the Company has the legally enforceable right to assess and collect from its current franchisees fees sufficient to pay for the marketing and reservation services the Company has procured for the benefit of the franchise system, including fees to reimburse the Company for past services rendered. The Company has the contractual authority to require that the franchisees in the system at any given point repay any deficits related to marketing and reservation activities. The Company s current franchisees are legally obligated to pay any assessment the Company imposes on its franchisees to obtain reimbursement of such deficit regardless of whether those constituents continue to generate gross room revenue.

The marketing fees receivable at December 31, 2010 and 2009 was $17.0 million and $19.2 million, respectively from cumulative marketing expenses incurred in excess of cumulative marketing fees earned. As of December 31, 2010 and 2009, the reservation fees receivable related to cumulative reservation expenses incurred in excess of cumulative reservation fees earned was $25.5 million and $14.7 million, respectively. Depreciation and amortization expense attributable to marketing and reservation activities for the years ended December 31, 2010, 2009 and 2008 was $12.4 million, $10.3 million and $8.8 million, respectively. Interest expense attributable to reservation activities was $1.1 million, $0.3 million and $0.2 million for the years ended December 31, 2010, 2009 and 2008, respectively.

7. Other Assets

Other assets consist of the following at:

	December 31, 2010	December 31, 2009
	(In thousands)	
Notes receivable (See Note 3)	**$ 12,101**	$ 7,868
Equity method investments	**251**	339
Other assets	**2,953**	1,023
Total	**$ 15,305**	$ 9,230

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8. Accrued expenses

Accrued expenses consist of the following:

	December 31, 2010	December 31, 2009
	(In thousands)	
Accrued compensation and benefits	**$ 25,934**	$ 20,829
Dividends payable	**10,960**	10,953
Accrued interest	**5,280**	109
Termination benefits (see note 26)	**3,269**	3,604
Other liabilities and contingencies	**2,375**	1,579
Total	**$ 47,818**	$ 37,074

9. Deferred Revenue

Deferred revenue consists of the following:

	December 31, 2010	December 31, 2009
	(In thousands)	
Loyalty programs	**$ 61,604**	$ 48,686
Initial, relicensing and franchise fees	**4,631**	2,160
Procurement services fees	**1,052**	884
Other	**35**	35
Total	**$ 67,322**	$ 51,765

10. Other Non-Current Liabilities

Other non-current liabilities consist of the following at:

	December 31, 2010	December 31, 2009
	(In thousands)	
Income tax contingencies	**$ 8,080**	$ 5,057
Deferred rental expenses	**7,158**	1,592
Deferred revenue	**1,046**	1,014
Termination benefits (see note 26)	**770**	1,936
Other liabilities	**220**	188
Total	**$ 17,274**	$ 9,787

Tax contingency accruals have been recorded for potential exposures involving tax positions that could be challenged by taxing authorities.

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11. Debt

Debt consists of the following at:

	December 31, 2010	December 31, 2009
	(In thousands)	
$250 million senior notes with an effective interest rate of 6.19% at December 31, 2010 less discount of $0.6 million	**$ 249,379**	$
$350 million senior unsecured revolving credit facility with an effective interest rate of 0.675% and 0.65% at December 31, 2010 and 2009, respectively	**200**	277,700
Capital lease obligations due 2016 with an effective interest rate of 4.66%	**2,538**	
Other notes payable	**57**	
Total debt	**$ 252,174**	$ 277,700
Less current portion	**620**	
Total long-term debt	**$ 251,554**	$ 277,700

Scheduled principal maturities of debt as of December 31, 2010 were as follows:

Year Ending	Senior Notes	Capital Lease (In thousands)	Revolving Credit Facility	Other Notes Payable	Total
2011	$	$ 603	$ 200	$ 26	$ 829
2012		804		9	813
2013		804		9	813
2014		804		9	813
2015		804		4	808
Thereafter	249,379	201			249,580
Total payments	249,379	4,020	200	57	253,656
Less: Amount representing estimated executory costs		(1,170)			(1,170)
Less: Amounts representing interest		(312)			(312)
Net principal payments	$ 249,379	$ 2,538	$ 200	$ 57	$ 252,174

On June 16, 2006, the Company entered into a $350 million senior unsecured revolving credit agreement (the Revolver), with a syndicate of lenders. The Revolver allows the Company to borrow, repay and re-borrow revolving loans up to $350 million (which includes swing-line loans for up to $20 million and standby letters of credit up to $30 million) until the scheduled maturity date of June 16, 2011. The Company has the ability to request an increase in available borrowings under the Revolver by an additional amount of up to $150 million by obtaining the agreement of the existing lenders to increase their lending commitments or by adding additional lenders. The rate of interest generally applicable for revolving loans under the Revolver is, at the Company s option, equal to either (i) the greater of the prime rate or the federal funds effective rate plus 50 basis points, or (ii) an adjusted LIBOR rate plus a margin between 22 and 70 basis points based on the Company s credit rating. The Revolver requires the Company to pay a quarterly facility fee, based upon the credit rating of the Company, at a rate between 8 and 17 1/2 basis points, on the full amount of the commitment (regardless of usage). The Revolver also requires the payment of a quarterly usage fee, based upon the credit rating of the Company, at a rate between 10 and 12 1/2 basis points, on the amount outstanding under the commitment, excluding swing-line loans, at all times when the amount borrowed under the Revolver exceeds 50% of the total commitment. The Revolver includes customary financial and other covenants that require the maintenance of certain ratios including maximum leverage and interest coverage. At December 31, 2010, the Company was in compliance

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with all covenants under the Revolver. The Revolver also restricts the Company s ability to make certain investments, incur certain debt, and dispose of assets, among other restrictions.

On August 25, 2010, the Company completed a $250 million senior unsecured note offering (the Senior Notes) at a discount of $0.6 million, bearing a coupon of 5.7% with an effective rate of 6.19%. The Senior Notes will mature on August 28, 2020, with interest on the Senior Notes to be paid semi-annually on February 28th and August 28th. The Company used the net proceeds from the offering, after deducting underwriting discounts and other offering expenses, to repay outstanding borrowings under the Revolver and other general corporate purposes. The Company s Senior Notes are guaranteed jointly, severally, fully and unconditionally by eight 100%-owned domestic subsidiaries.

Bond discounts incurred in connection with the Senior Notes are amortized on a straight-line basis, which is not materially different that the effective interest method, through the maturity of the Senior Notes. Amortization of these costs is included in interest expense in the Consolidated Statements of Income.

The Company may redeem the Senior Notes at its option at a redemption price equal to the greater of (a) 100% of the principal amount of the notes to be redeemed and (b) the sum of the present values of the remaining scheduled principal and interest payments from the redemption date to the date of maturity discounted to the redemption date on a semi-annual basis at the Treasury rate, plus 45 basis points.

The Company s line of credit providing up to an aggregate of $5 million of borrowings matured on August 31, 2010 and was not renewed. Prior to maturity, borrowings under the line of credit bore interest at the lender s sole option at either of the following rates: (i) prime rate or (ii) LIBOR rate plus 0.80% per annum; due monthly and up on demand for final payment.

12. Acquisition of Choice Hospitality (India) Ltd.

In the first quarter of 2010, the Company acquired the remaining 60% ownership interest in one of the Company s master franchisees, Choice Hospitality (India) Ltd. (CHN), which conducts franchising operations in the Republics of India, Sri Lanka, Maldives and the Kingdom of Nepal for $0.6 million and began including the results of its operations in the Company s financial statements on January 8, 2010. Prior to the acquisition, the Company owned 40% of the outstanding common stock of CHN with the remaining 60% of the outstanding stock owned by unrelated parties. The Company allocated the purchase price based on management s assessment of the fair value of assets acquired and liabilities assumed as of January 8, 2010. The Company allocated $0.3 million of the excess of the total purchase price over the net tangible assets to franchise rights and the remaining $0.2 million to goodwill. The franchise rights are being amortized over their estimated useful life of 8 years. The pro forma results of operations as if this entity had been combined at the beginning of all periods presented would not be materially different from the Company s reported results for those periods. During 2010, the Company recognized in the accompanying statements of income, revenues of $1.1 million including royalty, marketing and reservation system fees and other revenues from CHN.

13. Foreign Operations

The Company conducts its international franchise operations through a combination of direct franchising and master franchising relationships. Master franchising relationships allow the use of the Company s brands by third parties in foreign countries. Direct franchising operations are primarily conducted through wholly-owned subsidiaries. The Company has also made equity investments in certain non-domestic lodging franchise companies that conduct franchise operations for the Company s brands under master franchise relationships. Revenues generated by foreign operations, including royalty, marketing and reservations fees, for the years ended December 31, 2010, 2009 and 2008 were $46.6 million, $41.6 million, and $49.9 million respectively. Net income, including equity in the income of equity method investments, attributable to the Company s foreign operations was $10.6 million, $9.4 million, and $13.9 million for the years ended December 31, 2010, 2009 and 2008, respectively.

Choice Hotels Franchise GmbH

Choice Hotels Franchise GmbH (CHG), a wholly-owned subsidiary, conducts franchising operations in the central European countries of Austria, Germany, Italy, Poland, the Czech Republic, and portions of Switzerland. During 2010, 2009 and 2008, the Company recognized in the accompanying consolidated statements of income, revenues of $2.3 million, $2.4 million and $2.5 million, respectively, including royalty, marketing and reservation system fees and other revenues from CHG.

Choice Hotels France SAS

Choice Hotels France SAS (CHF), a wholly-owned subsidiary, conducts franchising operations in the European countries of France, Belgium, Portugal, Spain and portions of Switzerland. During 2010, 2009 and 2008, the Company recognized in the accompanying consolidated statements of income, revenues of $5.6 million, $6.1 million and $7.2 million, respectively, including royalty, marketing and reservation system fees and other revenues from CHF.

Choice Hotels Licensing Co. B.V.

On January 31, 2008, the Company terminated the master franchise agreement with Real Hotel Company PLC (RHC) related to RHC s franchised hotels under the Choice brands in the United Kingdom. In conjunction with the termination of the master franchise agreement, the Company s wholly-owned subsidiary, Choice Hotels Licensing Co. B.V. (CHL) acquired RHC s franchise contracts under the master franchise agreement and commenced direct franchising operations in the United Kingdom. During 2010, 2009 and 2008, the Company recognized in the accompanying statements of income, revenues of $3.0 million, $3.0 million and $6.2 million, respectively, including royalty, marketing and reservation system fees and other revenues from CHL related to the United Kingdom.

Choice Hotels Australasia

Choice Hotels Australasia Pty. Ltd. (CHA), a wholly-owned subsidiary, conducts direct franchising operations in Australia, American Samoa, New Caledonia, Fiji, New Zealand and Papua New Guinea. During 2010, 2009 and 2008, the Company recognized in the accompanying consolidated statements of income, revenues of $11.3 million, $8.7 million and $10.3 million, respectively, including royalty, marketing and reservation system fees and other revenues from CHA.

Choice Hotels Canada, Inc.

The Company has a 50% interest in Choice Hotels Canada, Inc. (CHC), a joint venture with a third party. During 2010, 2009 and 2008, the Company recorded $1.3 million, $1.1 million and $1.4 million, respectively, based on CHC s results for the twelve months ended November 30, 2010, 2009 and 2008 of equity method income related to this investment in the accompanying consolidated statements of income. The Company received dividends from CHC of $1.2 million, $1.2 million and $1.3 million for the years ended December 31, 2010, 2009 and 2008, respectively. During 2010, 2009 and 2008, the Company recognized in the accompanying consolidated statements of income, revenues of $12.3 million, $10.6 million and $12.6 million, respectively, including royalty, marketing and reservation system fees and other revenues from CHC.

14. Pension Plan

The Company sponsors an unfunded non-qualified defined benefit plan (SERP) for certain senior executives. The Company accounts for the SERP in accordance with applicable guidance which requires the Company to (a) recognize in its statement of financial position an asset for a plan s over funded status or a liability for a plan s underfunded status; (b) measure a plan s assets and its obligations that determine its funded status as of the end of the employer s fiscal year; and (c) recognize changes in the funded status of a defined benefit postretirement plan in the year in which the changes occur. The plan assets and benefit obligations are measured as of the Company s fiscal year end. No assets are held with respect to the SERP, therefore benefits are funded as paid to participants.

For the years ended December 31, 2010, 2009 and 2008, the Company recorded $0.5 million, $2.4 million and $1.8 million, respectively for the expenses related to the SERP which are included in SG&A expense in the accompanying consolidated statements of income.

Expected benefit payments at December 31, 2010 for the next five years and the five years thereafter are as follows:

Year	**(In thousands)**
2011	$ 413
2012	412
2013	411
2014	410
2015	408
5 years thereafter	2,286

The following table presents the components of net periodic benefit costs for the three years ended December 31, 2010:

	Years ended December 31,		
	2010	**2009**	**2008**
		(In thousands)	
Components of net periodic pension cost:			
Service cost	**$**	$ 404	$ 579
Interest cost	**538**	591	480
Amortization			
Prior service cost		230	41
Loss			109
	538	1,225	1,209
Special termination benefits			549
Curtailment		1,209	
Net periodic pension cost	**$ 538**	$ 2,434	$ 1,758
Weighted average assumptions:			
Discount rate	**5.50%**	6.00%	6.25%
Average compensation increase			4.50%

Curtailment

During the fourth quarter of 2009, the Company amended the terms of the SERP to freeze participant benefits effective December 31, 2009. The amendment of the plan terms constituted a significant event and required the Company to recognize a curtailment loss as part of its 2009 net periodic pension cost. The curtailment loss was equal to unrecognized prior service costs for all employees which totaled approximately $2.3 million. The curtailment loss was partially offset by a $1.1 million gain related to the elimination of future participant salary increases for vested participants as well as the removal of liabilities for non-vested participants. These items resulted in a net curtailment loss of $1.2 million for the year ended December 31, 2009.

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Special Termination Benefits

During the fourth quarter of 2008, the Company recognized approximately $0.5 million in connection with special termination benefits provided to a senior executive officer upon retirement from the Company. As a result, the Company recognized a liability and a loss equal to the present value of the additional benefits to be received by the retiring employee.

The following is a reconciliation of the changes in the projected benefit obligation for the years ended December 31, 2010 and 2009:

	December 31,	
	2010	**2009**
	(In thousands)	
Projected benefit obligation, beginning of year	**$ 9,176**	$ 9,684
Service cost		404
Interest cost	**538**	591
Plan amendments		222
Plan curtailment		(1,064)
Actuarial loss (gain)	**734**	(263)
Benefit payments	**(414)**	(398)
Projected benefit obligation, end of year	**$ 10,034**	$ 9,176

The amounts in accumulated other comprehensive income (loss) that have not yet been recognized as components of net periodic benefit costs at December 31, 2010 are as follows:

	(In thousands)
Transition asset (obligation)	$
Prior service cost	
Accumulated loss	(641)
Total	$ (641)

The net periodic pension costs for the year ended December 31, 2011 reflect the 2009 amendment of the SERP which froze participant benefits. As a result of freezing the benefits, future service cost and unrecognized prior service cost amortizations have been eliminated. The components of projected net periodic pension cost for the year ended December 31, 2011 are as follows:

	(In thousands)
Service cost	$
Interest cost	541
Amortization	
Prior service cost	
(Gain)/Loss	
Net periodic benefit cost	$ 541

The SERP projected benefit obligation was included as a liability in the current and long-term deferred compensation and retirement plan obligations in the accompanying consolidated balance sheets totaling $10.0 million and $9.2 million at December 31, 2010 and 2009, respectively. The accumulated benefit obligation at December 31, 2010 and 2009 was equal to the projected benefit obligation due to the 2009 amendment which froze participant benefits under the SERP.

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15. Non-Qualified Retirement, Savings and Investment Plans

The Company sponsors two non-qualified retirement savings and investment plans for certain employees and senior executives. Employee and Company contributions are maintained in separate irrevocable trusts. Legally, the assets of the trusts remain those of the Company; however, access to the trusts assets is severely restricted. The trusts cannot be revoked by the Company or an acquirer, but the assets are subject to the claims of the Company s general creditors. The participants do not have the right to assign or transfer contractual rights in the trusts.

In 2002, the Company adopted the Choice Hotels International, Inc. Executive Deferred Compensation Plan (EDCP) which became effective January 1, 2003. Under the EDCP, certain executive officers may defer a portion of their salary into an irrevocable trust. Prior to January 1, 2010, participants could elect an investment return of either the annual yield of the Moody s Average Corporate Bond Rate Yield Index plus 300 basis points, or a return based on a selection of available diversified investment options. Effective January 1, 2010, the Moody s Average Corporate Bond Rate Yield Index plus 300 basis points is no longer an investment option for salary deferrals made on compensation earned after December 31, 2009. The Company recorded a deferred compensation liability of $17.6 million at both December 31, 2010 and 2009 related to these deferrals and credited investment returns. Compensation expense is recorded in SG&A expense on the Company s consolidated statements of income based on the change in the deferred compensation obligation related to earnings credited to participants as well as changes in the fair value of diversified investments. Compensation expense recorded in SG&A for the years ended December 31, 2010, 2009 and 2008 were $0.9 million, $1.1 million and $1.1 million, respectively.

The Company has invested the employee salary deferrals in diversified long-term investments which are intended to provide investment returns that partially offset the earnings credited to the participants. The diversified investments held in the trusts totaled $13.6 million and $10.9 million as of December 31, 2010 and 2009, respectively, and are recorded at their fair value, based on quoted market prices. These investments are considered trading securities and therefore the changes in the fair value of the diversified assets is included in other income and expenses, net in the accompanying statements of income. The Company recorded investment gains (losses) during the years ended December 31, 2010, 2009 and 2008 of $1.4 million, $3.7 million and ($6.0) million, respectively.

In 1997, the Company adopted the Choice Hotels International, Inc. Nonqualified Retirement Savings and Investment Plan (Non-Qualified Plan). The Non-Qualified Plan allows certain employees who do not participate in the EDCP to defer a portion of their salary and invest these amounts in a selection of available diversified investment options. As of December 31, 2010 and 2009, the Company had recorded a deferred compensation liability of $10.6 million and $11.0 million, respectively related to these deferrals. Compensation expense is recorded in SG&A expense on the Company s consolidated statements of income based on the change in the deferred compensation obligation related to earnings credited to participants as well as changes in the fair value of diversified investments. The net increase (decrease) in compensation expense recorded in SG&A for the years ended December 31, 2010, 2009 and 2008 were $0.8 million, $1.9 million and ($3.3) million, respectively.

The diversified investments held in the trusts were $9.7 million and $10.1 million as of December 31, 2010 and 2009, respectively, and are recorded at their fair value, based on quoted market prices. These investments are considered trading securities and therefore the changes in the fair value of the diversified assets is included in other income and expenses, net in the accompanying statements of income. The Company recorded investment gains (losses) during the years ended December 31, 2010, 2009 and 2008 of $0.7 million, $1.9 million and ($3.1) million, respectively. In addition, the Non-Qualified Plan held shares of the Company s common stock with a market value of $0.9 million at both December 31, 2010 and 2009.

16. Fair Value Measurements

The Company estimates the fair value of our financial instruments utilizing a three-tier fair value hierarchy, which prioritizes the inputs used in measuring fair value. There have been no significant transfers into or out of Level 1 or Level 2 inputs during the year ended December 31, 2010. The following summarizes the three levels of inputs, as well as the assets that the Company values using those levels of inputs.

Level 1: Quoted prices in active markets for identical assets and liabilities. The Company s Level 1 assets consist of marketable securities (primarily mutual funds) held in the Company s EDCP and Non-Qualified Plan deferred compensation plans.

Level 2: Observable inputs, other than quoted prices in active markets for identical assets and liabilities, such as quoted prices for similar assets and liabilities; quoted prices in markets that are not active; or other inputs that are observable. The Company s Level 2 assets consist of money market funds held in the Company s EDCP and Non-Qualified Plan deferred compensation plans and those recorded in cash and cash equivalents.

Level 3: Unobservable inputs, supported by little or no market data available, where the reporting entity is required to develop its own assumptions to determine the fair value of the instrument. The Company does not currently have any assets whose fair value was determined using Level 3 inputs.

		Fair Value Measurements at Reporting Date Using		
	Total	**Level 1**	**Level 2**	**Level 3**
Assets (in thousands)				
As of December 31, 2010				
Money market funds, included in cash and cash equivalents	$ 10,001	$	$ 10,001	$
Mutual funds[1]	20,917	20,917		
Money market funds[1]	2,448		2,448	
	$ 33,366	$ 20,917	$ 12,449	$
As of December 31, 2009				
Mutual funds[1]	$ 18,505	$ 18,505	$	$
Money market funds[1]	2,426		2,426	
	$ 20,931	$ 18,505	$ 2,426	$

(1) Included in Investments, employee benefit plans, fair value on consolidated balance sheets.

The Company believes that the fair values of its current assets and current liabilities approximate their reported carrying amounts due to the short-term nature of these items. In addition, the interest rates of the Company s Revolver adjust frequently based on current market rates; accordingly its carrying amount approximates fair value.

The Company estimates the fair value of its long-term debt, excluding leases, using quoted market prices. At December 31, 2010, the long-term debt, excluding leases, had an approximate fair value of $244.0 million.

17. 401(k) Retirement Plan

The Company sponsors a 401(k) retirement plan for all eligible employees. For the years ended December 31, 2010, 2009 and 2008, the Company recorded compensation expense of $3.4 million, $3.7 million and $4.0 million, respectively, representing matching contributions for plan participants. In accordance with the safe harbor matching provisions of the plan, the Company matches plan participant contributions in cash as bi-weekly deductions are made.

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18. Income Taxes

Total pretax income, classified by source of income, was as follows:

	Years ended December 31, 2010	2009 (In thousands)	2008
U.S.	**$ 140,511**	$ 135,927	$ 144,356
Outside the U.S.	**17,700**	14,707	12,962
Total pretax income	**$ 158,211**	$ 150,634	$ 157,318

The provision for income taxes, classified by the timing and location of payment, was as follows:

	Years ended December 31, 2010	2009 (In thousands)	2008
Current tax expense			
Federal	**$ 48,494**	$ 41,833	$ 49,885
State	**3,609**	3,436	2,895
Foreign	**1,892**	1,571	1,444
Deferred tax (benefit) expense			
Federal	**(3,264)**	5,452	3,476
State	**310**	85	(600)
Foreign	**(271)**	7	7
Income taxes	**$ 50,770**	$ 52,384	$ 57,107

Net deferred tax assets consisted of:

	December 31, 2010	2009
	(In thousands)	
Property, equipment and intangible assets	**$ (8,193)**	$ (8,781)
Accrued compensation	**19,107**	17,745
Accrued expenses	**11,424**	11,851
Foreign operations	**313**	(215)
Other	**2,213**	1,523
Net deferred tax assets	**$ 24,864**	$ 22,123

Balance sheet presentation:

	December 31, 2010	2009
	(In thousands)	
Current deferred tax assets	**$ 429**	$ 7,980
Non-current net deferred tax assets	**24,435**	14,143

Net deferred tax assets	**$ 24,864**	$ 22,123

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The statutory U.S. federal income tax rate reconciles to the effective income tax rates as follows:

	Years ended December 31,		
	2010	2009	2008
Statutory U.S. federal income tax rate	**35.0%**	35.0%	35.0%
State income taxes, net of federal tax benefit	**1.6%**	1.7%	1.4%
Benefits and taxes related to foreign operations	**(2.7%)**	(2.4%)	(0.6%)
Unrecognized tax benefits	**1.3%**	(0.3%)	(0.3%)
Adjustment to deferred taxes, prior years	**(2.1%)**	0.0%	0.0%
Other	**(1.0%)**	0.8%	0.8%
Effective income tax rates	**32.1%**	34.8%	36.3%

In 2010 and 2009, the effective income tax rates were 32.1% and 34.8%, respectively. In 2010, the effective income tax rate differed from the federal statutory rate of 35% due, in part, to a $3.3 million out of period adjustment to the deferred tax assets, partially offset by an increase of $1.6 million of prior period unrecognized tax positions. The Company believes that these adjustments are not material to its financial statements for the year ended December 31, 2010 or prior annual periods. Also in 2010, the Company identified $1.6 million of additional federal income tax benefits. The 2010 rate was also impacted by state income taxes, partially offset by the effect of foreign operations. In 2009, the effective income tax rate differed from the federal statutory rate of 35% due to the effect of foreign operations, partially offset by state income taxes and the resolution of certain income tax contingencies.

As of December 31, 2010 and 2009, the Company s gross unrecognized tax benefits totaled $6.0 million and $4.2 million, respectively. It is expected that $4.2 million of the total as of December 31, 2010 would favorably affect the effective tax rate if resolved in the Company s favor. The following table presents a reconciliation of the beginning and ending amounts of unrecognized tax benefits:

	2010	2009	2008
		(In thousands)	
Balance, January 1	**$ 4,246**	$ 5,673	$ 6,723
Decreases for positions taken in prior years	**(18)**	(33)	(297)
Increases for positions related to the current year	**2,563**	667	842
Lapsing of statutes of limitations	**(774)**	(2,061)	(1,595)
Balance, December 31	**$ 6,017**	$ 4,246	$ 5,673

It is reasonably possible that the Company s unrecognized tax benefits could decrease within the next 12 months by as much as $2.9 million due to expiration of applicable statutes of limitations.

The Company is generally no longer subject to U.S. federal, state and local, or non-U.S. income tax examinations by tax authorities for years prior to 2006. The practice of the Company is to recognize interest and penalties related to income tax matters in the provision for income taxes. The Company incurred $1.3 million of accrued interest and penalties for December 31, 2010, and no material amounts for 2009 and 2008. The Company had $2.1 million and $0.8 million accrued for interest and penalties at December 31, 2010 and 2009, respectively.

Deferred U.S. income taxes have not been recorded for temporary differences related to investments in certain foreign subsidiaries and corporate joint ventures. These temporary differences consisted primarily of undistributed earnings considered permanently invested in operations outside the U.S. Determination of the deferred income tax liability on these unremitted earnings is not practicable because such liability, if any, is dependent on circumstances existing if and when remittance occurs.

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19. Share-Based Compensation and Capital Stock

The Company recognizes compensation cost related to share-based payment transactions in the financial statements based on the fair value of the equity or liability instruments issued. Compensation expense related to the fair value of share-based awards is recognized over the requisite service period based on an estimate of those awards that will ultimately vest. The Company estimates the share-based compensation expense for awards that will ultimately vest upon inception of the grant and adjusts the estimate of share-based compensation for those awards with performance and/or service requirements that will not be satisfied so that compensation cost is recognized only for awards that ultimately vest.

The Company has calculated a pool of income tax benefits that are available to absorb future income tax shortfalls that can result from the exercise or maturity of stock awards. The Company has calculated its windfall pool under the short-cut method based on the actual income tax benefits received from exercises and maturities of stock awards granted after October 15, 1997.

The Company has stock compensation plans pursuant to which it is authorized to grant stock-based awards of up to 4.6 million shares of the Company s common stock, of which 2.1 million shares remain available for grant as of December 31, 2010. The Company s policy allows the issuance of new or treasury shares to satisfy stock-based awards. Restricted stock, stock options, stock appreciation rights and performance share awards may be granted to officers, key employees and non-employee directors with contractual terms set by the Compensation Committee of the Board of Directors.

Stock Options

The Company granted approximately 0.3 million, 0.5 million and 0.6 million options to certain employees of the Company at a fair value of approximately $2.6 million, $4.0 million and $4.7 million during the years ended December 31, 2010, 2009 and 2008, respectively. The stock options granted by the Company had an exercise price equal to the market price of the Company s common stock on the date of grant. The fair value of the options granted was estimated on the grant date using the Black-Scholes option-pricing model with the following weighted average assumptions:

	2010	2009	2008
Risk-free interest rate	**2.19%**	1.82%	2.79%
Expected volatility	**41.92%**	39.71%	30.13%
Expected life of stock option	**4.4 years**	4.4 years	4.4 years
Dividend yield	**2.26%**	2.74%	2.00%
Requisite service period	**4 years**	4 years	4 years
Contractual life	**7 years**	7 years	7 years
Weighted average fair value of options granted	**$ 10.07**	$ 7.41	$ 8.11

The expected life of the options and volatility are based on the historical data and are not necessarily indicative of exercise patterns or actual volatility that may occur. Historical volatility is calculated based on a period that corresponds to the expected life of the stock option. The dividend yield and the risk-free rate of return are calculated on the grant date based on the then current dividend rate and the risk-free rate for the period corresponding to the expected life of the stock option. Compensation expense related to the fair value of these awards is recognized straight-line over the requisite service period based on those awards that ultimately vest.

The aggregate intrinsic value of stock options outstanding and exercisable at December 31, 2010 was $13.1 million and $6.4 million, respectively. The total intrinsic value of options exercised during the year ended December 31, 2010, 2009 and 2008 was $2.0 million, $12.6 million and $19.3 million, respectively.

The Company received $2.5 million, $9.2 million, and $9.0 million in proceeds from the exercise of 0.1 million, 0.8 million and 0.9 million employee stock options during the years ended December 31, 2010, 2009 and 2008, respectively.

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The following table summarizes information about stock options outstanding at December 31, 2010:

	Options Outstanding			Options Exercisable	
Range of Exercise Prices	**Number Outstanding at December 31, 2010**	**Weighted Average Remaining Contractual Life**	**Weighted Average Exercise Price**	**Number Exercisable at December 31, 2010**	**Weighted Average Exercise Price**
$ 0.00 to $ 9.75	2,388	0.1 years	$ 7.46	2,388	$ 7.46
$ 9.76 to $19.50	124,677	1.9 years	10.51	124,677	10.51
$19.51 to $29.25	473,712	5.1 years	26.98	102,199	27.00
$29.26 to $34.12	580,764	5.0 years	32.53	197,582	32.06
$34.13 to $39.00	337,252	4.3 years	35.60	181,051	35.71
$39.01 to $43.87	120,131	3.0 years	40.64	90,852	40.64
$43.88 to $48.75	93,750	2.1 years	48.73	93,750	48.73
	1,732,674	4.4 years	$ 31.43	792,499	$ 31.73

Restricted Stock

The following table is a summary of activity related to restricted stock grants to non-employee directors and key employees for the year ended December 31:

	2010	**2009**	**2008**
Restricted shares granted	**279,157**	262,128	283,148
Weighted average grant date fair value per share	**$ 33.07**	$ 27.28	$ 33.49
Aggregate grant date fair value ($000)	**$ 9,233**	$ 7,150	$ 9,482
Restricted shares forfeited	**41,796**	43,408	84,942
Vesting service period of shares granted	**3-4 years**	3-4 years	3-5 years
Grant date fair value of shares vested ($000)	**$ 6,222**	$ 5,572	$ 6,514

Compensation expense related to the fair value of these awards is recognized straight-line over the requisite service period based on those restricted stock grants that ultimately vest. The fair value of grants is measured by the market price of the Company s common stock on the date of grant. Restricted stock awards generally vest ratably over the service period beginning with the first anniversary of the grant date.

Performance Vested Restricted Stock Units

The Company has granted performance vested restricted stock units (PVRSU) to certain employees. The vesting of these stock awards is contingent upon the Company achieving performance targets at the end of specified performance periods and the employees continued employment. The performance conditions affect the number of shares that will ultimately vest. The range of possible stock-based awards vesting is between 0% and 200% of the initial target. If a minimum of 50% of the performance target is not attained then no awards will vest under the terms of the various PVRSU agreements. Compensation expense related to these awards will be recognized over the requisite period regardless of whether the performance targets have been met based on the Company s estimate of the achievement of the various performance targets. The Company has currently estimated that between 0% and 100% of the various award targets will be achieved. The fair value is measured by the market price of the Company s common stock on the date of grant. Compensation expense is recognized ratably over the requisite service period based on those PVRSUs that ultimately vest.

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The following table is a summary of activity related to PVRSU grants during the year ended December 31, 2010, 2009 and 2008:

	2010	2009	2008
Performance vested restricted stock units granted at target	**33,517**	9,588	103,746
Weighted average grant date fair value per share	**$ 32.60**	$ 26.88	$ 34.17
Average aggregate grant date fair value ($000)	**$ 1,093**	$ 258	$ 3,545
Stock units forfeited	**13,110**	6,046	42,253
Requisite service period	**3 years**	2 years	2-5 years

During the year ended December 31, 2010, PVRSU grants totaling 10,880 vested at a fair value of $0.4 million. These PVRSU grants were initially granted at a target of 15,541 units, however, since the Company achieved only 70% of the targeted performance conditions contained in the stock awards granted in prior periods, 4,661 shares out of the initial grant were forfeited. In addition, during the year ended December 31, 2010, 4,989 units were forfeited since the performance targets of the applicable PVRSU grant were not achieved. During the year ended December 31, 2009, PVRSU grants totaling 19,761 vested at a fair value of $1.0 million. These PVRSU grants were initially granted at a target of 14,638 units, however, since the Company exceeded targeted performance conditions contained in the stock awards granted in prior periods by 35%, an additional 5,123 shares were earned and issued. No PVRSU grants vested during the year ended December 31, 2008.

A summary of stock-based award activity as of December 31, 2010, 2009 and 2008 and the changes during the years are presented below:

	2010						
	Stock Options			Restricted Stock		Performance Vested Restricted Stock Units	
	Shares	Weighted Average Exercise Price	Weighted Average Contractual Term	Shares	Weighted Average Grant Date Fair Value	Shares	Weighted Average Grant Date Fair Value
Outstanding at January 1, 2010	**1,658,844**	**$ 30.05**		**539,341**	**$ 31.68**	**118,385**	**$ 34.58**
Granted	**261,137**	**32.84**		**279,157**	**33.07**	**33,517**	**32.60**
Exercised/Vested	**(123,109)**	**19.96**		**(184,571)**	**33.71**	**(10,880)**	**40.65**
Forfeited/Expired	**(64,198)**	**23.53**		**(41,796)**	**30.31**	**(13,110)**	**35.70**
Outstanding at December 31, 2010	**1,732,674**	**$ 31.43**	**4.4 years**	**592,131**	**$ 31.81**	**127,912**	**$ 33.43**
Options exercisable at December 31, 2010	**792,499**	**$ 31.73**	**3.5 years**				

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	2009						
	Stock Options			Restricted Stock		Performance Vested Restricted Stock Units	
	Shares	Weighted Average Exercise Price	Weighted Average Contractual Term	Shares	Weighted Average Grant Date Fair Value	Shares	Weighted Average Grant Date Fair Value
Outstanding at January 1, 2009	1,950,783	$ 24.03		482,236	$ 34.93	129,481	$ 37.00
Granted	537,006	27.02		262,128	27.28	9,588	26.88
Exercised/Vested	(764,612)	11.98		(161,615)	34.48	(19,761)	48.72
Performance-Based Leveraging*						5,123	48.72
Forfeited/Expired	(64,333)	37.13		(43,408)	30.79	(6,046)	39.95
Outstanding at December 31, 2009	1,658,844	$ 30.05	5.4 years	539,341	$ 31.68	118,385	$ 34.58
Options exercisable at December 31, 2009	576,577	$ 27.67	4.4 years				

* PVRSU grants outstanding at January 1, 2009 have been increased by 5,123 units due to the Company exceeding the targeted performance conditions contained in PVRSUs granted in prior periods during the year ended December 31, 2009.

	2008						
	Stock Options			Restricted Stock		Performance Vested Restricted Stock Units	
	Shares	Weighted Average Exercise Price	Weighted Average Contractual Term	Shares	Weighted Average Grant Date Fair Value	Shares	Weighted Average Grant Date Fair Value
Outstanding at January 1, 2008	2,483,276	$ 17.46		485,560	$ 34.45	67,988	$ 44.57
Granted	580,725	33.97		283,148	33.49	103,746	34.17
Exercised/Vested	(924,937)	9.76		(201,530)	32.24		
Forfeited/Expired	(188,281)	38.07		(84,942)	33.75	(42,253)	42.21
Outstanding at December 31, 2008	1,950,783	$ 24.03	4.1 years	482,236	$ 34.93	129,481	$ 37.00
Options exercisable at December 31, 2008	1,158,190	$ 15.92	3.0 years				

The components of the Company s pretax stock-based compensation expense and associated income tax benefits are as follows for the years ended December 31:

(in millions)	2010	2009	2008
Stock options	**$ 2.4**	$ 2.8	$ 3.4
Restricted stock	**6.8**	6.4	6.8
Performance vested restricted stock units	**(0.3)**	(0.2)	0.6
Total	**$ 8.9**	$ 9.0	$ 10.8
Income tax benefits	**$ 3.3**	$ 3.4	$ 4.0

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During 2010 and 2009, the Company revised its estimate of the projected achievement of various performance conditions that affect the number of PVRSUs that will ultimately vest. As a result, previously recognized stock-based compensation costs related to these PVRSUs has been reduced by $0.8 million at December 31, 2010 and $0.9 million at December 31, 2009.

In conjunction with the termination of certain Company officers, stock option and restricted stock compensation expense for the year ended December 31, 2009 included an additional $0.5 million and $0.2 million, respectively of expense related to the acceleration of award vesting conditions. In addition, in conjunction with the acceleration of the Company s management succession plan in the second quarter of 2008, restricted stock and stock option compensation expense for the year ended December 31, 2008 includes $1.1 million and $0.8 million of additional stock compensation expense, respectively, due to the acceleration of award vesting conditions and modification of award terms for an executive officer.

Stock-based compensation expense on stock option and performance vested restricted stock units made to a retirement eligible executive officer during the year ended December 31, 2008 was recognized upon issuance of the grants rather than over the awards vesting periods since the terms of these grants provide that the awards will vest upon retirement of the employee and the employee was retirement eligible. Compensation costs recognized in 2008 related to the vesting of stock options and performance vested restricted stock units upon retirement eligibility totaled $0.9 million and $0.4 million, respectively.

The total unrecognized compensation costs related to stock-based awards that have not yet vested and the related weighted average amortization period over which the costs are to be recognized as of December 31, 2010 are as follows:

	Unrecognized Compensation Expense on Unvested Awards (in millions)	Weighted Average Amortization Period
Stock options	$ 5.1	2.3 years
Restricted stock	12.7	2.5 years
Performance vested restricted stock units	0.7	2.1 years
Total	$ 18.5	

Stock Repurchase Program

The Company announced a stock repurchase program on June 25, 1998 to return excess capital to its shareholders. Treasury stock activity is recorded at cost in the accompanying consolidated financial statements. During 2010 and 2009, the Company repurchased 0.3 million and 2.1 million shares of its common stock under the repurchase program at a total cost of $8.7 million and $57.4 million, respectively. Through December 31, 2010, the Company repurchased 43.2 million shares of its common stock (including 33.0 million prior to the two-for-one stock split effected in October 2005) under the share repurchase program at a total cost of $1.0 billion.

During 2010, the Company redeemed 76,485 shares of common stock at a total cost of $2.5 million from employees to satisfy statutory minimum tax-withholding requirements from the vesting of restricted stock and PVRSU grants. During 2009, the Company redeemed 65,685 shares of common stock at a total cost of $1.7 million from employees to satisfy statutory minimum tax-withholding requirements from the vesting of restricted stock and PVRSU grants. These redemptions were outside the share repurchase program initiated in June 1998.

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20. Comprehensive Income

The components of accumulated other comprehensive income (loss) is as follows:

	December 31, 2010	2009 (In thousands)	2008
Foreign currency translation adjustments	**$ 1,540**	$ 275	$ (1,938)
Deferred loss on cash flow hedge	**(8,331)**		
Changes in pension benefit obligation recognized in other comprehensive income (loss)	**(401)**	58	(1,534)
Total accumulated other comprehensive income (loss)	**$ (7,192)**	$ 333	$ (3,472)

Total other comprehensive income (loss) for years ended 2010, 2009 and 2008 is as follows:

	Amount Before Taxes	Income Tax (Expense)/ Benefit	Amount Net of Taxes
2010			
Foreign currency translation adjustment, net	**$ 1,265**	**$**	**$ 1,265**
Amortization of pension related costs			
Prior service costs			
Settlement of forward starting interest rate swap agreement	**(8,663)**		**(8,663)**
Amortization of loss on cash flow hedge	**332**		**332**
Actuarial pension loss	**(734)**	**275**	**(459)**
Total other comprehensive loss	**$ (7,800)**	**$ 275**	**$ (7,525)**
2009			
Foreign currency translation adjustment, net	$ 2,213	$	$ 2,213
Amortization of pension related costs			
Prior service costs	230	(86)	144
Actuarial pension gain	263	(98)	165
Net pension curtailment and re-measurement	2,051	(768)	1,283
Total other comprehensive income	$ 4,757	$ (952)	$ 3,805
2008			
Foreign currency translation adjustment, net	$ (3,637)	$	$ (3,637)
Amortization of pension related costs			
Prior service costs	41	(15)	26
Actuarial loss	109	(41)	68
Actuarial pension gain	1,323	(494)	829
Pension re-measurement	(1,728)	646	(1,082)
Amortization of deferred gain on hedge	(35)	13	(22)
Total other comprehensive loss	$ (3,927)	$ 109	$ (3,818)

Cash Flow Hedge

In July 2010, the Company entered into an interest rate swap agreement to protect itself from an increase in the market interest rate on $250 million of 10-year, fixed rate debt with the coupon to be set at market interest rates. The interest rate swap agreement was designated as a cash flow hedge under the guidance for derivatives and hedging. In August 2010, upon issuance of the related fixed-rate debt, the Company terminated and settled the interest rate swap agreement for a cash payment of $8.7 million. The Company recorded the effective portion of this deferred loss as a component of accumulated other comprehensive income (loss). The ineffective portion was calculated at less than $0.1 million and was recognized immediately as a component of earnings under interest expense in the Company s consolidated statements of income during the year ended December 31, 2010. The effective portion of the deferred loss is being amortized over the term of the related debt as interest expense in the Company s consolidated statements of income.

21. Earnings Per Share

The computation of basic and diluted earnings per common share is as follows:

	Year Ended December 31,		
	2010	**2009**	**2008**
	(In thousands, except per share amounts)		
Computation of Basic Earnings Per Share:			
Net income	**$ 107,441**	$ 98,250	$ 100,211
Income allocated to participating securities	**(1,109)**	(906)	(837)
Net income available to common shareholders	**$ 106,332**	$ 97,344	$ 99,374
Weighted average common shares outstanding basic	**58,953**	59,514	61,853
Basic earnings per share	**$ 1.80**	$ 1.64	$ 1.61
Computation of Diluted Earnings Per Share:			
Net income	**$ 107,441**	$ 98,250	$ 100,211
Income allocated to participating securities	**(1,108)**	(905)	(833)
Net income available to common shareholders	**$ 106,333**	$ 97,345	$ 99,378
Weighted average common shares outstanding basic	**58,953**	59,514	61,853
Diluted effect of stock options and PVRSUs	**88**	156	620
Weighted average shares outstanding-diluted	**59,041**	59,670	62,473
Diluted earnings per share	**$ 1.80**	$ 1.63	$ 1.59

The Company s unvested restricted shares contain rights to receive non-forfeitable dividends, and thus are participating securities requiring the two-class method of computing earnings per share (EPS). The calculation of EPS for common stock shown above excludes the income attributable to the unvested restricted share awards from the numerator and excludes the dilutive impact of those awards from the denominator.

At December 31, 2010, 2009 and 2008, the Company had 1.7 million, 1.7 million and 2.0 million outstanding stock options, respectively. Stock options are included in the diluted earnings per share calculation using the treasury stock method and average market prices during the period, unless the stock options would be anti-dilutive. For years ended December 31, 2010, 2009 and 2008, the Company excluded 0.6 million, 0.9 million and 1.1 million of anti-dilutive stock options from the diluted earnings per share calculation, respectively.

PVRSUs are also included in the diluted earnings per share calculation assuming the performance conditions have been met at the reporting date. However, at December 31, 2010, 2009 and 2008, PVRSUs totaling 127,912, 102,844 and 111,739 respectively, were excluded from the computation since the performance conditions had not been met at the reporting date.

22. Operating Leases

The Company enters into operating leases primarily for office space, office equipment and transportation vehicles. Minimum rents as defined in the Company s lease agreements including rent escalations, rent holidays and rental concessions are recognized on the straight-line basis over the non-cancellable lease term. Payments made to or on behalf of the Company for leasehold improvement incentives are considered reductions in rental expense and are amortized on a straight-line basis over the non-cancellable lease term. Rental expense under non-cancelable operating leases was approximately $8.4 million, $6.6 million and $6.0 million for the years ended December 31, 2010, 2009 and 2008, respectively. The Company received sublease rental income related to real estate leased to third-parties as well as computer equipment leased to franchisees totaling $0.3 million, $0.2 million and $0.1 million during the years ended December 31, 2010, 2009 and 2008, respectively. Future minimum lease payments are as follows:

	2011	2012	2013	2014 (In thousands)	2015	Thereafter	Total
Minimum lease payments	$ 7,244	$ 7,735	$ 5,221	$ 3,042	$ 2,947	$ 12,185	$ 38,374
Minimum sublease rentals	(286)	(295)	(304)	(128)			(1,013)
	$ 6,958	$ 7,440	$ 4,917	$ 2,914	$ 2,947	$ 12,185	$ 37,361

During the year ended December 31, 2009, the Company recorded a $1.5 million charge to SG&A expense related to the sublease of a portion of its office space. The loss on the sublease of office space represents a $1.0 million charge resulting from the fair value of the Company s operating lease rental payments exceeding the anticipated revenue from the operating sublease and a $0.5 million impairment charge related to the office leasehold improvements. The non-cancelable portion of the sublease payments related to this transaction is included in the table above.

23. Condensed Consolidating Financial Statements

Effective August 2010, the Company s Senior Notes are guaranteed jointly, severally, fully and unconditionally by eight 100%-owned domestic subsidiaries. There are no legal or regulatory restrictions on the payment of dividends to Choice Hotels International, Inc. from subsidiaries that do not guarantee the Senior Notes. As a result of the guarantee arrangements, the following condensed consolidating financial statements are presented. Investments in subsidiaries are accounted for under the equity method of accounting.

The condensed consolidating balance sheet as of December 31, 2009 has been revised to reflect the reclassification of certain intercompany balances and transactions from prior filings between subsidiaries within the combined financial statements to which they relate. These revisions are not material to our financial statements taken as a whole.

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Choice Hotels International, Inc.

Condensed Consolidating Statement of Income

For the Year Ended December 31, 2010

(In Thousands)

	Parent	Guarantor Subsidiaries	Non-Guarantor Subsidiaries	Eliminations	Consolidated
REVENUES:					
Royalty fees	$ 205,668	$ 94,649	$ 30,035	$ (100,256)	**$ 230,096**
Initial franchise and relicensing fees	9,295				**9,295**
Procurement services	17,207				**17,207**
Marketing and reservation	283,769	312,882	16,349	(283,754)	**329,246**
Other items, net	6,028	4,038	166		**10,232**
Total revenues	521,967	411,569	46,550	(384,010)	**596,076**
OPERATING EXPENSES:					
Selling, general and administrative	96,451	83,162	15,183	(100,256)	**94,540**
Marketing and reservation	298,416	300,159	14,425	(283,754)	**329,246**
Other items, net	3,578	7,138	812		**11,528**
Total operating expenses	398,445	390,459	30,420	(384,010)	**435,314**
Operating income	123,522	21,110	16,130		**160,762**
OTHER INCOME AND EXPENSES, NET:					
Interest expense	7,626	(952)	6		**6,680**
Other items, net	(501)	(2,110)	(1,518)		**(4,129)**
Equity in earnings of consolidated subsidiaries	(37,079)			37,079	
Total other income and expenses, net	(29,954)	(3,062)	(1,512)	37,079	**2,551**
Income before income taxes	153,476	24,172	17,642	(37,079)	**158,211**
Income taxes	46,035	3,113	1,622		**50,770**
Net income	**$ 107,441**	**$ 21,059**	**$ 16,020**	**$ (37,079)**	**$ 107,441**

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Choice Hotels International, Inc.

Condensed Consolidating Statement of Income

For the Year Ended December 31, 2009

(In Thousands)

	Parent	Guarantor Subsidiaries	Non-Guarantor Subsidiaries	Eliminations	Consolidated
REVENUES:					
Royalty fees	$ 195,893	$ 98,942	$ 25,608	$ (102,459)	**$ 217,984**
Initial franchise and relicensing fees	12,916				**12,916**
Procurement services	17,598				**17,598**
Marketing and reservation	260,385	311,756	14,336	(281,098)	**305,379**
Other items, net	5,535	4,139	627		**10,301**
Total revenues	492,327	414,837	40,571	(383,557)	**564,178**
OPERATING EXPENSES:					
Selling, general and administrative	98,885	89,809	13,002	(102,459)	**99,237**
Marketing and reservation	275,156	297,883	13,438	(281,098)	**305,379**
Other items, net	3,679	7,111	699		**11,489**
Total operating expenses	377,720	394,803	27,139	(383,557)	**416,105**
Operating income	114,607	20,034	13,432		**148,073**
OTHER INCOME AND EXPENSES, NET:					
Interest expense	4,730	(265)	(8)	(43)	**4,414**
Equity in earnings of consolidated subsidiaries	(27,976)			27,976	
Other items, net	(263)	(5,597)	(1,158)	43	**(6,975)**
Total other income and expenses, net	(23,509)	(5,862)	(1,166)	27,976	**(2,561)**
Income before income taxes	138,116	25,896	14,598	(27,976)	**150,634**
Income taxes	39,866	10,875	1,643		**52,384**
Net income	$ 98,250	$ 15,021	$ 12,955	$ (27,976)	**$ 98,250**

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Choice Hotels International, Inc.

Condensed Consolidating Statement of Income

For the Year Ended December 31, 2008

(In Thousands)

	Parent	Guarantor Subsidiaries	Non-Guarantor Subsidiaries	Eliminations	Consolidated
REVENUES:					
Royalty fees	$ 222,625	$ 111,252	$ 26,467	$ (112,909)	**$ 247,435**
Initial franchise and relicensing fees	27,911		20		**27,931**
Procurement services	17,148				**17,148**
Marketing and reservation	290,732	336,797	16,269	(307,321)	**336,477**
Other items, net	6,669	4,932	1,088		**12,689**
Total revenues	565,085	452,981	43,844	(420,230)	**641,680**
OPERATING EXPENSES:					
Selling, general and administrative	114,368	101,177	16,353	(112,909)	**118,989**
Marketing and reservation	302,640	325,373	15,785	(307,321)	**336,447**
Other items, net	3,266	7,758	594		**11,618**
Total operating expenses	420,274	434,308	32,732	(420,230)	**467,084**
Operating income	144,811	18,673	11,112		**174,596**
OTHER INCOME AND EXPENSES, NET:					
Interest expense	11,144	(170)	11	(53)	**10,932**
Equity in earnings of consolidated subsidiaries	(14,712)			14,712	
Other items, net	(1,006)	9,115	(1,816)	53	**6,346**
Total other income and expenses, net	(4,574)	8,945	(1,805)	14,712	**17,278**
Income before income taxes	149,385	9,728	12,917	(14,712)	**157,318**
Income taxes	49,174	4,224	3,709		**57,107**
Net income	$ 100,211	$ 5,504	$ 9,208	$ (14,712)	**$ 100,211**

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Choice Hotels International, Inc.

Condensed Consolidating Balance Sheet

As of December 31, 2010

(In thousands)

	Parent	Guarantor Subsidiaries	Non-Guarantor Subsidiaries	Eliminations	Consolidated
ASSETS					
Cash and cash equivalents	$ 4,849	$ 18,659	$ 67,751	$	**$ 91,259**
Receivables	40,160	2,055	5,423		**47,638**
Other current assets	5,193	19,616	6,444	(6,568)	**24,685**
Total current assets	50,202	40,330	79,618	(6,568)	**163,582**
Property and equipment, at cost, net	11,586	42,678	1,398		**55,662**
Goodwill	60,620	5,193	228		**66,041**
Franchise rights and other identifiable intangibles, net	13,315	3,953	3,557		**20,825**
Investments, employee benefit plans, at fair value		23,365			**23,365**
Investment in and advances to affiliates	251,245	186,045	7,338	(444,628)	
Receivable, marketing and reservation fees	42,507				**42,507**
Deferred income taxes	4,560	19,745	130		**24,435**
Other assets	7,339	7,366	600		**15,305**
Total assets	**$ 441,374**	**$ 328,675**	**$ 92,869**	**$ (451,196)**	**$ 411,722**
LIABILITIES AND SHAREHOLDERS DEFICIT					
Accounts payable	$ 5,700	$ 31,475	$ 3,993		**41,168**
Accrued expenses	19,257	26,890	1,671		**47,818**
Deferred revenue	14,070	52,256	996		**67,322**
Revolving credit facility	200				**200**
Current portion of long-term debt		403	17		**420**
Income taxes payable	9,395		2,297	(5,914)	**5,778**
Other current liabilities		3,206		(654)	**2,552**
Total current liabilities	48,622	114,230	8,974	(6,568)	**165,258**
Long-term debt	249,379	2,137	38		**251,554**
Deferred compensation & retirement plan obligations		35,707			**35,707**
Advances from affiliates	192,077	1,097	10,137	(203,311)	
Other liabilities	9,367	7,880	27		**17,274**
Total liabilities	499,445	161,051	19,176	(209,879)	**469,793**
Total shareholders (deficit) equity	(58,071)	167,624	73,693	(241,317)	**(58,071)**
Total liabilities and shareholders deficit	**$ 441,374**	**$ 328,675**	**$ 92,869**	**$ (451,196)**	**$ 411,722**

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Choice Hotels International, Inc.

Condensed Consolidating Balance Sheet

As of December 31, 2009

(In Thousands)

	Parent	Guarantor Subsidiaries	Non-Guarantor Subsidiaries	Eliminations	Consolidated
ASSETS					
Cash and cash equivalents	$ 4,281	$ 303	$ 63,286		**$ 67,870**
Receivables	33,911	2,947	5,040		**41,898**
Other current assets	21,110	7,484	330	(10,830)	**18,094**
Total current assets	59,302	10,734	68,656	(10,830)	**127,862**
Property and equipment, at cost, net	17,660	24,604	1,363		**43,627**
Goodwill	60,620	5,193			**65,813**
Franchise rights and other identifiable intangibles, net	16,448	4,571	3,540		**24,559**
Investments, employee benefit plans, at fair value		20,931			**20,931**
Investment in and advances to affiliates	292,455	190,007	146	(482,608)	
Receivable, marketing and reservation fees	33,872				**33,872**
Deferred income taxes		41,695	111	(27,663)	**14,143**
Other assets	1,680	6,958	592		**9,230**
Total assets	**$ 482,037**	**$ 304,693**	**$ 74,408**	**$ (521,101)**	**$ 340,037**
LIABILITIES AND SHAREHOLDERS DEFICIT					
Accounts payable	$ 5,516	$ 24,952	$ 3,391		**$ 33,859**
Accrued expenses	12,629	23,266	1,179		**37,074**
Deferred revenue	3,854	47,331	580		**51,765**
Deferred compensation and retirement plan obligations		2,798			**2,798**
Income taxes payable		14,272	2,868	(10,830)	**6,310**
Total current liabilities	21,999	112,619	8,018	(10,830)	**131,806**
Long-term debt	277,700				**277,700**
Deferred compensation & retirement plan obligations		34,951	5		**34,956**
Advances from affiliates	262,628	6,663	15,582	(284,873)	
Deferred income taxes	27,663			(27,663)	
Other liabilities	6,259	3,528			**9,787**
Total liabilities	596,249	157,761	23,605	(323,366)	**454,249**
Total shareholders (deficit) equity	(114,212)	146,932	50,803	(197,735)	**(114,212)**
Total liabilities and shareholders deficit	**$ 482,037**	**$ 304,693**	**$ 74,408**	**$ (521,101)**	**$ 340,037**

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Choice Hotels International, Inc.

Condensed Consolidating Statement of Cash Flows

For the Year Ended December 31, 2010

(In thousands)

	Parent	Guarantor Subsidiaries	Non-Guarantor Subsidiaries	Eliminations	Consolidated
Net cash provided from operating activities	**$ 99,871**	**$ 41,607**	**$ 3,457**		**$ 144,935**
CASH FLOWS FROM INVESTING ACTIVITIES:					
Investment in property and equipment	(1,448)	(22,606)	(314)		**(24,368)**
Acquisitions, net of cash acquired			(466)		**(466)**
Issuance of notes receivable	(10,583)	(1,203)			**(11,786)**
Collection of notes receivable	5,000	83			**5,083**
Purchases of investments, employee benefit plans		(1,948)			**(1,948)**
Proceeds from the sales of investments, employee benefit plans		1,649			**1,649**
Other items, net	(474)	144	11		**(319)**
Net cash used in investing activities	(7,505)	(23,881)	(769)		**(32,155)**
CASH FLOWS FROM FINANCING ACTIVITIES:					
Proceeds from the issuance of long-term debt	247,733				**247,733**
Net repayments pursuant to revolving credit facility	(277,500)				**(277,500)**
Principal payments on long-term debt			(25)		**(25)**
Settlement of forward starting interest rate swap agreement	(8,663)				**(8,663)**
Purchase of treasury stock	(11,212)				**(11,212)**
Dividends paid	(43,808)				**(43,808)**
Other items, net	1,652	630			**2,282**
Net cash provided (used) in financing activities	(91,798)	630	(25)		**(91,193)**
Net change in cash and cash equivalents	568	18,356	2,663		**21,587**
Effect of foreign exchange rate changes on cash and cash equivalents			1,802		**1,802**
Cash and cash equivalents at beginning of period	4,281	303	63,286		**67,870**
Cash and cash equivalents at end of period	**$ 4,849**	**$ 18,659**	**$ 67,751**	**$**	**$ 91,259**

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Choice Hotels International, Inc.

Condensed Consolidating Statement of Cash Flows

For the Year Ended December 31, 2009

(In thousands)

	Parent	Guarantor Subsidiaries	Non-Guarantor Subsidiaries	Eliminations	Consolidated
Net cash provided by (used in) operating activities	$ 67,568	$ (8,344)	$ 52,992	$	**$ 112,216**
CASH FLOWS FROM INVESTING ACTIVITIES:					
Investment in property and equipment	(5,602)	(4,651)	(882)		**(11,135)**
Issuance of notes receivable	(222)	(1,773)			**(1,995)**
Purchases of investments, employee benefit plans		(3,854)			**(3,854)**
Proceeds from the sales of investments, employee benefit plans		13,895			**13,895**
Collection of notes receivable		324			**324**
Other items, net	(598)	(8)	22		**(584)**
Net cash provided by (used in) investing activities	(6,422)	3,933	(860)		**(3,349)**
CASH FLOWS FROM FINANCING ACTIVITIES:					
Net repayments pursuant to revolving credit facility	(6,700)				**(6,700)**
Purchase of treasury stock	(59,128)				**(59,128)**
Excess tax benefits from stock-based compensation	1,345	4,489			**5,834**
Dividends paid	(44,274)				**(44,274)**
Proceeds from exercise of stock options	9,158				**9,158**
Net cash provided by (used in) financing activities	(99,599)	4,489			**(95,110)**
Net change in cash and cash equivalents	(38,453)	78	52,132		**13,757**
Effect of foreign exchange rate changes on cash and cash equivalents			1,433		**1,433**
Cash and cash equivalents at beginning of period	42,734	225	9,721		**52,680**
Cash and cash equivalents at end of period	$ 4,281	$ 303	$ 63,286	$	**$ 67,870**

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Choice Hotels International, Inc.

Condensed Consolidating Statement of Cash Flows

For the Year Ended December 31, 2008

(In thousands)

	Parent	Guarantor Subsidiaries	Non-Guarantor Subsidiaries	Eliminations	Consolidated
Net cash provided by (used in) operating activities	$ 134,085	$ (4,105)	$ (25,581)	$	**$ 104,399**
CASH FLOWS FROM INVESTING ACTIVITIES:					
Investment in property and equipment	(7,745)	(4,500)	(366)		**(12,611)**
Issuance of notes receivable	(5,885)	(1,525)			**(7,410)**
Purchases of investments, employee benefit plans		(7,802)			**(7,802)**
Proceeds from sales of investments, employee benefit plans		7,819			**7,819**
Collection of notes receivable	26	408			**434**
Other items, net	(975)	(102)	382		**(695)**
Net cash provided by (used in) investing activities	(14,579)	(5,702)	16		**(20,265)**
CASH FLOWS FROM FINANCING ACTIVITIES:					
Principal payments on long-term debt	(100,000)				**(100,000)**
Net borrowings pursuant to revolving credit facility	112,000				**112,000**
Purchase of treasury stock	(63,732)				**(63,732)**
Excess tax benefits from stock-based compensation	299	9,836			**10,135**
Dividends paid	(43,142)				**(43,142)**
Proceeds from exercise of stock options	9,026				**9,026**
Net cash provided by (used in) in financing activities	(85,549)	9,836			**(75,713)**
Net change in cash and cash equivalents	33,957	29	(25,565)		**8,421**
Effect of foreign exchange rate changes on cash and cash equivalents			(2,118)		**(2,118)**
Cash and cash equivalents at beginning of period	8,777	196	37,404		**46,377**
Cash and cash equivalents at end of period	$ 42,734	$ 225	$ 9,721	$	**$ 52,680**

24. Reportable Segment Information

The Company has a single reportable segment encompassing its franchising business. Revenues from the franchising business include royalty fees, initial franchise and relicensing fees, marketing and reservation system fees, procurement services revenue and other revenue. The Company is obligated under its franchise agreements to provide marketing and reservation services appropriate for the successful operation of its systems. These services do not represent separate reportable segments as their operations are directly related to the Company s franchising business. The revenues received from franchisees that are used to pay for part of the Company s central on-going operations are included in franchising revenues and are offset by the related expenses paid for marketing and reservation activities to calculate franchising operating income. Corporate and other revenue consists of hotel operations. Except as described in Note 6, the Company does not allocate interest and dividend income, interest expense or income taxes to its franchising segment.

The following table presents certain financial information for the Company s franchising segment.

	Year Ended December 31, 2010			
	Franchising	Corporate & Other	Elimination Adjustments	Consolidated
	(In thousands)			
Revenues	**$ 592,045**	**$ 4,031**		**$ 596,076**
Operating income (loss)	**202,522**	**(41,760)**		**160,762**
Depreciation and amortization	**13,524**	**7,265**	**(12,447)**	**8,342**
Income (loss) before income taxes	**203,748**	**(45,537)**		**158,211**
Capital expenditures	**22,418**	**1,950**		**24,368**
Total assets	**245,529**	**166,193**		**411,722**

	Year Ended December 31, 2009			
	Franchising	Corporate & Other	Elimination Adjustments	Consolidated
	(In thousands)			
Revenues	$ 560,038	$ 4,140		$ 564,178
Operating income (loss)	193,383	(45,310)		148,073
Depreciation and amortization	11,386	7,296	(10,346)	8,336
Income (loss) before income taxes	194,496	(43,862)		150,634
Capital expenditures	8,885	2,250		11,135
Total assets	203,140	136,897		340,037

	Year Ended December 31, 2008			
	Franchising	Corporate & Other	Elimination Adjustments	Consolidated
	(In thousands)			
Revenues	$ 636,744	$ 4,936		$ 641,680
Operating income (loss)	220,802	(46,206)		174,596
Depreciation and amortization	9,748	7,277	(8,841)	8,184
Income (loss) before income taxes	222,216	(64,898)		157,318
Capital expenditures	10,053	2,558		12,611
Total assets	190,301	137,918		328,219

Long-lived assets related to international operations were $7.5 million, $7.0 million and $5.3 million as of December 31, 2010, 2009 and 2008, respectively. All other long-lived assets of the Company are associated with domestic activities.

25. Related Party Transactions

Effective October 15, 1997, Choice Hotels International, Inc. which included both a franchising business and owned hotel business, separated the businesses via a spin-off into two companies: Sunburst Hospitality Corporation (referred to hereafter as Sunburst) and the Company. Subsequent to the spin-off, the Company s largest shareholder retained significant ownership percentages in both Sunburst and the Company. As part of the spin-off, Sunburst and the Company entered into a strategic alliance agreement. Among other things, the strategic alliance agreement, as amended, provided for the determination of liquidated damages related to the termination of Choice branded Sunburst properties. The liquidated damage provisions extend through the life of the existing Sunburst franchise agreements. As of December 31, 2010, Sunburst operates 25 hotels under franchise with the Company.

Total franchise fees, including royalty, marketing and reservation system fees, paid by Sunburst to the Company, included in the accompanying consolidated financial statements were $4.4 million, $4.5 million and

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$5.4 million for the years ended December 31, 2010, 2009 and 2008, respectively. As of both December 31, 2010 and 2009, accounts receivable included $0.3 million due from Sunburst.

The Company maintains a Master Aircraft Lease Agreement with LP_C, LLC (LPC), which is owned by family members of the Company s largest shareholder. The agreement permits the Company to lease the aircraft owned by LPC. During 2010 and 2009, the Company incurred $0.7 million and $0.4 million, respectively, pursuant to the lease agreement. During 2008, the Company paid $0.2 million to lease the aircraft owned by LPC and $0.4 million for flight crew services to another entity owned or controlled by family members of the Company s largest shareholder. For the year ended December 31, 2010 and 2009, flight crew services have been excluded from this disclosure since the entity that provides these services to the Company ceased being a related party during the year ended December 31, 2008.

During the year ended December 31, 2010, 2009 and 2008, the Company received approximately $8,000, $41,000 and $47,000, respectively from corporations owned or controlled by family members of the Company s largest shareholder related to the lease of real property.

The Company maintains a lease agreement on behalf of a family member of the Company s largest shareholder for 1,950 square feet of office space located in Chevy Chase, Maryland. The lease has a 5 year term ending in 2013 with annual lease payments totaling approximately $72,000. The Company currently provides use of the entire leased space free of charge and reimburses the family member for the related taxes incurred related to the personal use of the office space. These payments total approximately $40,000 per year.

26. Termination Charges

During the year ended December 31, 2010, the Company recorded a $3.3 million charge in SG&A and marketing and reservation expenses related to one-time salary and benefit continuation termination benefits provided to employees separating from service with the Company. At December 31, 2010, approximately $2.1 million of these salary and benefits continuation payments remain to be remitted.

During the year ended December 31, 2009, the Company recorded a $5.4 million charge in SG&A and marketing and reservation expenses related to one-time termination benefits provided to employees separating from service with the Company. These expenses included $4.7 million of salary and benefits continuation and $0.7 million related to the acceleration of share-based compensation for terminated employees. At December 31, 2010, approximately $1.0 million of these salary and benefits continuation payments remain to be remitted.

During the year ended December 31, 2008, the Company recorded an $11.3 million charge in SG&A expenses and marketing and reservation expenses related to the acceleration of the Company s management succession plan and termination benefits provided to employees separating from service with the Company. The expenses include salary and benefits continuation of $8.9 million, $1.1 million of accelerated share-based compensation, $0.8 million related to the modification of stock option award terms and SERP special termination benefits of $0.5 million. The Company has approximately $0.9 million of benefits remaining to be paid on termination benefits incurred during the year ended December 31, 2008.

At December 31, 2010, approximately $4.0 million of termination benefits remained and were included in current and noncurrent liabilities in the Company s consolidated financial statements. The Company expects $3.3 million of benefits to be paid within the next twelve months.

27. Commitments and Contingencies

The Company is a defendant in a number of lawsuits arising in the ordinary course of business. In the opinion of management and the Company s legal counsel, the ultimate outcome of any such lawsuit individually will not have a material adverse effect on the Company s business, financial position, results of operations or cash flows.

In December 2010, a class action lawsuit was filed against the Company in the United States District Court for the Central District of Florida by several current and former franchisees. The lawsuit relates to certain Company practices in connection with its Choice Privileges guest rewards program. The plaintiffs complaint alleges breach of contract, unjust enrichment and unfair and deceptive trade practices under Florida law.

Since the initial filing, the Company has filed a motion to dismiss the litigation in favor of arbitration, pursuant to the terms of the franchise agreements in place. The motion is currently pending before the court and the Company does not anticipate a ruling until early Spring. The Company believes that the allegations contained within the class action lawsuits are without merit and intends to vigorously defend the litigation.

In June 2008, the Company guaranteed $1 million of a bank loan funding a franchisee s construction of a Cambria Suites in Columbus, Ohio. The guaranty will terminate on the earlier of (i) the repayment of all outstanding obligations under the bank loan that it supports (the current initial loan term runs through June 2013), or (ii) when the franchisee achieves certain debt service coverage ratios outlined in the underlying bank loan agreement. The Company has received a pledge of an equity interest in the entity constructing the property as well as personal guarantees from several of the franchisee s principal owners related to the repayment of any amounts the Company may be required to pay under this guaranty.

In July 2008, the Company guaranteed $1 million of a bank loan funding a franchisee s construction of a Cambria Suites in Noblesville, Indiana. The guaranty will terminate on the earlier of (i) the repayment of all outstanding obligations under the bank loan that it supports (the current initial loan term runs through September 2011), or (ii) when the franchisee achieves certain debt service coverage ratios outlined in the underlying bank loan agreement. The Company has received a pledge of an equity interest in the entity constructing the property as well as personal guarantees from several of the franchisee s principal owners related to the repayment of any amounts the Company may be required to pay under this guaranty.

The Company has made a commitment to purchase a parcel of real estate to support the development of its brands. Providing certain conditions are met by the seller, the Company expects to acquire this parcel of land for a total price of approximately $3.5 million during the year ended December 31, 2011. Subsequent to year end the commitment expired.

The Company occasionally provides financing to franchisees for property improvements, hotel development efforts and other purposes. At December 31, 2010, the Company had commitments to extend an additional $6.4 million for these purposes provided certain conditions are met by its franchisees, of which $3.0 million is expected to be advanced in the next twelve months.

In the ordinary course of business, the Company enters into numerous agreements that contain standard indemnities whereby the Company indemnifies another party for breaches of representations and warranties. Such indemnifications are granted under various agreements, including those governing (i) purchases or sales of assets or businesses, (ii) leases of real estate, (iii) licensing of trademarks, (iv) access to credit facilities, (v) issuances of debt or equity securities, and (vi) certain operating agreements. The indemnifications issued are for the benefit of the (i) buyers in sale agreements and sellers in purchase agreements, (ii) landlords in lease contracts, (iii) franchisees in licensing agreements, (iv) financial institutions in credit facility arrangements, (v) underwriters in debt or equity security issuances and (vi) parties under certain operating agreements. In addition, these parties are also generally indemnified against any third party claim resulting from the transaction that is contemplated in the underlying agreement. While some of these indemnities extend only for the duration of the underlying agreement, many survive the expiration of the term of the agreement or extend into perpetuity (unless subject to a legal statute of limitations). There are no specific limitations on the maximum potential amount of future payments that the Company could be required to make under these indemnities, nor is the Company able to develop an estimate of the maximum potential amount of future payments to be made under these indemnifications as the triggering events are not subject to predictability. With respect to certain of the aforementioned indemnities, such as indemnifications of landlords against third party claims for the use of real estate property leased by the Company, the Company maintains insurance coverage that mitigates potential liability.

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28. Selected Quarterly Financial Data (Unaudited)

	First Quarter	Second Quarter	Third Quarter	Fourth Quarter	2010
	(In thousands, except per share data)				
Revenues	**$ 107,421**	**$ 149,848**	**$ 183,801**	**$ 155,006**	**$ 596,076**
Operating income	**$ 23,837**	**$ 43,607**	**$ 54,877**	**$ 38,441**	**$ 160,762**
Income before income taxes	**$ 24,646**	**$ 42,024**	**$ 55,026**	**$ 36,515**	**$ 158,211**
Net income	**$ 15,793**	**$ 27,011**	**$ 40,494**	**$ 24,143**	**$ 107,441**
Per basic share:					
Net income	**$ 0.27**	**$ 0.45**	**$ 0.68**	**$ 0.41**	**$ 1.80**
Per diluted share:					
Net income	**$ 0.26**	**$ 0.45**	**$ 0.68**	**$ 0.40**	**$ 1.80**

	First Quarter	Second Quarter	Third Quarter	Fourth Quarter	2009
	(In thousands, except per share data)				
Revenues	$ 114,158	$ 143,343	$ 165,976	$ 140,701	$ 564,178
Operating income	$ 27,755	$ 38,110	$ 48,125	$ 34,083	$ 148,073
Income before income taxes	$ 25,601	$ 40,243	$ 50,496	$ 34,294	$ 150,634
Net income	$ 16,308	$ 25,503	$ 32,808	$ 23,631	$ 98,250
Per basic share:					
Net income	$ 0.27	$ 0.42	$ 0.55	$ 0.40	$ 1.64
Per diluted share:					
Net income	$ 0.27	$ 0.42	$ 0.55	$ 0.40	$ 1.63

The matters which affect the comparability of the quarterly results include the following:

Seasonality: The Company s revenues and operating income reflect the industry s seasonality and as a result are lower in the first quarter and higher in the third quarter.

Investment income and losses: The Company s net income reflects gains and losses related to the Company s investments held in non-qualified retirement plans and are subject to market conditions.

Year Ended December 31, 2010 results:

Termination benefits: The Company s operating results include employee termination benefits for the first, second, third and fourth quarters totaling $0.4 million, ($0.1) million, $0.3 million and $1.2 million, respectively.

Income taxes: The Company s third quarter 2010 income taxes reflect a $3.3 million out of period adjustment to the Company s deferred tax assets, partially offset by an increase of $1.6 million of prior period unrecognized tax positions. The Company believes that these adjustments are not material to its financial statements for the current or prior years. In addition, the Company identified $1.6 million of additional federal income tax benefits during the third quarter of 2010.

Year Ended December 31, 2009 results:

Loss on sublease of office space: The Company s second quarter 2009 operating results reflect a charge resulting from a loss on sublease of office space totaling $1.5 million.

Termination benefits: The Company s operating results include employee termination benefits for the first, second, third and fourth quarters totaling $0.4 million, $0.4 million, $1.5 million and $2.3 million, respectively.

Curtailment expenses: The Company s fourth quarter 2009 operating results include a charge totaling $1.2 million related to the curtailment of the Company s SERP resulting from the freezing of benefits payable under the plan.

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29. Future Adoption of Accounting Standards

On September 23, 2009, the FASB ratified Emerging Issues Task Force (EITF) Issue No. 08-1, Revenue Arrangements with Multiple Deliverables (EITF 08-1). EITF 08-1 updates the current guidance pertaining to multiple-element revenue arrangements included in ASC Subtopic 605-25, which originated primarily from EITF 00-21, also titled Revenue Arrangements with Multiple Deliverables. EITF 08-1 will be effective for annual reporting periods beginning January 1, 2011 for calendar year entities with earlier adoption permitted. The Company is currently evaluating the impact of EITF 08-1 on its financial position, results of operations, cash flows, and disclosures, if any.

30. Subsequent Events

On February 21, 2011, the Company s Board of Directors declared a quarterly cash dividend of $0.185 per share of common stock. The dividend is payable on April 15, 2011 to shareholders of record as of April 1, 2011. Based on the Company s share count at December 31, 2010, the total dividends to be paid is approximately $11 million.

Subsequent to year end, the Company entered into a joint venture agreement in which it will have a 20% ownership interest. The Company s initial capital contribution commitment to this venture is approximately $5.0 million and the Company expects to account for this interest as an equity method investment.

On February 24, 2011, the Company refinanced its existing $350 million senior unsecured revolving credit facility by entering into a new senior unsecured revolving credit agreement (New Revolver), with Wells Fargo Bank, National Association, as administrative agent and a syndicate of lenders. The New Revolver provides for a $300 million unsecured revolving credit facility with a final maturity date in February 2016. Up to $30 million of borrowings under the New Revolver may be used for letters of credit and up to $20 million of borrowings under the New Revolver may be used for swing-line loans.

The New Revolver is unconditionally guaranteed, jointly and severally, on a senior unsecured basis by all of the Company s subsidiaries that currently guaranty the obligations under the Company s Indenture governing the terms of its 5.70% senior notes due 2020.

The Company may at any time prior to the final maturity date increase the amount of the New Revolver by up to an additional $150 million to the extent that any one or more lenders commit to being a lender for the additional amount and certain other customary conditions are met.

The Company may elect to have borrowings under the New Revolver bear interest at (i) a base rate plus a margin ranging from 5 to 80 basis points based on the Company s credit rating or (ii) LIBOR plus a margin ranging from 105 to 180 basis points based on the Company s credit rating. In addition, the New Revolver requires the Company to pay a quarterly facility fee on the full amount of the commitments under the New Revolver (regardless of usage) ranging from 20 to 45 basis points based upon the credit rating of the Company.

The New Revolver requires that the Company and its restricted subsidiaries comply with various covenants, including with respect to restrictions on liens, incurring indebtedness, making investments and effecting mergers and/or asset sales. In addition, the New Revolver imposes financial maintenance covenants requiring the Company to maintain a total leverage ratio of not more than 3.5 to 1.0 and an interest coverage ratio of at least 3.5 to 1.0.

The New Revolver includes customary events of default, the occurrence of which, following any applicable cure period, would permit the lenders to, among other things, declare the principal, accrued interest and other obligations of the Company under the New Revolver to be immediately due and payable.

The proceeds of the New Revolver are used for general corporate purposes, including working capital, debt repayment, stock repurchases, dividends, investments and other permitted uses.

Item 9. Changes in and Disagreements with Accountants on Accounting and Financial Disclosure.

None.

Item 9A. Controls and Procedures.

The Company has a disclosure review committee whose membership includes the Chief Executive Officer (CEO) and Chief Financial Officer (CFO), among others. The disclosure review committee s procedures are considered by the CEO and CFO in performing their evaluations of the Company s disclosure controls and procedures (as such term is defined in Rule 13a-15(e) under the Securities Exchange Act of 1934) and in assessing the accuracy and completeness of the Company s disclosures.

An evaluation was performed under the supervision and with the participation of the Company s CEO and CFO, of the effectiveness of the design and operation of the Company s disclosure controls and procedures. Based on that evaluation, the Company s management, including the CEO and CFO, concluded that the Company s disclosure controls and procedures were effective as of December 31, 2010.

There have been no changes in the Company s internal control over financial reporting that occurred during 2010 that materially affected, or is reasonably likely to materially affect the Company s internal control over financial reporting.

Management s Report on Internal Control Over Financial Reporting

The management of Choice Hotels International, Inc. and its subsidiaries (together the Company) is responsible for establishing and maintaining adequate internal control over financial reporting. The Company s internal control over financial reporting was designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles.

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

Management assessed the effectiveness of the Company s internal control over financial reporting as of December 31, 2010. In making this assessment, management used the criteria set forth by the Committee of Sponsoring Organizations of the Treadway Commission (COSO) in *Internal Control Integrated Framework*. Based on management s assessment under those criteria, management concluded that the Company s internal control over financial reporting was effective as of December 31, 2010.

The effectiveness of the Company s internal control over financial reporting as of December 31, 2010 has been audited by PricewaterhouseCoopers LLP, an independent registered public accounting firm, as stated in their report which appears herein.

Item 9B. Other Information

None.

PART III

Item 10. Directors, Executive Officers and Corporate Governance.

The required information on directors will be contained in the Company s proxy statement, and reference is expressly made to the proxy statement for the specific information incorporated in this Form 10-K. The required information on executive officers is set forth in Part I of this Form 10-K under an unnumbered item captioned Executive Officers of Choice Hotels International, Inc.

Code of Ethics

The Company has adopted a Code of Ethics that applies to its Chief Executive Officer, Chief Financial Officer and Controller.

The Code of Ethics is available free of charge through our internet website located at *www.choicehotels.com*. We will also provide without charge to any person, on the written or oral request of such person, a copy of our Code of Ethics. Requests should be directed to Investor Relations, 10750 Columbia Pike, Silver Spring, MD 20901 (telephone number (301) 592-5026).

Item 11. Executive Compensation.

The required information will be set forth under Executive Compensation and Board Compensation Committee Report on Executive Compensation in the Company s proxy statement, and reference is expressly made to the proxy statement for the specific information incorporated in this Form 10-K.

Item 12. Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters.

The required equity compensation plan information table is set forth herein and all other required information will be set forth under Security Ownership of Certain Beneficial Owners and Management and Board of Directors in the Company s proxy statement, and reference is expressly made to the proxy statement for the specific information incorporated in this Form 10-K.

EQUITY COMPENSATION PLAN INFORMATION

The following table sets forth information regarding the number of shares of the Company s common stock that were subject to outstanding stock options at December 31, 2010.

Plan Category	Number of shares to be issued upon exercise of outstanding options, warrants and rights (a)	Weighted average exercise price of outstanding options, warrants and rights (b)	Number of shares remaining available for future issuance under equity compensation plans (excluding shares reflected in column (a)) (c)
Equity compensation plans approved by shareholders	1,732,674	$ $31.43	2,077,281
Equity compensation plans not approved by shareholders	Not applicable	Not applicable	Not applicable

Item 13. Certain Relationships and Related Transactions and Director Independence.

The required information will be set forth under Certain Relationships and Related Transactions in the Company s proxy statement, and reference is expressly made to the proxy statement for the specific information incorporated in this Form 10-K.

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Item 14. Principal Accounting Fees and Services.

The required information will be set forth under Principal Accounting Fees and Services and Audit Committee Report in the Company s proxy statement, and reference is expressly made to the proxy statement for the specific information incorporated in this Form 10-K.

PART IV

Item 15. Exhibits, Financial Statement Schedules.

(a) List of Documents Filed as Part of this Report

1. Financial Statements

The response to this portion of Item 15 is submitted under Item 8 of this Report on Form 10-K.

2. Financial Statement Schedules

Report of Independent Registered Public Accounting Firm required pursuant to Item 15(a)2 is submitted under Item 8 of this report.

Schedule II-Valuation and Qualifying Accounts

All other schedules are omitted because they are not applicable.

3. Exhibits

Exhibit Number	Description
3.01(a)	Restated Certificate of Incorporation of Choice Hotels Franchising, Inc. (renamed Choice Hotels International, Inc.)
3.02(m)	Amended and Restated Bylaws of Choice Hotels International, Inc dated February 15, 2010.
4.01(b)	Senior Unsecured Revolving Credit Facility agreement dated June 16, 2006 among Choice Hotels International, Inc., Wachovia Bank, National Association, as Agents, SunTrust Bank, as Syndication Agent, Bank of America, N.A., as Documentation Agent, Wachovia Capital Markets, LLC, as Lead Arranger and Sole Book Manager, and the additional lenders named in the credit agreement
4.02(o)	Indenture, dated August 25, 2010 between the Company and Wells Fargo Bank, National Association, as Trustee
4.03(o)	First Supplemental Indenture, dated August 25, 2010, between the Company, the Subsidiary Guarantors, and Wells Fargo Bank, National Association, as Trustee
10.1(c)	Amended and Restated Employment Agreement dated April 30, 2008, between Choice Hotels International, Inc. and Stephen P. Joyce
10.1A(r)	First Amendment to First Amended and Restated Employment Agreement dated September 16, 2010 between Choice Hotels International, Inc. and Stephen P. Joyce
10.2(d)	Third Amended and Restated Employment Agreement dated June 26, 2008 between Choice Hotels International, Inc. and Charles A. Ledsinger, Jr.
10.3(d)	Consulting Agreement between Choice Hotels International Inc., Choice Hotels International Services Corp. and Charles A. Ledsinger, Jr. effective December 21, 2009

10.04(e)	Amended and Restated Chairman s Service Agreement dated September 10, 2008 by and between Choice Hotels International, Inc. and Stewart Bainum, Jr.

Exhibit Number	Description
10.05(f)	Amended and Restated Employment agreement dated April 13, 1999 between Choice Hotels International, Inc. and Thomas Mirgon
10.05A(g)	Amendment to Amended and Restated Employment agreement dated January 23, 2008 between Choice Hotels International, Inc. and Thomas Mirgon
10.05B(q)	Agreement and Release dated September 26, 2009 between Choice Hotels International, Inc. and Thomas Mirgon
10.06(h)	Choice Hotels International, Inc. 2006 Long- Term Incentive Plan
10.06A(l)	Amendment to Choice Hotels International, Inc. 2006 Long-Term Incentive Plan, dated January 1, 2009
10.06B(n)	Amendment to Choice Hotels International, Inc. 2006 Long-Term Incentive Plan, dated April 29, 2010
10.07(i)	Commercial Lease dated May 29, 1998 among Columbia Pike I, LLC and Colesville Road, LLC (each an assignee of Manor Care, Inc.) and Choice Hotels International, Inc.
10.8(l)	Second Amended and Restated Supplemental Executive Retirement Plan
10.9(l)	Amended and Restated Choice Hotels International, Inc. Executive Deferred Compensation Plan (for Grandfather Account Balances)
10.9A(l)	Choice Hotels International, Inc. Executive Deferred Compensation Plan (for Grandfather Account Balances)
10.10(j)	Non-Competition, Non-Solicitation, and Severance Benefit Agreement between Choice Hotels International, Inc. and Bruce N. Haase
10.11(p)	Non-Competition, Non-Solicitation & Severance Benefit Agreement between the Company and Mary Beth Knight
10.11A(p)	Amendment to Non-Competition, Non-Solicitation & Severance Benefit Agreement between the Company and Mary Beth Knight
13.01*	Valuation and Qualifying Accounts
14.01(k)	Code of Ethics
21.01*	Subsidiaries of Choice Hotels International, Inc.
23.01*	Consent of PricewaterhouseCoopers LLP
31.1*	Certification of Chief Executive Officer Pursuant to Rule 13a-14(a) or Rule 15d-14(a)
31.2*	Certification of Chief Financial Officer Pursuant to Rule 13a-14(a) or Rule 15d-14(a)
32*	Certifications of Chief Executive Officer and Chief Financial Officer pursuant to 18 U.S.C. Section 1350
101*	The following statements from the Company s Annual Report on Form 10-K for the year ended December 31, 2010, filed on March 1, 2011, formatted in XBRL: (i) Consolidated Statements of Income, (ii) Consolidated Balance Sheets, (iii) Consolidated Statements of Cash Flows, (iv) Consolidated Statements of Shareholders Deficit and Comprehensive Income, (v) Notes to Financial Statements, tagged as blocks of text.

* Filed herewith

(a) Incorporated by reference to the identical document filed as an exhibit to Choice Hotels International, Inc. s Registration Statement on Form S-4, filed August 31, 1998.

(b) Incorporated by reference to the identical document filed as an exhibit to Choice Hotels International, Inc. s Current Report on Form 8-K dated June 16, 2006, filed June 21, 2006.

(c) Incorporated by reference to the identical document filed as an exhibit to Choice Hotels International, Inc. s Current Report on Form 8-K dated April 30, 2008, filed May 2, 2008.

(d) Incorporated by reference to the identical document filed as an exhibit to Choice Hotels International, Inc. s Current Report on Form 8-K for dated June 26, 2008, filed on June 27, 2008.
(e) Incorporated by reference to the identical document filed as an exhibit to Choice Hotels International, Inc. s Quarterly Report on Form 10-Q for the quarter ended September 30, 2008, filed on November 10, 2008.
(f) Incorporated by reference to the identical document filed as an exhibit to Choice Hotels International, Inc. s Quarterly Report on Form 10-Q for the quarter ended March 31, 1999, filed on June 4, 1999.
(g) Incorporated by reference to the identical document filed as an exhibit to Choice Hotels International, Inc. s Current Report on Form 8-K dated January 23, 2008, filed January 24, 2008.
(h) Incorporated by reference to the identical document filed as an exhibit to Choice Hotels International, Inc. s Current Report on form 8-K dated May 1, 2006, filed on May 5, 2006.
(i) Incorporated by reference to the identical document filed as an exhibit to Choice Hotels International, Inc. s Annual Report on Form 10-K for the year ended December 31, 1998, filed on March 30, 1999.
(j) Incorporated by reference to the identical document filed as an exhibit to Choice Hotels International, Inc. s Current Report on Form 8-K dated January 25, 2008, filed January 30, 2008.
(k) Incorporated by reference to the identical document filed as an exhibit to Choice Hotels International, Inc. s Annual Report on Form 10-K for the year ended December 31, 2003, filed March 15, 2004.
(l) Incorporated by reference to the identical document filed as an exhibit to Choice Hotels International, Inc. s Annual Report on Form 10-K for the year ended December 31, 2008, filed March 2, 2009.
(m) Incorporated by reference to the identical document filed as an exhibit to Choice Hotels International, Inc. s Current Report on Form 8-K dated February 15, 2010, filed February 16, 2010.
(n) Incorporated by reference to the identical document filed as Appendix B to Choice Hotels International, Inc. s Definitive Proxy Statement on Form DEF 14A K filed March 25, 2010.
(o) Incorporated by reference to the identical document filed as an exhibit to Choice Hotels International, Inc. s Current Report on Form 8-K dated August 25, 2010, filed August 25, 2010.
(p) Incorporated by reference to the identical document filed as an exhibit to Choice Hotels International, Inc. s Current Report on Form 8-K dated October 4, 2010, filed October 8, 2010.
(q) Incorporated by reference to the identical document filed as an exhibit to Choice Hotels International, Inc. s Annual Report on Form 10-K for the year ended December 31, 2009, filed March 1, 2010.
(r) Incorporated by reference to the identical document filed as an exhibit to Choice Hotels International, Inc. s Quarterly Report on Form 10-Q for the quarter ended September 30, 2010, filed on November 9, 2010.

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SIGNATURE

Pursuant to the requirements of Section 13 or 15(d) 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.

CHOICE HOTELS INTERNATIONAL, INC.

By: /s/ STEPHEN P. JOYCE

Stephen P. Joyce

President and Chief Executive Officer

Dated: March 1, 2011

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the registrant and in the capacities and on the dates indicated.

Signature	Title	Date
/s/ STEWART BAINUM, JR. **Stewart Bainum, Jr.**	Chairman, Director	March 1, 2011
/s/ STEPHEN P. JOYCE **Stephen P. Joyce**	President and Chief Executive Officer (Principal Executive Officer)	March 1, 2011
/s/ WILLIAM L. JEWS **William L. Jews**	Director	March 1, 2011
/s/ ERVIN R. SHAMES **Ervin R. Shames**	Director	March 1, 2011
/s/ JOHN T. SCHWIETERS **John T. Schwieters**	Director	March 1, 2011
/s/ FIONA P. DIAS **Fiona P. Dias**	Director	March 1, 2011
/s/ DAVID SULLIVAN **David Sullivan**	Director	March 1, 2011
/s/ GORDON SMITH **Gordon Smith**	Director	March 1, 2011
/s/ SCOTT A. RENSCHLER **Scott A. Renschler, Psy.D**	Director	March 1, 2011
/s/ DAVID L. WHITE **David L. White**	Senior Vice President, Chief Financial Officer & Treasurer (Principal Financial Officer)	March 1, 2011
/s/ SCOTT E. OAKSMITH **Scott E. Oaksmith**	Controller (Principal Accounting Officer)	March 1, 2011