PC TEL INC
Form 10-K
March 16, 2011

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UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, DC 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, 2010

OR

o **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 000-27115

PCTEL, Inc.
(Exact Name of Registrant as Specified in Its Charter)

Delaware *(State or Other Jurisdiction of Incorporation or Organization)*	**77-0364943** *(I.R.S. Employer Identification Number)*
471 Brighton Drive, Bloomingdale IL *(Address of Principal Executive Office)*	**60108** *(Zip Code)*

(630) 372-6800
(Registrant s Telephone Number, Including Area Code)

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

Title of each class	Name of each exchange on which registered
Common Stock, $.001 Par Value Per Share	The NASDAQ Global Market

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

Indicate by check mark whether the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes o 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 o 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 o

Indicate by checkmark whether the registrant has submitted electronically and posted on the Company s website, 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 acquired to submit and post such files)). Yes o No o

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 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. þ

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

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

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

As of June 30, 2010, the last business day of Registrant s most recently completed second fiscal quarter, there were 18,917,259 shares of Registrant s common stock outstanding, and the aggregate market value of such shares held by non-affiliates of Registrant (based upon the closing sale price of such shares on the NASDAQ Global Market on June 30, 2010) was approximately $95,342,985. Shares of Registrant s common stock held by each executive officer and director and by each entity that owns 5% or more of Registrant s outstanding common stock have been excluded in that such persons may be deemed to be affiliates. This determination of affiliate status is not necessarily a conclusive determination for other purposes.

Indicate the number of shares outstanding of each of the registrant s classes of common stock, as of the latest practicable date.

Title	Outstanding
Common Stock, par value $.001 per share	18,210,433 as of March 1, 2011

DOCUMENTS INCORPORATED BY REFERENCE

Certain sections of Registrant s definitive Proxy Statement relating to its 2011 Annual Stockholders Meeting to be held on June 8, 2011 are incorporated by reference into Part III of this Annual Report on Form 10-K. The Company intends to file its Proxy Statement within 120 days of its fiscal year end.

PCTEL, Inc.
Form 10-K
For the Fiscal Year Ended December 31, 2010

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PART I

Item 1: *Business*

This report contains forward-looking statements within the meaning of Section 27A of the Securities Act of 1933 and Section 21E of the Securities Exchange Act of 1934. These statements include, among other things, statements concerning our future operations, financial condition and prospects, and business strategies. The words believe , expect , anticipate and other similar expressions generally identify forward-looking statements. Investors in the registrant s common stock are cautioned not to place undue reliance on these forward-looking statements. These forward-looking statements are subject to substantial risks and uncertainties that could cause our future business, financial condition, or results of operations to differ materially from the historical results or currently anticipated results.

Overview

PCTEL is a global leader in propagation and optimization solutions for the wireless industry. The company designs and develops software-based radios (scanning receivers) for wireless network optimization and develops and distributes innovative antenna solutions. Additionally, the Company has licensed its intellectual property, principally related to a discontinued modem business, to semiconductor, PC manufacturers, modem suppliers, and others.

While we have both scanning receiver and antenna product lines, we operate in one business segment. The product lines share sufficient management and resources that the financial reporting, upon which the Chief Operating Decision Maker (CODM) relies for allocating resources and assessing performance, is based on company-wide data. In the continuing operations for the year ended December 31, 2008 we had a reporting segment that licensed an intellectual property portfolio in the area of analog modem technology. However, as of June 30, 2009, the revenues and cash flows associated with Licensing were substantially complete, and the CODM ceased reviewing the financial information for Licensing. The Company, therefore, determined to cease treating licensing of such intellectual property as a separate business segment.

PCTEL was incorporated in California in 1994 and reincorporated in Delaware in 1998. Our principal executive offices are located at 471 Brighton Drive, Bloomingdale, Illinois 60108. Our telephone number at that address is (630) 372-6800 and our website is *www.pctel.com*. The contents of our website are not incorporated by reference into this Annual Report on Form 10-K.

Antenna Products

PCTEL s MAXRAD®, Bluewave™ and Wi-Sys™ antenna solutions address public safety, military, and government applications; supervisory control and data acquisition (SCADA), health care, energy, smart grid and agricultural applications; indoor wireless, wireless backhaul, and cellular applications. Revenue growth for antenna products is driven by emerging wireless applications in these markets. Our portfolio includes a broad range of worldwide interoperability for microwave access (WiMAX) antennas, land mobile radio (LMR) antennas, and precision global positioning systems (GPS) antennas that serve innovative applications in telemetry, radio frequency identification (RFID), WiFi, fleet management, and mesh networks. Our antenna products are primarily sold through distributors and original equipment manufacturer (OEM) equipment providers.

We established our current antenna product portfolio with a series of acquisitions. In 2004 we acquired MAXRAD, Inc. (MAXRAD) as well as certain product lines from Andrew Corporation (Andrew), which established our core product offerings in WiFi, LMR and GPS. Over the next several years the Company added additional capabilities within those product lines and additional markets with the acquisitions of products from Bluewave Antenna Systems, Ltd (Bluewave) in 2008, Wi-Sys Communications, Inc (Wi-Sys) in 2009, and Sparco Technologies, Inc. (Sparco) in 2010. Our WiMAX antenna products were developed and brought to market through our ongoing operations.

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In 2005, the Company purchased Sigma Wireless Technologies Limited (Sigma), an Irish company, in an attempt to enter the universal mobile telecommunications systems (UMTS) cellular antenna market. We exited those operations in 2007 and sold off the remaining assets in 2008.

There are many competitors for antenna products, as the market is highly fragmented. Competitors include such names as Laird (Cushcraft, Centurion, and Antennex brands), Mobile Mark, Radiall/Larsen, Comtelco, Wilson, Commscope (Andrew products), Kathrein, and others. We seek out product applications that command a premium for product performance and customer service, and seek to avoid commodity markets.

PCTEL maintains expertise in several technology areas in order to be competitive in the antenna market. These include radio frequency engineering, mobile antenna design and manufacturing, mechanical engineering, product quality and testing, and wireless network engineering.

Scanning Receivers

PCTEL is a leading supplier of high-speed, multi-standard, demodulating receivers and test and measurement solutions to the wireless industry worldwide. The Company s SeeGull® scanning receivers, receiver-based products and CLARIFY® interference management solutions are used to measure, monitor and optimize cellular networks. Revenue growth for scanning receiver and interference management products is driven by the deployment of new wireless technology and the need for wireless networks to be tuned and reconfigured on a regular basis. PCTEL develops and supports scanning receivers for LTE, EVDO, CDMA, WCDMA, GSM, TD-SCDMA, and WiMAX networks. Our scanning receiver products are sold primarily through test and measurement value added resellers and to a lesser extent directly to network operators.

We established our scanning receiver product portfolio in 2003 with the acquisition of certain assets of Dynamic Telecommunications, Inc. (DTI). In 2009, the Company acquired the scanning receiver business from Ascom Network Testing, Inc (Ascom) as well as the exclusive distribution rights and patented technology for Wider Network s (Wider) network interference products.

Competitors for these products are OEM s such as JDS Uniphase, Rohde and Schwarz, Anritzu, Panasonic, and Berkley Varitronics.

Other Business Activities and Developments

On January 5, 2011, the Company formed PCTEL Secure LLC (PCTEL Secure), a joint venture limited liability company with Eclipse Design Technologies, Inc. The Company contributed $2.5 million in cash on this date in return for 51% ownership of PCTEL Secure. The joint venture will provide engineering services and design platforms that enable secure applications.

On January 4, 2008, we sold our Mobility Solutions Group (MSG) to Smith Micro Software, Inc. (NASDAQ: SMSI) (Smith Micro). MSG produced mobility software products for Wi-Fi, cellular, IP Multimedia Subsystem (IMS), and wired applications. As required by GAAP, the consolidated financial statements separately reflect the MSG operations as discontinued operations for all periods presented.

Major Customers

One customer has accounted for revenue greater than 10% during the last three fiscal years as follows:

Customer	Years Ended December 31, 2010	2009	2008
Ascom	10%	10%	11%

Ascom, from which we acquired scanning receiver assets in December 2009, continues to purchase scanning receiver products from us. Ascom acquired Comarco s WTS business in January 2009. Comarco s scanning receiver business (WTS scanners receivers) was a small part of Comarco s WTS segment.

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International Activities

The following table shows the percentage of revenues from domestic and foreign sales of our continuing operations during the last three fiscal years:

	Years Ended December 31,		
Region	**2010**	**2009**	**2008**
Europe, Middle East, & Africa	24%	25%	25%
Asia Pacific	11%	14%	12%
Other Americas	9%	7%	8%
Total Foreign sales	44%	46%	45%
Total Domestic sales	56%	54%	55%
	100%	100%	100%

Backlog

Sales of our products are generally made pursuant to standard purchase orders, which are officially acknowledged according to standard terms and conditions. The backlog, while useful for scheduling production, is not a meaningful indicator of future revenues as the order to ship cycle is extremely short.

Research and Development

We recognize that a strong technology base is essential to our long-term success and we have made a substantial investment in engineering and research and development. We will continue to devote substantial resources to product development and patent submissions. The patent submissions are primarily for defensive purposes, rather than for potential license revenue generation. We monitor changing customer needs and work closely with our customers, partners and market research organizations to track changes in the marketplace, including emerging industry standards.

Research and development expenses include costs for hardware and related software development, prototyping, certification and pre-production costs. We spent approximately $11.8 million, $10.7 million, and $10.0 million in our continuing operations for the fiscal years 2010, 2009, and 2008, respectively, in research and development.

Sales, Marketing and Support

We supply our products to public and private carriers, wireless infrastructure providers, wireless equipment distributors, value added resellers (VARs) and OEMs. PCTEL s direct sales force is technologically sophisticated and sales executives have strong industry domain knowledge. Our direct sales force supports the sales efforts of our distributors and OEM resellers.

Our marketing strategy is focused on building market awareness and acceptance of our new products. The marketing organization also provides a wide range of programs, materials and events to support the sales organization. We spent approximately $10.1 million, $7.7 million, and $10.5 million in our continuing operations for fiscal years 2010, 2009, and 2008, respectively, for sales and marketing support.

As of December 31, 2010, we employed 48 individuals as employees or consultants in sales and marketing in North America, Europe, Asia, and in Latin America. We employed 37 and 40 individuals as employees or consultants in sales and marketing at December 31, 2009 and 2008, respectively.

Manufacturing

We do final assembly of most of our antenna products and all of our OEM receiver and interference management product lines. We also have arrangements with several contract manufacturers but are not dependent on any one. If any of our manufacturers are unable to provide satisfactory services for us, other manufacturers are available, although engaging a new manufacturer could cause unwanted delays and additional costs. We have no guaranteed supply or long-term contract agreements with any of our suppliers.

Employees

As of December 31, 2010, we had 345 full-time equivalent employees, consisting of 201 in operations, 48 in sales and marketing, 65 in research and development, and 31 in general and administrative functions. Total full-time equivalent employees in continuing operations were 326 and 348 at December 31, 2009 and 2008, respectively. Headcount increased by 19 at December 31, 2010 from December 31, 2009 primarily because of increases in employees in sales and marketing and operations. None of our employees are represented by a labor union. We consider employee relations to be good.

Available Information

Our annual reports on Form 10-K, quarterly reports on Form 10-Q, current reports on Form 8-K, and amendments to such reports, are available free of charge through our website as soon as reasonably practicable after we electronically file such material with, or furnish it to, the United States Securities and Exchange Commission (the SEC). Our website is located at the following address: *www.pctel.com.* The information within, or that can be accessed through our website, is not part of this report. Further, any materials we file with the SEC may be read and copied by the public at the SEC s Public Reference Room, located at 450 W. Fifth Street, N.W., Washington, D.C. 20549. Information regarding the operation of the Public Reference Room can be obtained by calling the SEC at 1(800) SEC-0330. The SEC maintains an Internet site that contains reports, proxy and information statements and other information regarding our filings at www.*sec.gov*.

Item 1A: ***Risk Factors***

Factors That May Affect Our Business, Financial Condition and Future Operations

This annual report on Form 10-K, including Part II, Item 7, Management s Discussion and Analysis of Financial Condition and Results of Operations , contains forward-looking statements. These forward-looking statements are subject to substantial risks and uncertainties that could cause our future business, financial condition or results of operations to differ materially from our historical results or currently anticipated results, including those set forth below. Investors should carefully review the information contained in this Item 1A.

Risks Related to Our Business

Competition within the wireless product industry is intense and is expected to increase significantly. Our failure to compete successfully could materially harm our prospects and financial results.

The antenna market is highly fragmented and is served by many local product providers. We may not be able to displace established competitors from their customer base with our products.

Many of our present and potential competitors have substantially greater financial, marketing, technical and other resources with which to pursue engineering, manufacturing, marketing, and distribution of their products. These competitors may succeed in establishing technology standards or strategic alliances in the connectivity products markets, obtain more rapid market acceptance for their products, or otherwise gain a competitive advantage. We can offer no assurance that we will succeed in developing products or technologies that are more effective than those developed by our competitors. We can offer no assurance that we will be able to compete successfully against existing and new competitors as the connectivity wireless markets evolve and the level of competition increases.

Our wireless business is dependent upon the continued growth and evolution of the wireless industry.

Our future success is dependent upon the continued growth and evolution of the wireless industry. The growth in demand for wireless products and services may not continue at its current rate or at all. Any decrease in the growth of the wireless industry could have a material adverse effect on the results of our operations.

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Challenging economic conditions worldwide have from time to time contributed, and may continue to contribute, to slowdowns in the wireless industry at large, resulting in:

reduced demand for our products as a result of continued constraints on corporate spending by our customers,

increased price competition for our products,

risk of excess and obsolete inventory,

risk of supply constraints,

risk of excess facilities and manufacturing capacity, and

higher costs as a percentage of revenue and higher interest expense.

The world has experienced a global macroeconomic downturn, and if global economic and market conditions remain uncertain or deteriorate further, we may experience material impacts on our business, operating results, and financial condition.

Our future success depends on our ability to develop and successfully introduce new and enhanced products for the wireless market that meet the needs of our customers.

Our revenue depends on our ability to anticipate our existing and prospective customers needs and develop products that address those needs. Our future success will depend on our ability to introduce new products for the wireless market, anticipate improvements and enhancements in wireless technology and wireless standards, and to develop products that are competitive in the rapidly changing wireless industry. Introduction of new products and product enhancements will require coordination of our efforts with those of our customers, suppliers, and manufacturers to rapidly achieve volume production. If we fail to coordinate these efforts, develop product enhancements or introduce new products that meet the needs of our customers as scheduled, our operating results will be materially and adversely affected and our business and prospects will be harmed. We cannot assure that product introductions will meet the anticipated release schedules or that our wireless products will be competitive in the market. Furthermore, given the emerging nature of the wireless market, there can be no assurance our products and technology will not be rendered obsolete by alternative or competing technologies.

We may experience integration or other problems with potential acquisitions, which could have an adverse effect on our business or results of operations. New acquisitions could dilute the interests of existing stockholders, and the announcement of new acquisitions could result in a decline in the price of our common stock.

We may in the future make acquisitions of, or large investments in, businesses that offer products, services, and technologies that we believe would complement our products or services, including wireless products and technology. We may also make acquisitions of or investments in, businesses that we believe could expand our distribution channels. Even if we were to announce an acquisition, we may not be able to complete it. Additionally, any future acquisition or substantial investment would present numerous risks, including:

difficulty in integrating the technology, operations, internal accounting controls or work force of the acquired business with our existing business,

disruption of our on-going business,

difficulty in realizing the potential financial or strategic benefits of the transaction,

difficulty in maintaining uniform standards, controls, procedures and policies,

dealing with tax, employment, logistics, and other related issues unique to international organizations and assets we acquire,

possible impairment of relationships with employees and customers as a result of integration of new businesses and management personnel, and

impairment of assets related to resulting goodwill, and reductions in our future operating results from amortization of intangible assets.

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We expect that future acquisitions could provide for consideration to be paid in cash, shares of our common stock, or a combination of cash and our common stock. If consideration for a transaction is paid in common stock, this would further dilute our existing stockholders.

Our gross profit may vary based on the mix of sales of our products, and these variations may cause our net income to decline.

Depending on the mix of our product sold, our gross profit could vary from quarter to quarter. In addition, due in part to the competitive pricing pressures that affect our products and in part to increasing component and manufacturing costs, we expect gross profit from both existing and future products to decrease over time. A variance or decrease of our gross profit could have a negative impact on our financial results and cause our net income to decline.

Any delays in our sales cycles could result in customers canceling purchases of our products.

Sales cycles for our products with major customers can be lengthy, often lasting nine months or longer. In addition, it can take an additional nine months or more before a customer commences volume production of equipment that incorporates our products. Sales cycles with our major customers are lengthy for a number of reasons, including:

- our OEM customers and carriers usually complete a lengthy technical evaluation of our products, over which we have no control, before placing a purchase order,
- the commercial introduction of our products by OEM customers and carriers is typically limited during the initial release to evaluate product performance, and
- the development and commercial introduction of products incorporating new technologies frequently are delayed.

A significant portion of our operating expenses is relatively fixed and is based in large part on our forecasts of volume and timing of orders. The lengthy sales cycles make forecasting the volume and timing of product orders difficult. In addition, the delays inherent in lengthy sales cycles raise additional risks of customer decisions to cancel or change product phases. If customer cancellations or product changes were to occur, this could result in the loss of anticipated sales without sufficient time for us to reduce our operating expenses.

We generally rely on independent companies to manufacture, assemble and test our products. If these companies do not meet their commitments to us, or if our own assembly operations are impaired, our ability to sell products to our customers would be impaired.

We have limited manufacturing capability. For some product lines we outsource the manufacturing, assembly, and testing of printed circuit board subsystems. For other product lines, we purchase completed hardware platforms and add our proprietary software. While there is no unique capability with these suppliers, any failure by these suppliers to meet delivery commitments would cause us to delay shipments and potentially be unable to accept new orders for product.

In addition, in the event that these suppliers discontinued the manufacture of materials used in our products, we would be forced to incur the time and expense of finding a new supplier or to modify our products in such a way that such materials were not necessary. Either of these alternatives could result in increased manufacturing costs and increased prices of our products.

We assemble our antenna products in our facilities located in Illinois and China. We may experience delays, disruptions, capacity constraints or quality control problems at our assembly facilities, which could result in lower yields or delays of product shipments to our customers. In addition, we are having a number of our antenna products manufactured in China via contract manufacturers. Any disruption of our own or contract manufacturers operations could cause us to delay product shipments, which would negatively impact our sales, competitive reputation and position. In addition, if we do not accurately forecast demand for our products, we will have excess or insufficient parts to build our products, either of which could seriously affect our operating results.

In order for us to operate at a profitable level and continue to introduce and develop new products for emerging markets, we must attract and retain our executive officers and qualified technical, sales, support and other administrative personnel.

Our performance is substantially dependent on the performance of our current executive officers and certain key engineering, sales, marketing, financial, technical and customer support personnel. If we lose the services of our executives or key employees, replacements could be difficult to recruit and, as a result, we may not be able to grow our business.

Competition for personnel, especially qualified engineering personnel, is intense. We are particularly dependent on our ability to identify, attract, motivate and retain qualified engineers with the requisite education, background and industry experience. As of December 31, 2010, we employed a total of 65 people in our research and development department. If we lose the services of one or more of our key engineering personnel, our ability to continue to develop products and technologies responsive to our markets may be impaired.

Failure to manage our technological and product growth could strain our management, financial and administrative resources.

Our ability to successfully sell our products and implement our business plan in rapidly evolving markets requires an effective management planning process. Future product expansion efforts could be expensive and put a strain on our management by significantly increasing the scope of their responsibilities and by increasing the demands on their management abilities. To effectively manage our growth in these new technologies, we must enhance our marketing, sales, and research and development areas.

We may be subject to litigation regarding intellectual property associated with our wireless business and this could be costly to defend and could prevent us from using or selling the challenged technology.

In recent years, there has been significant litigation in the United States involving intellectual property rights. We expect potential claims in the future, including with respect to our wireless business. Intellectual property claims against us, and any resulting lawsuits, may result in our incurring significant expenses and could subject us to significant liability for damages and invalidate what we currently believe are our proprietary rights. These claims, regardless of their merits or outcome, would likely be time-consuming and expensive to resolve and could divert management s time and attention. This could have a material and adverse effect on our business, results of operation, financial condition and prospects. Any intellectual property litigation disputes related to our wireless business could also force us to do one or more of the following:

- cease selling, incorporating or using technology, products or services that incorporate the disputed intellectual property,

- obtain from the holder of the disputed intellectual property a license to sell or use the relevant technology, which license may not be available on acceptable terms, if at all, or

- redesign those products or services that incorporate the disputed intellectual property, which could result in substantial unanticipated development expenses.

If we are subject to a successful claim of infringement related to our wireless intellectual property and we fail to develop non-infringing intellectual property or license the infringed intellectual property on acceptable terms and on a timely basis, operating results could decline, and our ability to grow and sustain our wireless business could be materially and adversely affected. As a result, our business, financial condition, results of operation and prospects could be impaired.

We may in the future initiate claims or litigation against third parties for infringement of our intellectual property rights or to determine the scope and validity of our proprietary rights or the proprietary rights of our competitors. These claims could also result in significant expense and the diversion of technical and management personnel s attention.

Undetected failures found in new products may result in a loss of customers or a delay in market acceptance of our products.

To date, we have not been made aware of any significant failures in our products. However, despite testing by us and by current and potential customers, errors may be found in new products after commencement of commercial shipments, which could result in loss of revenue, loss of customers or delay in market acceptance, any of which could adversely affect our business, operating results, and financial condition. We cannot assure that our efforts to monitor, develop, modify and implement appropriate test and manufacturing processes for our products will be sufficient to avoid failures in our products that result in delays in product shipment, replacement costs or potential damage to our reputation, any of which could harm our business, operating results and financial condition.

Conducting business in foreign countries involve additional risks.

A substantial portion of our manufacturing, research and development, and marketing activities is conducted outside the United States, including the United Kingdom, Israel, Hong Kong, and China. There are a number of risks inherent in doing business in foreign countries, including: unfavorable political or economic factors; unexpected legal or regulatory changes; lack of sufficient protection for intellectual property rights; difficulties in recruiting and retaining personnel and managing international operations; and less developed infrastructure. If we are unable to manage successfully these and other risks pertaining to our international activities, our operating results, cash flows and financial position could be materially and adversely affected.

Our financial position and results of operations may be adversely affected if tax authorities challenge us and the tax challenges result in unfavorable outcomes.

We currently have international subsidiaries located in China, United Kingdom, and Israel as well as an international branch office located in Hong Kong. The complexities resulting from operating in several different tax jurisdictions increase our exposure to worldwide tax challenges. In the event a review of our tax filings results in unfavorable adjustments to our tax returns, our operating results, cash flows and financial position could be materially and adversely affected.

Conducting business in international markets involves foreign exchange rate exposure that may lead to reduced profitability.

We have current operations in United Kingdom, Israel, Hong Kong, and China. Fluctuations in the value of the U.S. dollar relative to other currencies may impact our revenues, cost of revenues and operating margins and may result in foreign currency translation gains and losses.

Risks Related to Our Industry

Our industry is characterized by rapidly changing technologies. If we are not successful in responding to rapidly changing technologies, our products may become obsolete and we may not be able to compete effectively.

We must continue to evaluate, develop and introduce technologically advanced products that will position us for possible growth in the wireless market. If we are not successful in doing so, our products may not be accepted in the market or may become obsolete and we may not be able to compete effectively.

Changes in laws or regulations, in particular future FCC Regulations or international regulations affecting the broadband market, internet service providers, or the communications industry, could negatively affect our

ability to develop new technologies or sell new products and, therefore, reduce our profitability.

The jurisdiction of the Federal Communications Commission (FCC) extends to the entire communications industry, including our customers and their products and services that incorporate our products. Future FCC regulations affecting the broadband access services industry, our customers or our products may harm our business.

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For example, future FCC regulatory policies that affect the availability of data and Internet services may impede our customers penetration into their markets or affect the prices that they are able to charge. In addition, FCC regulatory policies that affect the specifications of wireless data devices may impede certain of our customers ability to manufacture their products profitably, which could, in turn, reduce demand for our products. Furthermore, international regulatory bodies are beginning to adopt standards for the communications industry. Although our business has not been hurt by any regulations to date, in the future, delays caused by our compliance with regulatory requirements may result in order cancellations or postponements of product purchases by our customers, which would reduce our profitability.

Risks Related to our Common Stock

The trading price of our stock price may be volatile based on a number of factors, many of which are not in our control.

The trading price of our common stock has been highly volatile. The common stock price fluctuated from a low of $4.88 to a high of $7.07 during 2010. Our stock price could be subject to wide fluctuations in response to a variety of factors, many of which are out of our control, including:

- adverse change in domestic or global economic conditions, including the current economic crisis,
- announcements of technological innovations,
- new products or services offered by us or our competitors,
- actual or anticipated variations in quarterly operating results,
- changes in financial estimates by securities analysts,
- conditions or trends in our industry,
- our announcement of significant acquisitions, strategic partnerships, joint ventures or capital commitments,
- additions or departures of key personnel,
- mergers and acquisitions, and
- sales of common stock by our stockholders or us or repurchases by us.

In addition, the NASDAQ Global Market, where many publicly held telecommunications companies, including PCTEL, are traded, often experiences extreme price and volume fluctuations. These fluctuations often have been unrelated or disproportionate to the operating performance of these companies.

Provisions in our charter documents may inhibit a change of control or a change of management, which may cause the market price for our common stock to fall and may inhibit a takeover or change in our control that a stockholder may consider favorable.

Provisions in our charter documents could discourage potential acquisition proposals and could delay or prevent a change in control transaction that our stockholders may favor. Specifically, our charter documents do not permit stockholders to act by written consent, do not permit stockholders to call a stockholders meeting, and provide for a classified board of directors, which means stockholders can only elect, or remove, a limited number of our directors in any given year. These provisions could have the effect of discouraging others from making tender offers for our shares, and as a result, these provisions may prevent the market price of our common stock from reflecting the effects of actual or rumored takeover attempts and may prevent stockholders from reselling their shares at or above the price at which they purchased their shares. These provisions may also prevent changes in our management that our stockholders may favor.

Our board of directors has the authority to issue up to 5,000,000 shares of preferred stock in one or more series. The board of directors can fix the price, rights, preferences, privileges and restrictions of this preferred stock without any further vote or action by our stockholders. The rights of the holders of our common stock will be affected by, and may be adversely affected by, the rights of the holders of any preferred stock that may be issued in the future. Further, the issuance of shares of preferred stock may delay or prevent a change in control transaction without further action by our stockholders. As a result, the market price of our common stock may drop.

If we are unable to successfully maintain processes and procedures required by the Sarbanes-Oxley Act of 2002, to achieve and maintain effective internal control over our financial reporting, our ability to provide reliable and timely financial reports could be harmed and our stock price could be adversely affected.

We must comply with the rules promulgated under Section 404 of the Sarbanes-Oxley Act of 2002. Section 404 requires an annual management report assessing the effectiveness of our internal control over financial reporting and a report by our independent registered public accounting firm addressing this assessment.

While we are expending significant resources in maintaining the necessary documentation and testing procedures required by Section 404, we cannot be certain that the actions we are taking to achieve and maintain our internal control over financial reporting will be adequate. If the processes and procedures that we implement for our internal control over financial reporting are inadequate, our ability to provide reliable and timely financial reports, and consequently our business and operating results, could be harmed. This in turn could result in an adverse reaction in the financial markets due to a loss of confidence in the reliability of our financial reports, which could cause the market price of our common stock to decline.

Item 1B: ***Unresolved Staff Comments***

None

Item 2: ***Properties***

The following table lists our main facilities:

			Lease Term		
Location	**Square feet**	**Owned/Leased**	**Beginning**	**Ending**	**Purpose**
Bloomingdale, Illinois	75,517	Owned	N/A	N/A	antennas & corporate functions
Germantown, Maryland	20,704	Leased	2006	2013	scanning receiver products
Tianjin, China	14,747	Leased	2009	2012	antenna assembly
Beijing. China	5,393	Leased	2010	2013	research and development
San Antonio, Texas	4,159	Leased	2011	2016	sales office

New facilities

With the acquisition of Sparco, we assumed a lease for a 6,300 square foot facility used for operations and sales activities in San Antonio, Texas. We integrated the Sparco manufacturing and distribution operations in our Bloomingdale, Illinois facility in the third quarter 2010. When the Sparco lease terminated in January 2011, we moved the Sparco sales offices to a new location in San Antonio, Texas. The new sales office lease agreement terminates in June 2016.

In June 2010, we entered into an office lease for an antenna engineering in facility in Beijing, China. The term of the lease is through June 2013.

Terminated facility leases

We terminated a sales office lease in Sweden in January 2010.

All properties are in good condition and are suitable for the purposes for which they are used. We believe that we have adequate space for our current needs.

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Item 3: ***Legal Proceedings***

None

Item 4: ***Reserved***

PART II

Item 5: ***Market for Registrant s Common Equity, Related Stockholder Matters and Issuer Purchases of Equity Securities***

Price Range of Common Stock

PCTEL s common stock has been traded on the NASDAQ Global Market under the symbol PCTI since our initial public offering on October 19, 1999. The following table shows the high and low sale prices of our common stock as reported by the NASDAQ Global Market for the periods indicated.

	High	Low
Fiscal 2010:		
Fourth Quarter	$ 6.49	$ 5.72
Third Quarter	$ 6.69	$ 4.88
Second Quarter	$ 7.07	$ 5.04
First Quarter	$ 6.59	$ 5.72
Fiscal 2009:		
Fourth Quarter	$ 6.60	$ 5.27
Third Quarter	$ 6.80	$ 4.88
Second Quarter	$ 6.44	$ 4.20
First Quarter	$ 7.19	$ 3.83

The closing sale price of our common stock as reported on the NASDAQ Global Market on March 1, 2011 was $7.43 per share. As of that date there were 46 holders of record of the common stock. A substantially greater number of holders of the common stock are in street name or beneficial holders, whose shares are held of record by banks, brokers, and other financial institutions.

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Five-Year Cumulative Total Return Comparison

Notwithstanding any statement to the contrary in any of our previous or future filings with the SEC, this Company performance graph shall not be deemed filed with the SEC or soliciting material under the Exchange Act and shall not be incorporated by reference in any such filings.

The graph below compares the annual percentage change in the cumulative return to our stockholders with the cumulative return of the NASDAQ Composite Index and the S&P Information Technology Index for the period beginning December 31, 2005 and ending December 31, 2010. Returns for the indices are weighted based on market capitalization at the beginning of each measurement point. Note that historic stock price performance is not necessarily indicative of future stock price performance.

COMPARISON OF 5 YEAR CUMULATIVE TOTAL RETURN *
Among PCTEL, Inc., The NASDAQ Composite Index
And The S&P Information Technology Index

* $100 invested on 12/31/05 in stock or index, including reinvestment of dividends. Fiscal year ending December 31.

Dividends

We paid one cash dividend in our history in May 2008. This special dividend of $10.3 million was a partial distribution of the proceeds received from the January 2008 sale of MSG. We do not anticipate the payment of regular dividends in the future.

Sales of Unregistered Equity Securities

None.

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Issuer Purchases of Equity Securities

The following table provides the activity of our repurchase program during the three months ended December 31, 2010 (in thousand, except per share amounts):

Period	Total Number of Shares Purchased		Average Price per Share	Total Number of Shares Purchased as Part of Publicly Announced Programs		Approximate Dollar Value Value of Shares That May Yet be Purchased Under the Programs
October 1, 2010 October 31, 2010				1,029,552	$	3,902,805
November 1, 2010 November 30, 2010	162,467	$	6.27	1,192,019	$	2,884,483
December 1, 2010 December 31, 2010	50,880	$	6.39	1,242,899	$	2,559,381

We repurchase shares of our common stock under share repurchase programs authorized by our Board of Directors. All share repurchase programs are announced publicly. On November 21, 2008, the Board of Directors authorized the repurchase of shares up to a value of $5.0 million. In August 2010, we reached the authorized value limit under the November 2008 plan. On August 4, 2010, our Board of Directors authorized the repurchase of shares up to an additional value of $5.0 million. As of December 31, 2010, we have $2.6 million remaining to be purchased under the August 2010 program.

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Item 6: *Selected Consolidated Financial Data*

The following selected consolidated financial data should be read in conjunction with Management s Discussion and Analysis of Financial Condition and Results of Operations, the Consolidated Financial Statements and related notes and other financial information appearing elsewhere in this Annual Report on Form 10-K. The statement of operations data for the years ended December 31, 2010, 2009, and 2008 and the balance sheet data as of December 31, 2010 and 2009 are derived from audited financial statements included elsewhere in this Form 10-K. The statement of operations data for the years ended December 31, 2007 and 2006 and the balance sheet data as of December 31, 2008, 2007, and 2006 are derived from audited financial statements not included in this Form 10-K.

	Years Ended December 31,				
	2010	2009	2008	2007	2006
	(In thousands, except per share data)				
Consolidated Statement of Operations Data:					
Revenues	$ 69,254	$ 56,002	$ 76,927	$ 69,888	$ 76,768
Cost of revenues	38,142	29,883	40,390	37,827	39,929
Gross profit	31,112	26,119	36,537	32,061	36,839
Operating expenses:					
Research and development	11,777	10,723	9,976	9,605	9,169
Sales and marketing	10,095	7,725	10,515	10,723	10,993
General and administrative	10,224	9,674	10,736	12,652	13,068
Amortization of other intangible assets	2,934	2,225	2,062	1,987	3,593
Restructuring charges	931	493	353	2,038	389
Impairment of goodwill and other intangible assets	1,084	1,485	16,735		20,349
Loss on sale of product lines and related note receivable		379	882		
Royalties		(400)	(800)	(1,000)	(1,000)
Total operating expenses	37,045	32,304	50,459	36,005	56,561
Operating loss from continuing operations	(5,933)	(6,185)	(13,922)	(3,944)	(19,722)
Other income, net	602	919	85	2,831	3,303
Loss from continuing operations before benefit for income taxes and discontinued operations	(5,331)	(5,266)	(13,837)	(1,113)	(16,419)
Benefit for income taxes	(1,875)	(783)	(14,996)	(7,226)	(5,371)
Net income (loss) from continuing operations	(3,456)	(4,483)	1,159	6,113	(11,048)
Net Income (loss) from discontinued operations, net of tax provision			37,138	(82)	1,029

Net income (loss)	$ (3,456)	$ (4,483)	$ 38,297	$ 6,031	$ (10,019)
Basic earnings (loss) per share:					
Net income (loss) from continuing operations	$ (0.20)	$ (0.26)	$ 0.06	$ 0.29	$ (0.53)
Net income (loss) from discontinued operations			$ 1.94		$ 0.05
Net income (loss)	$ (0.20)	$ (0.26)	$ 2.00	$ 0.29	$ (0.48)
Diluted earnings (loss) per share:					
Net income (loss) from continuing operations	$ (0.20)	$ (0.26)	$ 0.06	$ 0.29	$ (0.53)
Net income (loss) from discontinued operations			$ 1.93		$ 0.05
Net income (loss)	$ (0.20)	$ (0.26)	$ 1.99	$ 0.28*	$ (0.48)
Dividends per common share			$ 0.50		
Shares used in computing basic earnings (loss) per share	17,408	17,542	19,158	20,897	20,810
Shares used in computing diluted earnings (loss) per share	17,408	17,542	19,249	21,424	20,810
Consolidated Balance Sheet Data:					
Cash, cash equivalents and short-term investments	$ 61,144	$ 63,439	$ 62,601	$ 65,575	$ 70,771
Working capital	78,860	78,889	82,046	85,449	84,779
Total assets	130,565	129,218	135,506	135,879	132,617
Total stockholders equity	116,655	121,068	125,318	124,567	120,693

* EPS numbers not additive due to rounding

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Item 7: *Management s Discussion and Analysis of Financial Condition and Results of Operations*

This report contains forward-looking statements within the meaning of Section 27A of the Securities Act of 1933 and Section 21E of the Securities Exchange Act of 1934. These statements include, among other things, statements concerning our future operations, financial condition and prospects, and business strategies. The words believe , expect , anticipate and other similar expressions generally identify forward-looking statements. Investors in the registrant s common stock are cautioned not to place undue reliance on these forward-looking statements. These forward-looking statements are subject to substantial risks and uncertainties that could cause our future business, financial condition, or results of operations to differ materially from the historical results or currently anticipated results. Investors should carefully review the information contained in Item 1A: Risk Factors and elsewhere in, or incorporated by reference into, this report.

Our 2010 revenues increased by $13.3 million, or 23.7%, to $69.3 million as compared to 2009, primarily due to overall improvements in the global economy and the resulting increase in spending by our customers. We recorded an operating loss of $5.9 million in 2010, $0.3 million lower than the operating loss recorded in 2009. The improvement in our operating loss was due an increase in our gross profit of $5.0 million, offsetting increased operating expenses of $4.7 million. We recorded a net loss of $3.5 million in 2010 compared to a net loss of $4.5 million for 2009. Our loss before taxes was approximately $5.3 million in both 2010 and 2009, but because of a higher tax benefit of $1.1 million in 2010 compared to 2009, our net loss improved by approximately $1.0 in 2010 compared to 2009.

Introduction

PCTEL is a global leader in propagation and optimization solutions for the wireless industry. We design and develop software-based radios (scanning receivers) for wireless network optimization and develop and distribute innovative antenna solutions. Additionally, we have licensed our intellectual property, principally related to a discontinued modem business, to semiconductor, PC manufacturers, modem suppliers, and others.

Revenue growth for antenna products is driven by emerging wireless applications in the following markets: public safety, military, and government applications; SCADA, health care, energy, smart grid and agricultural applications; indoor wireless, wireless backhaul, and cellular applications. Revenue growth for scanning receiver and interference management products is driven by the deployment of new wireless technology and the need for wireless networks to be tuned and reconfigured on a regular basis.

We have an intellectual property portfolio related to antennas, the mounting of antennas, and scanning receivers. These patents are being held for defensive purposes and are not part of an active licensing program.

While we have both scanning receiver and antenna product lines, we operate in one business segment. The product lines share sufficient management and resources that the financial reporting, upon which the CODM relies for allocating resources and assessing performance, is based on company-wide data. In the continuing operations for the year ended December 31, 2008 we had a reporting segment that licensed an intellectual property portfolio in the area of analog modem technology. However, as of June 30, 2009, the revenues and cash flows associated with Licensing were substantially complete, and the CODM ceased reviewing the financial information for Licensing. The Company, therefore, determined to cease treating licensing of such intellectual property as a separate business segment.

On January 4, 2008, we sold MSG to Smith Micro Software, Inc. (NASDAQ: SMSI). MSG produced mobility software products for WiFi, cellular, IMS, and wired applications. As required by GAAP, the consolidated financial statements separately reflect the MSG operations as discontinued operations for all periods presented.

Current Economic Environment

General domestic and global economic conditions have negatively impacted our financial results due to reduced corporate spending, and decreased consumer confidence. These economic conditions have negatively impacted several elements of our business and have resulted in our facing one of the most challenging periods in our history. It is uncertain how long the current economic conditions will last or how quickly any subsequent economic recovery will occur. If the economic recovery is slow to occur, our business, financial condition and results of operations could be further materially and adversely affected.

Results of Operations for Continuing Operations

Years ended December 31, 2010, 2009 and 2008 (All amounts in tables, other than percentages, are in thousands)

Revenues

	2010	2009	2008
Revenues	$ 69,254	$ 56,002	$ 76,927
Percent change from prior year	23.7%	(27.2)%	10.1%

Revenues were approximately $69.3 million for the year ended December 31, 2010, an increase of 23.7% from the prior year. In the year ended December 31, 2010 versus the prior year, approximately 20% of the increase in revenues is attributable to antennas and approximately 4% of the increase in revenues is attributable to scanning receivers. Revenue from our acquisitions as well as organic growth contributed to the increases in revenues. The improvement in antenna revenues in 2010 compared to 2009 reflects significantly stronger volume in our targeted vertical markets. Antenna sales improved to both our large distributors and to OEM resellers of our antennas. The increase in revenues of our scanning receivers in 2010 was primarily due to a general recovery in wireless test and measurement spending levels. We saw sales increases through our value added resellers, such as Ascom, Anite plc, and SwissQual AG.

Revenues were approximately $56.0 million for the year ended December 31, 2009, a decrease of 27.2% from the prior year. In the year ended December 31, 2009 versus the prior year, approximately 17% of the decline is attributable to antennas and approximately 10% of the decline is attributable to scanning receivers. Antenna revenues were lower in both our distribution and OEM channels, reflecting particular softness in land mobile radio systems, delays in the mobile WiMAX rollout, and defense related antenna sales. Scanning receiver revenues were lower due to reduced capital expenditures levels worldwide and due to delays in carrier spending caused by the transition from Evolution Data Optimized (EVDO) to the LTE technology standard for communication networks.

Gross Profit

	2010	2009	2008
Gross profit	$ 31,112	$ 26,119	$ 36,537
Percentage of revenues	44.9%	46.6%	47.5%
Percent change from prior year	(1.7)%	(0.9)%	1.6%

Gross profit as a percentage of total revenue was 44.9% in 2010 compared to 46.6% in 2009 and 47.5% in 2008. The margin percentage decrease is related to the relative revenue performance of our lower margin antenna products versus our higher margin scanning receiver products. Lower product margin contributed 0.3% of the margin percentage decrease and product mix contributed 1.4% of the margin percentage decrease for the year ended December 31, 2010 compared to the year ended December 31, 2009.

The gross margin percentage decrease in 2009 reflects the cost of lower overall volume over our fixed costs. Scanning receivers contributed approximately 0.5% of the margin percentage decrease and antennas contributed approximately

0.4% of the margin percentage decrease for the year ended December 31, 2009 compared to the year ended December 31, 2008.

Research and Development

	2010	2009	2008
Research and development	$ 11,777	$ 10,723	$ 9,976
Percentage of revenues	17.0%	19.1%	13.0%
Percent change from prior year	9.8%	7.5%	3.9%

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Research and development expenses increased $1.1 million from 2009 to 2010. In 2010, expenses increased $0.5 million related to the acquisition of the Ascom scanning receiver business and $0.6 million for product development, primarily for the launch of our MX scanning receiver platform.

Research and development expenses increased $0.7 million from 2008 to 2009. Expenses were higher in 2009 compared to the prior year because we invested in the development of MX scanning receiver platform and because we incurred expense for the integration of the antenna product lines acquired from Wi-Sys in January 2009.

We had 65, 75, and 67 full-time equivalent employees from continuing operations in research and development at December 31, 2010, 2009, and 2008, respectively.

Sales and Marketing

	2010	2009	2008
Sales and marketing	$ 10,095	$ 7,725	$ 10,515
Percentage of revenues	14.6%	13.8%	13.7%
Percent change from prior year	30.7%	(26.5)%	(1.9)%

Sales and marketing expenses include costs associated with the sales and marketing employees, sales representatives, product line management, and trade show expenses.

Sales and marketing expenses increased $2.4 million from 2009 to 2010. Sales and marketing expenses increased due to $0.7 million related to acquisition of Sparco, $0.6 million for increases in commissions and variable compensation related to higher revenues, and $1.1 million related to vertical markets and other sales investments.

Sales and marketing expenses decreased $2.8 million from 2008 to 2009 due to full year impact of headcount reductions and office closures in several unproductive international sales offices and due to lower commissions to sales people and manufacturers representatives. The headcount reductions occurred in the third and fourth quarters of 2008.

We had 48, 37, and 40 full-time equivalent employees from continuing operations in sales and marketing at December 31, 2010, 2009, and 2008, respectively.

General and Administrative

	2010	2009	2008
General and administrative	$ 10,224	$ 9,674	$ 10,736
Percentage of revenues	14.8%	17.3%	14.0%
Percent change from prior year	5.7%	(9.9)%	(15.1)%

General and administrative expenses include costs associated with the general management, finance, human resources, information technology, legal, public company costs, and other operating expenses to the extent not otherwise allocated to other functions.

General and administrative expenses increased $0.6 million from 2009 to 2010. This expense increase includes $0.7 million for higher stock-based compensation expense for employees in general and administrative functions and $0.4 million expense for the 2010 short-term incentive plan, offsetting reductions of $0.2 for legal expenses and $0.3 million for corporate and other administrative costs.

General and administrative expenses decreased $1.1 million from 2008 to 2009. The expense decrease was due to $0.7 million lower stock compensation expense for employees in general and administrative functions and $0.4 million due to net corporate cost reductions.

We had 31, 34, and 36 full-time equivalent employees in general and administrative functions at December 31, 2010, 2009, and 2008, respectively.

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Amortization of Other Intangible Assets

	2010	2009	2008
Amortization of other intangible assets	$ 2,934	$ 2,225	$ 2,062
Percentage of revenues	4.2%	4.0%	2.7%

The amortization of other intangible assets relates to our acquisitions from 2003 through 2010. Amortization expense increased by $0.7 million in 2010 compared to 2009 due to $1.5 million of additional amortization expense from our acquisitions in 2009 and 2010, offsetting $0.8 million of lower amortization expense because assets from the MAXRAD acquisition and from the product lines acquired from Andrew became fully amortized in 2010. The additional amortization expense of $1.5 million in 2010 consists of $0.7 million related to the assets acquired from Ascom in December 2009, $0.6 million related to the assets acquired from Sparco in January 2010, and $0.2 million related to the assets acquired as part of the settlement of the intellectual property dispute with Wider in December 2009. At December 31, 2010 we also impaired certain intangible assets related to the Ascom acquisition and the Wider settlement. See the impairment of goodwill and other intangible assets in Item 7 for additional information.

Amortization expense increased by $0.2 million in 2009 compared to 2008 due to additional amortization expense related to the acquisition of the product lines from Bluewave in March 2008 and the acquisition of Wi-Sys in January 2009

Restructuring Charges

	2010	2009	2008
Restructuring charges	$ 931	$ 493	$ 353
Percentage of revenues	1.3%	0.9%	0.5%

The 2010 restructuring expense consists of $0.8 million related to our functional reorganization and $0.1 million for the shutdown and relocation of our Sparco operations. During the second quarter 2010, we reorganized from a business unit structure to a more streamlined functional organizational structure to implement our mission. Mr. Jeff Miller, who previously led our Antenna Products Group, was assigned to the position of Senior Vice President, Sales and Marketing. Mr. Anthony Kobrinetz joined us in April 2010 as Vice President, Technology and Operations. A restructuring plan was established to reduce the overhead and operating costs associated with operating distinct groups. The restructuring plan consisted of the elimination of twelve positions. The restructuring expense of $0.8 million includes severance, payroll related benefits and placement services. During the third quarter 2010, we shutdown our Sparco operations other than our sales office in San Antonio, Texas and integrated these manufacturing and distribution activities in our Bloomingdale, Illinois facility. The restructuring plan consisted of the elimination of five positions. We incurred restructuring expense of $0.1 million for severance, payroll benefits, and other relocation costs during 2010.

The 2009 restructuring expense includes $0.3 million for Bloomingdale antenna restructuring and $0.2 million for Wi-Sys restructuring. In order to reduce costs with the antenna operations in the Bloomingdale, Illinois location, we terminated thirteen employees during the three months ended March 31, 2009 and terminated five additional employees during the three months ended June 30, 2009. We recorded $0.3 million in restructuring expense for severance payments for these eighteen employees. During the second quarter 2009, we exited the Ottawa, Canada location related to the Wi-Sys acquisition and integrated those operations in to our Bloomingdale, Illinois location.

The restructuring expense of $0.2 million relates to employee severance, lease termination, and other shut down costs.

The 2008 restructuring expense includes $0.3 million for corporate overhead restructuring and $0.1 million for international sales office restructuring. In the first quarter of 2008, we incurred restructuring expense of $0.3 million for employee severance costs related to reductions in corporate overhead. In November 2008, we announced the closure of our sales office in New Delhi, India, effective December 2008. We incurred restructuring charges of $0.1 million for severance payouts and lease obligations.

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Impairment of Goodwill and Other Intangible Assets

	2010	2009	2008
Impairment of goodwill and other intangible assets	$ 1,084	$ 1,485	$ 16,735
Percentage of revenues	1.6%	2.7%	21.8%

In December 2010, we recorded an impairment of other intangible assets of $1.1 million. The impairment expense included $0.9 million for an impairment of the distribution rights and trade name acquired in the Wider settlement, and $0.2 million for a partial impairment of the technology and non-compete agreements acquired from Ascom. The 2010 revenues resulting from the products acquired from Ascom and the products related to the settlement with Wider were significantly lower than our revenue projections used in the original accounting valuations. We considered these revenue variances as a triggering event that the carrying value of the long lived intangible assets subject to amortization may not be fully recoverable and may be less than the fair value at December 31, 2010.

In March 2009, we recorded goodwill impairment of $1.5 million. The goodwill impairment includes $0.4 million of goodwill remaining from our Licensing business and $1.1 million in goodwill recorded with the Wi-Sys acquisition in January 2009. We tested our goodwill for impairment because our market capitalization was below our book value at March 31, 2009. We considered this market capitalization deficit as a triggering event.

In 2008, we recorded a goodwill impairment of $16.7 million based on the results from our annual test of goodwill impairment.

See the discussion of this goodwill impairment within the critical accounting estimates section of Item 7.

Loss on Sale of Product Lines and Related Note Receivable

	2010	2009	2008
Loss on sale of product lines and related note receivable	$	$ 379	$ 882
Percentage of revenues		0.7%	1.1%

In 2009, we reserved for a $0.4 million outstanding receivable balance from SWTS due to uncertainty of collection. The reserve was recorded as a loss on sale of product line and related note receivable in the consolidated statements of operations. The related note was formally written-off and cancelled on March 4, 2010.

In the fourth quarter of 2008 we sold certain antenna products and related assets to SWTS. SWTS purchased the intellectual property, dedicated inventory, and certain fixed assets related to four of our antenna product families for $0.7 million, payable in installments at close and over a period of 18 months. The four product families represent the last remaining products acquired by us through our acquisition of Sigma in July 2005. SWTS and Sigma are unrelated. In the year ended December 31, 2008, we recorded a $0.9 million loss on sale of product lines, separately within operating expenses in the consolidated statements of operations. The net loss included the book value of the assets sold to SWTS, impairment charges, and incentive payments due to the new employees of SWTS, net of the proceeds due to us. We sold inventory with a net book value of $0.8 million and wrote off intangible assets including goodwill of $0.5 million. The intangible asset write-off was the net book value and the goodwill write-off was a pro-rata portion of goodwill. We paid incentive payments of $0.1 million and calculated $0.5 million in proceeds based on the principal value of the installment payments excluding imputed interest.

Royalties

	2010	2009	2008
Royalties	$	$ 400	$ 800
Percentage of revenues		0.7%	1.0%

In May 2003, we completed the sale of certain of our assets to Conexant Systems, Inc. (Conexant). Concurrent with this sale of assets, we entered into a patent licensing agreement with Conexant. We received royalties under this agreement on a quarterly basis through June 30, 2009. The royalty payments under this agreement were completed on June 30, 2009, and we do not expect any additional royalties.

Other Income, Net

	2010	2009	2008
Other income, net	$ 602	$ 919	$ 85
Percentage of revenues	0.9%	1.6%	0.1%

Other income, net, consists of interest income, investment gains and losses, foreign exchange gains and losses, interest expense, and miscellaneous income. For the year ended December 31, 2010, other income, net consisted of approximately $0.4 million of interest income, approximately $0.3 million of miscellaneous income, and foreign exchange losses of $42. The miscellaneous income is primarily related to the write-off of contingent consideration associated with the Ascom acquisition. The liabilities related to revenue targets in 2010 and 2011. The revenue target for 2010 was not met, and as of December 31, 2010, we determined that the revenue target for 2011 would more than likely not be met.

For the year ended December 31, 2009, other income, net consisted of approximately $.06 million of interest income, approximately $0.3 million on realized investment gains, and foreign exchange losses of $57. The realized gains were from liquidations of our positions in the Columbia Strategic Cash Portfolio fund with Bank of America (CSCP). We recorded investment gains from the CSCP of $0.3 million in the year ended December 31, 2009 and investment losses from the CSCP of $2.4 million in the year ended December 31, 2008. The CSCP fund was closed to new subscriptions or redemptions in December 2007, resulting in our inability to immediately redeem our investments for cash. The fund was fully liquidated in December 2009.

For the year ended December 31, 2008, other income, net consisted of approximately $2.6 million, investment losses from the CSCP of approximately $2.4 million, and foreign exchange losses of $136. Interest income declined in 2010 compared to both 2009 due to lower interest rates and interest income declined in 2009 compared to 2008 due to lower interest rates and lower average cash balances.

Benefit for Income Taxes

	2010	2009	2008
Benefit for income taxes	$ 1,875	$ 783	$ 14,996
Effective tax rate	35.2%	14.9%	108.4%

The effective tax rate was approximately equal to the Federal statutory rate of 35% during 2010. The effective tax rate differed from the statutory Federal rate of 35% by approximately 20% during 2009 primarily due to foreign taxes, a rate change to our deferred tax assets, and the non-tax deductibility for the Wi-Sys goodwill impairment. These items accounted for 6%, 6%, and 8% of this rate difference, respectively. Our statutory rate is 35% because we paid U.S. taxes in 2008 at the 35% rate, and we will carry back our 2009 tax losses against the 2008 taxes paid.

The effective tax rate differed from the statutory Federal rate of 35% by approximately 73% during 2008 primarily due to the release of our valuation allowance of $9.8 million. The release of the valuation allowance accounted for 71% of this rate difference. We reversed our valuation allowance because our projected income is more than adequate to offset our deferred tax assets remaining after disposition of the Sigma assets in the third quarter 2008.

At December 31, 2010, we net deferred tax assets of $10.7 million and a valuation allowance of $0.7 million against the deferred tax assets. We maintain a valuation allowance due to uncertainties regarding realizability. The valuation allowance at December 31, 2010 relates to deferred tax assets in tax jurisdictions in which we no longer have significant operations. Significant management judgment is required to assess the likelihood that our deferred tax assets will be recovered from future taxable income, and the carryback available to offset against prior year gains. On a regular basis, management evaluates the recoverability of deferred tax assets and the need for a valuation allowance.

Net Income from Discontinued Operations, Net of Tax Provision

	2010	2009	2008
Net income from discontinued operations, net of tax provision	$	$	$ 37,138

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In January 2008, we completed the sale of our MSG division to Smith Micro in accordance with an Asset Purchase Agreement (the Smith Micro APA) entered into between Smith Micro and us and publicly announced on December 10, 2007. Under the terms of the Smith Micro APA, Smith Micro purchased substantially all of the assets of the MSG division for total consideration of $59.7 million in cash. In the transaction, we retained the accounts receivable, non customer-related accrued expenses and accounts payable of the division. Substantially all of the employees of MSG continued as employees of Smith Micro in connection with the completion of the acquisition. The results of operations of MSG have been classified as discontinued operations.

The sale of MSG in January 2008 qualified as a discontinued operation for the year ended December 31, 2008. The results of MSG have been excluded from our continuing operations and reported separately as discontinued operations. See also Note 3 in the notes to the consolidated financial statements for additional information on discontinued operations.

Discontinued operations for the year ended December 31, 2008 included the gain on the sale of MSG of $60.3 million in addition to net loss from operations of $0.3 million and income tax expense of $22.8 million. The loss of $82 from discontinued operations in 2007 included the full year of revenues and expenses. The expenses included $0.8 million in costs for professional services in the fourth quarter 2007 associated with the sale of MSG. There was no activity related to discontinued operations in 2009 or 2010.

Liquidity and Capital Resources

	Years Ended December 31,		
	2010	**2009**	**2008**
Net (loss) income from continuing operations	$ (3,456)	$ (4,483)	$ 1,159
Charges for depreciation, amortization, stock-based compensation, and other non-cash items	9,718	8,202	25,254
Changes in operating assets and liabilities	(2,910)	4,171	(3,425)
Net cash provided by operating activities	3,352	7,890	22,988
Net cash used in investing activities	(10,465)	(15,060)	(2,290)
Net cash used in financing activities	(4,463)	(2,082)	(40,916)
Net cash provided by discontinued operations			38,477
Cash and cash equivalents at the end of the year	$ 23,998	$ 35,543	$ 44,766
Short-term investments at the end of the year	37,146	27,896	17,835
Long-term investments at the end of the year	9,802	12,135	15,258
Short-term borrowings at the end of the year			
Working capital at the end of the year	$ 78,860	$ 78,889	$ 82,046

Liquidity and Capital Resources Overview

At December 31, 2010, our cash and investments were approximately $70.9 million, of which $9.8 million are classified as long term assets as they have maturities from 13 to 24 months, and we had working capital of approximately $78.9 million. Our primary source of liquidity is cash provided by operations, with short term swings in liquidity supported by a significant balance of cash and short-term investments. The balance has fluctuated with cash from operations, acquisitions and divestitures, and the repurchase of our common shares.

Within operating activities, we are historically a net generator of operating funds from our income statement activities and a net user of operating funds for balance sheet expansion. We expect this historical trend to continue in the future. Fiscal year 2009 was an exception as we generated operating funds from the balance sheet as working capital declined with revenues.

Within investing activities, capital spending historically ranges between 3% and 5% of our revenue. The primary use of capital is for manufacturing and development engineering requirements. We historically have significant transfers between investments and cash as we rotate our large cash and short-term investment balances between money market funds, which are accounted for as cash equivalents, and other investment vehicles. We have a history of supplementing our organic revenue growth with acquisitions of product lines or companies, resulting in significant uses of our cash and investments from time to time. We expect the historical trend for capital spending and the variability caused by moving money between cash and investments and periodic merger and acquisition activity to continue in the future.

Within financing activities, we have historically generated funds from the exercise of stock options and proceeds from the issuance of common stock through our employee stock purchase plan (ESPP) and used funds to repurchase shares of our common stock through our share repurchase programs. Whether this activity results in our being a net user of funds versus a net generator of funds largely depends on our stock price during any given year.

We believe that the existing sources of liquidity, consisting of cash, short-term investments and cash from operations, will be sufficient to meet our working capital needs for the foreseeable future. We continue to evaluate opportunities for development of new products and potential acquisitions of technologies or businesses that could complement the business. We may use available cash or other sources of funding for such purposes.

Operating Activities:

We generated $3.4 million of funds from operating activities for the year ended December 31, 2010. The income statement was a net generator of $6.3 million of funds and changes in the balance sheet was a net user of $2.9 million of funds. The increase in accounts receivable accounted for a use of $3.9 million in funds primarily because revenues increased $3.7 million in the fourth quarter 2010 compared to the fourth quarter 2009. We generated funds of $1.7 million and $3.2 million from increases in accounts payable and accrued liabilities, respectively. Our accounts payable increased due to higher inventory purchases in 2010 and our accrued liabilities increased due to higher accruals for bonuses and sales commissions. We increased our inventory purchases during 2010 because of the increase in revenues.

We generated $7.9 million of funds from operating activities for the year ended December 31, 2009. The income statement was a net generator of $3.7 million of funds and changes in the balance sheet provided $4.2 million of funds. Despite lower revenues in 2009, we generated cash from operations because we reduced our cash expenditures and working capital requirements. The decline in accounts receivable accounted for a source of $4.6 million in funds primarily because revenues declined $3.5 million in the fourth quarter 2009 compared to the fourth quarter 2008. We used funds of $0.4 million and $2.5 million of cash for accounts payable and accrued liabilities. Our accounts payable declined due to lower inventory purchases and our accrued liabilities declined in 2009 due to reductions in bonuses and sales commission. We lowered our inventory purchases during 2009 to correspond to the decline in revenues. We had no expense in 2009 for cash bonuses under our Short-Term Incentive Plan and we also had lower sales commissions in 2009 because of lower revenues.

We generated $23.0 million of funds from operating activities for the year ended December 31, 2008. The income statement was a net generator of $26.4 million of funds and the balance sheet was a net user of $3.4 million of funds. The net collection of accounts receivables provided cash of $2.1 million and an increase in accounts payable provided cash of $1.5 million during 2008. The receivable collections included $1.9 million of MSG accounts receivables from December 31, 2007 that were retained by us. We used cash of $1.3 million on increases in inventories and $1.6 million on decreases in other accrued liabilities. The increase in inventories was due to purchases in the fourth quarter 2008 to meet our customer commitments. The decrease in accrued liabilities is primarily due to payments for professional services incurred in December 2007 for the MSG sale.

Investing Activities:

Our investing activities used $10.5 million of cash during the year ended December 31, 2010. We used $2.1 million for the acquisition of Sparco in January 2010. We rotated $66.0 million of cash into short and long-term investments during the year ended December 31, 2010. Redemptions and maturities of our investments in pre-refunded municipal bonds, U.S. Government Agency bonds, and corporate bonds provided $59.1 million of cash during the year ended December 31, 2010. For the year ended December 31, 2010, our capital expenditures were $1.3 million. The rate of capital expenditures in relation to revenues for the year ended December 31, 2010 is below the low end of our historical range. In 2011, we are implementing a new enterprise resource planning (ERP) system. We expect to spend approximately $2.0 million on the new system that will standardize and upgrade our business information systems.

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Our investing activities used $15.1 million of cash during the year ended December 31, 2009. We used $6.5 million for the acquisitions of Wi-Sys in January 2009 and for the scanning receiver assets from Ascom in December 2009. We also used $0.8 million for the settlement with Wider in December 2009. We rotated $31.8 million of cash into short and long-term investments during the year ended December 31, 2009. Redemptions and maturities of short-term investments provided $25.2 million of cash during the year ended December 31, 2009. The redemptions included $8.6 million from our shares in the CSCP and $16.6 million from maturities and redemptions of pre-refunded municipal and U.S. Government Agency bonds. For the year ended December 31, 2009, our capital expenditures were $1.5 million. The rate of capital expenditures in relation to revenues for the year ended December 31, 2009 is at the low end of our historical range.

We used $2.3 million for investing activities during the year ended December 31, 2008. Redemptions from the CSCP provided $28.0 million in funds and we rotated $24.5 million to other short-term and long-term investments. During the year ended December 31, 2008, we used $3.9 million for the purchase of assets from Bluewave in March 2008 and $2.7 million for capital expenditures. Our 2008 capital expenditures included $0.6 million for a new China design center. The China design center represents expansion of our antenna engineering capacity. In 2008, we received $0.8 million from the sale and related royalties of our modem business to Conexant in 2003.

Financing Activities:

Our financing activities used $4.5 million in cash during the year ended December 31, 2010. We used $4.9 million to repurchase our common stock under share repurchase programs and we received $0.4 million from shares purchased through the ESPP.

Our financing activities used $2.1 million in cash during the year ended December 31, 2009. We used $2.5 million to repurchase our common stock under share repurchase programs and we received $0.4 million from shares purchased through the ESPP.

Our financing activities used $40.9 million of funds during the year ended December 31, 2008. We used $34.2 million to repurchase our common stock under share repurchase programs and we used $10.3 million for a $0.50 per share special cash dividend. We generated $2.2 million from the proceeds from the sale of common stock related to stock option exercises and shares purchased through the ESPP. Tax benefits from stock compensation and proceeds from the sale of common stock related to stock option exercises and shares purchased through the ESPP generated $1.4 million. In April 2008, we used $0.1 million to repay a short-term loan for our Tianjin, China subsidiary.

Contractual Obligations and Commercial Commitments

The following summarizes our contractual obligations at December 31, 2010 for office and product assembly facility leases, office equipment leases and purchase obligations, and the effect such obligations are expected to have on the liquidity and cash flows in future periods (in thousands):

	Payments Due by Period				
	Total	**Less than 1 year**	**1-3 years**	**4-5 years**	**After 5 years**
Operating leases:					
Facility(a)	$ 1,725	$ 646	$ 946	$ 133	$ 0
Equipment(b)	138	42	96		
Purchase obligations(c)	5,265	5,265			

Total	$	7,128	$	5,953	$	1,042	$	133	$	0

(a) Future payments for the lease of office and production facilities.

(b) Future payments for the lease of office equipment.

(c) Includes purchase orders or contracts for the purchase of inventory, as well as for other goods and services, in the ordinary course of business, and excludes the balances for purchases currently recognized as liabilities on the balance sheet.

We also have a liability related to uncertain positions for Income Taxes of $1.2 million at December 31, 2010. We do not know when this obligation will be paid.

Off-Balance Sheet Arrangements

None.

Critical Accounting Policies and Estimates

The preparation of our consolidated financial statements in accordance with generally accepted accounting principles requires us to make estimates and judgments that affect the reported amounts of assets and liabilities and the disclosure of contingent assets and liabilities at the date of the financial statements, and the reported amounts of revenue and expenses during the period reported. By their nature, these estimates and judgments are subject to an inherent degree of uncertainty. Management bases its estimates and judgments on historical experience, market trends, and other factors that are believed to be reasonable under the circumstances. Actual results may differ from these estimates under different assumptions or conditions.

Revenue Recognition

We recognize revenue when the following criteria are met: persuasive evidence of an arrangement exists, delivery has occurred or services have been rendered, price is fixed and determinable, and collectability is reasonably assured. We recognize revenue for sales of the antenna products and software defined radio products, when title transfers, which is predominantly upon shipment from the factory. For products shipped on consignment, we recognize revenue upon delivery from the consignment location. Revenue recognition is also based on estimates of product returns, allowances, discounts, and other factors. These estimates are based on historical data. We believe that the estimates used are appropriate, but differences in actual experience or changes in estimates may affect future results.

Accounts Receivable and Allowance for Doubtful Accounts

Accounts receivable are recorded at invoiced amount. We extend credit to our customers based on an evaluation of a company s financial condition and collateral is generally not required. We maintain an allowance for doubtful accounts for estimated uncollectible accounts receivable. The allowance is based on our assessment of known delinquent accounts, historical experience, and other currently available evidence of the collectability and the aging of accounts receivable. Although management believes the current allowance is sufficient to cover existing exposures, there can be no assurance against the deterioration of a major customer s creditworthiness, or against defaults that are higher than what has been experienced historically.

Excess and Obsolete Inventory

We maintain reserves to reduce the value of inventory to the lower of cost or market and reserves for excess and obsolete inventory. Reserves for excess inventory are calculated based on our estimate of inventory in excess of normal and planned usage. Obsolete reserves are based on our identification of inventory where carrying value is above net realizable value. These reserves are based on our estimates and judgments regarding sales volumes, utilization, and product mix. We believe that the estimates used are appropriate, but differences in actual experience or changes in estimates may affect future results.

Warranty Costs

We offer repair and replacement warranties of primarily two years for antenna products and one year for scanners and receivers. Our warranty reserve is based on historical sales and costs of repair and replacement trends. We believe that the estimates used are appropriate, but differences in actual experience or changes in estimates may affect future results.

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Stock-based Compensation

We recognize stock-based compensation expense for all share based payment awards in accordance with fair value recognition provisions. Under the fair value provisions, we recognize stock-based compensation expense net of an estimated forfeiture rate, recognizing compensation cost only for those awards expected to vest over requisite service periods of the awards. Stock-based compensation expense and disclosures are dependent on assumptions used in calculating such amounts. These assumptions include risk-free interest rates, expected term of the stock-based compensation instrument granted, volatility of stock and option prices, expected time between grant date and date of exercise, attrition, performance, and other factors. These factors require us to use judgment. Our estimates of these assumptions typically are based on historical experience and currently available market place data. While management believes that the estimates used are appropriate, differences in actual experience or changes in assumptions may affect our future stock-based compensation expense and disclosures.

Income Taxes

Income taxes are accounted for under the asset and liability method. Deferred tax assets and liabilities are recognized for the future tax consequences attributable to differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax bases and operating loss and tax credit carryforwards. Deferred tax assets and liabilities are measured using enacted tax rates expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. The effect on deferred tax assets and liabilities of a change in tax rates is recognized in income in the period that includes the enactment date.

Our continuing operations have international subsidiaries located in China, United Kingdom, and Israel as well as an international branch office located in Hong Kong. The complexities brought on by operating in several different tax jurisdictions inevitably lead to an increased exposure to worldwide taxes. Should review of the tax filings result in unfavorable adjustments to our tax returns, the operating results, cash flows, and financial position could be materially and adversely affected.

We are subject to the continuous examination of our income tax returns by the Internal Revenue Service and other tax authorities. A change in the assessment of the outcomes of such matters could materially impact our consolidated financial statements. The calculation of tax liabilities involves dealing with uncertainties in the application of complex tax regulations. We recognize liabilities for anticipated tax audit issues based on our estimate of whether, and the extent to which, additional taxes may be required. If we ultimately determine that payment of these amounts is unnecessary, then we reverse the liability and recognize a tax benefit during the period in which we determine that the liability is no longer necessary. We also recognize tax benefits to the extent that it is more likely than not that our positions will be sustained if challenged by the taxing authorities. To the extent we prevail in matters for which liabilities have been established, or are required to pay amounts in excess of our liabilities, our effective tax rate in a given period may be materially affected. An unfavorable tax settlement would require cash payments and may result in an increase in our effective tax rate in the year of resolution. A favorable tax settlement would be recognized as a reduction in our effective tax rate in the year of resolution.

Valuation Allowances for Deferred Tax Assets

We establish an income tax valuation allowance when available evidence indicates that it is more likely than not that all or a portion of a deferred tax asset will not be realized. In assessing the need for a valuation allowance, we consider the amounts and timing of expected future deductions or carryforwards and sources of taxable income that may enable utilization. We maintain an existing valuation allowance until sufficient positive evidence exists to support its reversal. Changes in the amount or timing of expected future deductions or taxable income may have a material impact on the level of income tax valuation allowances. Our assessment of the realizability of the deferred tax assets requires judgment about our future results. Inherent in this estimation is the requirement for us to estimate future book and taxable income and possible tax planning strategies. These estimates require us to exercise judgment about our future results, the prudence and feasibility of possible tax planning strategies, and the economic environment in which we do business. It is possible that the actual results will differ from the assumptions and require adjustments to the allowance. Adjustments to the allowance would affect future net income.

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Variable Interest Entities

We consolidate variable interest entities (VIE) when we are the primary beneficiary. During 2008 and 2009, we evaluated the SWTS entity to determine if SWTS was a variable interest entity. Our evaluation of SWTS included assumptions on revenue and cash flows. At December 31, 2009 and 2008, respectively, we concluded that SWTS was a variable interest entity but we were not its primary beneficiary and in March 2010, our note receivable from SWTS was formally written-off and cancelled. As of March 2010, we have no relationship with SWTS.

Impairment Reviews of Goodwill

We perform an annual impairment test of goodwill at the end of the first month of our fiscal fourth quarter (October 31st), or at an interim date if an event occurs or if circumstances change that would more likely than not reduce the fair value below our carrying value. The process of evaluating the potential impairment of goodwill is subjective because it requires the use of estimates and assumptions. We use both the Income approach and the Market approach for determining the fair value of the reporting unit as step one in the test for impairment. For the Income approach, we use the Discounted Cash Flow (DCF) method and for the Market approach, we use the Comparable Business (CB) method for determining fair value.

The DCF method considers the future cash flow projections of the business and the value of those projections discounted to the present day. The DCF method requires us to use estimates and judgments about our future cash flows. Although we base cash flow forecasts on assumptions that are consistent with plans and estimates we use to manage our business, there is considerable judgment in determining the cash flows. Assumptions related to future cash flows and discount rates involve significant management judgment and are subject to significant uncertainty.

The CB method is a valuation technique by which the fair value of the equity of a business is estimated by comparing it to publicly-traded companies in similar lines of business. The multiples of key metrics of other similar companies (revenue and/or EBITDA) are applied to the historical and/or projected results of the business being valued to determine its fair value. This method requires us to use estimates and judgments when determining comparable companies. We assess such factors as size, growth, profitability, risk, and return on investment. We believe that the accounting estimates related to valuation of goodwill is a critical accounting estimate because it requires us to make assumptions that are highly uncertain about the future cash flows of our business.

The sum of the reporting units fair value using the DCF and CB methods plus the fair value of our cash and investments is reconciled to the sum of our total market capitalization plus a control premium (Adjusted Market Capitalization). The control premium is based on the discounted cash flows associated with obtaining control of us in an acquisition of the entire company. In the event that Adjusted Market Capitalization is less than the calculated Fair Value, the negative variance is allocated back to the reporting units fair value in proportion to their calculated fair values under the methods previously described in order to arrive at an adjusted fair value.

While the use of historical results and future projections can result in different valuations for a company, it is a generally accepted valuation practice to apply more than one valuation technique to establish a range of values for a business. Since each technique relies on different inputs and assumptions, it is unlikely that each technique would yield the same results. However, it is expected that the different techniques would establish a reasonable range. In determining the fair value, we weigh the two methods equally because we believe both methods have an equal probability of providing an appropriate fair value.

Since we had no goodwill in 2010, a review of goodwill for impairment was not required. We performed reviews of goodwill for impairment in 2009 and 2008.

2009 Goodwill Analysis

With the acquisition of Wi-Sys in January 2009, we booked $1.1 million of goodwill. Since our market capitalization plus a control premium during the first quarter 2009 was significantly below the book value of our net assets, including the full amount of the goodwill from the Wi-Sys acquisition during the first quarter, we considered this market capitalization deficit to be a triggering event at March 31, 2009 for the evaluation of goodwill for impairment. Because we had goodwill for our BTG and Licensing reporting units, we performed the goodwill analysis using these two reporting units.

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Step One DCF Method and the CB Method

For the cash flow projections of BTG, we projected a pro-forma income statement for BTG for the five calendar years ending December 31, 2013. The cash flow projections reflected the acquisition of Wi-Sys in January 2009. In step one , the calculation of our fair value was higher than the carrying value of BTG at March 31, 2009. However, when applying the market capitalization deficit to the step one fair values, there was a deficit between the fair value of BTG and the carrying value of its assets. We concluded that the goodwill was impaired.

Step Two Reconciliation of Reporting Units Fair Value to PCTEL s Market Capitalization

The market capitalization at March 31, 2009 was $81.0 million, to which a $6.5 million control premium (6%) was added based on the DCF of our after-tax costs of being a public company to arrive at the market capitalization plus control premium of $87.5 million. Based on the reconciliation between BTG s fair value and the Adjusted Market Capitalization, a negative Adjusted Market Capitalization variation condition existed at March 31, 2009. We concluded that the full amount of the goodwill was impaired at March 31, 2009. We recorded an impairment charge for $1.1 million.

At March 31, 2009, the undiscounted cash flows of the Licensing unit were lower than the carrying amount of the net book value of the Licensing unit. We recorded impairment for the remaining $0.4 million of goodwill from our Licensing unit.

2008 Annual Goodwill Analysis

In 2008, we managed our business as two operating segments, BTG and Licensing. We determined these operating segments were our reporting units. We tested each reporting unit for possible goodwill impairment by comparing each reporting unit s net book value to fair value.

Step One DCF Method and the CB Method

For the cash flow projections of BTG, we projected a pro-forma income statement for BTG for the two months ended December 31, 2008 and for the five calendar years ending December 31, 2013. In step one , the calculation of our fair value was lower than the carrying value of the assets of BTG at October 31, 2008. We concluded that goodwill impairment was likely.

Step Two Reconciliation of Reporting Units Fair Value to PCTEL s Market Capitalization

The market capitalization at October 31, 2008 was $107.2 million to which a $6.5 million control premium (6%) was added based on the DCF of our after-tax costs of being a public company to arrive at the market capitalization plus control premium of $113.7 million. We considered whether the market capitalization at October 31st was appropriate for use in the step one calculation as the market capitalization for the six months prior to the annual test date averaged $184.1 million. We concluded that the market had not reflected the economic recession outlook in its stock price prior to October 2008. The average market capitalization for the months of October 2008 through January 2009 averaged $113.7 million, which indicates that the decline in market capitalization in October 2008 is other than temporary. Therefore the October 31st market capitalization was used. Based on the reconciliation between BTG s fair value and the Adjusted Market Capitalization, a negative Adjusted Market Capitalization variation condition existed in 2008. As a result of our lower market capitalization in 2008, we recorded an impairment charge for $16.7 million. The goodwill impairment of $16.7 million was 100% of the goodwill associated with BTG.

For Licensing, we used an undiscounted cash flow model for determining fair value. The reporting unit had stable predictable cash flow and a finite life, as the last of the modem licensing agreements contractually reach paid up status in June 2009. Given the finite life, the difference between undiscounted and discounted cash flow is immaterial. The annual tests of goodwill in the fourth quarter of 2008 did not indicate impairment was likely.

Impairment Reviews of Definite-Lived Intangible Assets

Management reviews definite-lived intangible assets, investments and other long-lived assets for fair value when events or changes in circumstances indicate that their carrying values may not be fully recoverable. This analysis differs from our goodwill analysis in that a definite-lived intangible asset impairment is only deemed to have occurred if the sum of the forecasted undiscounted future cash flows related to the assets being evaluated is less than the carrying value of the assets. The estimate of long-term cash flows includes long-term forecasts of revenue growth, gross margins, and operating expenses. All of these items require significant judgment and assumptions. An impairment loss may exist when the estimated undiscounted cash flows attributable to the assets are less than the carrying amount. Changes in the estimates of forecasted cash flows may cause additional asset impairments, which could result in charges that are material to our results of operations.

2010 Analysis

We conducted a long-lived asset impairment analysis in the fourth quarter of 2010 because the 2010 revenues resulting from the products acquired from Ascom and the products related to the settlement with Wider were significantly lower than our revenue projections used in the original accounting valuations. We considered these revenue variances as an triggering event that the carrying value of the long lived intangible assets subject to amortization may not be fully recoverable and may be less than the fair value at December 31, 2010. The evaluation was done on the specific assets and related cash flows to which the carrying values relate. The forecasted future undiscounted cash flows were less than the carrying value at the asset group level for the distribution rights and trade names for Wider and the in-process research and development and non-compete agreements for Ascom. Based on the results of our analysis, we recorded a $1.1 million impairment loss at December 31, 2010. The impairment expense consisted of $0.9 million for the intangible assets related to Wider and $0.2 million for the intangible assets related to Ascom. Our assumptions required significant judgment and actual cash flows may differ from those forecasted.

2009 Analysis

Based on the triggering event related to our market capitalization in the first quarter 2009, we reevaluated the carrying value of the intangible assets. We concluded that there was no impairment of other intangible assets in relation to the test at March 31, 2009. There was no triggering event in the second, third, or fourth quarters of 2009.

2008 Analysis

We conducted a long-lived asset impairment analysis in the fourth quarter of 2008 because our annual impairment test for goodwill in 2008 yielded an impairment of BTG s goodwill in the amount of $16.7 million. While there is no direct market price comparison available for BTG s intangible assets, we believed that the indicated fair value deficit in the calculation beyond the goodwill balance was an indication that there may be a significant market price decline in the intangible assets.

We tested the intangible asset balances at October 31, 2008 to determine whether the carrying value of the intangible assets exceeds their fair value . Fair value means the discounted cash flows expected to result from the use of the asset over its life. The BTG intangible assets with remaining book balances subject to amortization at October 31, 2008 were the trademarks, technology, and customer relationships associated with the acquisitions of the MAXRAD®, Andrew, and Bluewave™ antenna products. The evaluation was done on the specific assets or asset groups and related cash flows to which the carry values relate. The forecasted future undiscounted cash flows were greater than the carrying value at the asset group level for all three intangible asset groups. The results of the analysis lead us to conclude that no impairment loss shall be recognized at December 31, 2008. Additionally, there is nothing in the analysis and underlying worksheets that would lead management to conclude that there should be a revision of the original amortization period contemplated for the assets. Our assumptions required significant judgment and actual cash flows may differ from those forecasted.

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Recent Accounting Pronouncements

In January 2010, the Financial Accounting Standards Board (FASB) issued Accounting Standards Update (ASC) No. 2010-06, Improving Disclosures about Fair Value Measurements, which amends the Accounting Standards Codification (ASC) Topic 820, Fair Value Measurements and Disclosures. ASU No. 2010-06 amends the ASC to require disclosure of transfers into and out of Level 1 and Level 2 fair value measurements, and requires more detailed disclosure about the activity within Level 3 fair value measurements. The guidance became effective for us with the reporting period beginning January 1, 2010, except for the disclosure on the roll forward activities for Level 3 fair value measurements, which will become effective for us with the reporting period beginning July 1, 2011. The guidance requires expanded disclosures only, and will not have any impact on our consolidated financial statements

Item 7A: *Quantitative and Qualitative Disclosures about Market Risk*

We are exposed to market risk from changes in interest rates, foreign exchange rates, credit risk, and investment risk as follows:

Interest Rate Risk

We manage the sensitivity of our results of operations to interest rate risk on cash equivalents by maintaining a conservative investment portfolio. The primary objective of our investment activities is to preserve principal without significantly increasing risk. To achieve this objective, we maintain our portfolio of cash equivalents, short-term investments, and long-term investments in AAA money market funds, pre-refunded municipal bonds, U.S. government agency bonds or AAA money market funds invested exclusively in government agency bonds and AA or higher rated corporate bonds. Our cash in U.S. banks is fully insured by the Federal Deposit Insurance Corporation (FDIC).

Due to changes in interest rates, our future investment income may fall short of expectations. A hypothetical increase or decrease of 10% in market interest rates would not result in a material decrease in interest income earned through maturity on investments held at December 31, 2010. We do not hold or issue derivatives, derivative commodity instruments or other financial instruments for trading purposes.

Foreign Currency Risk

We are exposed to currency fluctuations due to our foreign operations and because we sell our products internationally. We manage the sensitivity of our international sales by denominating the majority of transactions in U.S. dollars. If the United States dollar uniformly increased or decreased in strength by 10% relative to the currencies in which our sales were denominated, our net loss would not have changed by a material amount for the year ended December 31, 2010. For purposes of this calculation, we have assumed that the exchange rates would change in the same direction relative to the United States dollar. Our exposure to foreign exchange rate fluctuations, however, arises in part from translation of the financial statements of foreign subsidiaries into U.S. dollars in consolidation. As exchange rates vary, these results, when translated, may vary from expectations and adversely impact overall expected profitability.

We had $0.7 million of cash in foreign bank accounts at December 31, 2010. As of December 31, 2010, we had no intention of repatriating the cash in our foreign bank accounts to the U.S. If we decide to repatriate the cash in foreign bank accounts, we may experience difficulty in repatriating this cash in a timely manner. We may also be exposed to foreign currency fluctuations and taxes if we repatriate these funds.

Credit Risk

The financial instruments that potentially subject us to credit risk consist primarily of trade receivables. For trade receivables, credit risk is the potential for a loss due to a customer not meeting its payment obligations. Our customers are concentrated in the wireless communications industry. Estimates are used in determining an allowance for amounts which we may not be able to collect, based on current trends, the length of time receivables are past due and historical collection experience. Provisions for and recovery of bad debts are recorded as sales and

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marketing expense in the consolidated statements of operations. We perform ongoing evaluations of customers credit limits and financial condition. Generally, we do not require collateral from customers. As of December 31, 2010 one customer accounts receivable balance represented 14% of gross receivables and no other customer accounts receivable balance represented greater than 10% of gross receivables. At December 31, 2009, no customer accounts receivable balance represented greater 10% or greater of gross receivable. Our allowances for potential credit losses have historically been adequate compared to actual losses. One customer represented 10% of our revenues in both 2010 and 2009.

Investment Risk

On December 22, 2009, we received the final redemption from our investment in the Columbia Strategic Cash Portfolio fund with Bank of America (CSCP). This fund was closed to new subscriptions or redemptions in December 2007, resulting in our inability to immediately redeem our investments for cash. The fair value of our investment in this fund at December 31, 2008 was $8.6 million based on the net asset value of the fund. In the year ending December 31, 2009, we received redemptions of $8.9 million and we realized gains of $0.3 million from the increase in the net asset value of the fund. The gains were recorded in other income, net in our consolidated statements of operations. Through December 31, 2009, we recorded cumulative losses on our CSCP investment of $2.6 million.

Item 8: ***Financial Statements and Supplementary Data***

PCTEL, INC.

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REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

The Board of Directors and Stockholders
PCTEL, Inc.

We have audited PCTEL, Inc. (a Delaware Corporation) and subsidiaries (the Company) 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 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 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, PCTEL, Inc. and subsidiaries 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 COSO.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), the consolidated balance sheets of the Company as of December 31, 2010 and 2009 and the related consolidated statements of operations, shareholders equity, and cash flows for each of the years in the three-year period ended December 31, 2010 and our report dated March 16, 2011 expressed an unqualified opinion on those financial statements.

/s/ GRANT THORNTON LLP

Chicago, Illinois
March 16, 2011

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REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Board of Directors and Stockholders
PCTEL, Inc.

We have audited the accompanying consolidated balance sheets of PCTEL, Inc. (a Delaware corporation) and subsidiaries (the Company) as of December 31, 2010 and 2009, and the related consolidated statements of operations, stockholders equity, and cash flows for each of the three years in the period ended December 31, 2010. Our audits of the basic consolidated financial statements included the financial statement schedule listed in the index appearing under Item 15(a)(2). These financial statements and financial schedule are the responsibility of the Company s management. Our responsibility is to express an opinion on these financial statements and financial statement 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 audits 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 presents fairly, in all material respects, the financial position of PCTEL, Inc. and subsidiaries as of December 31, 2010 and 2009, and the results of its 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. Also in our opinion, the related financial statement schedule, when considered in relation to the basic consolidated 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), PCTEL, Inc. and subsidiaries 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) and our report dated March 16, 2011, expressed an unqualified opinion.

/s/ GRANT THORNTON LLP

Chicago, Illinois
March 16, 2011

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PCTEL, INC.

CONSOLIDATED BALANCE SHEETS
(in thousands, except share data)

	December 31, 2010	December 31, 2009
ASSETS		
Cash and cash equivalents	$ 23,998	$ 35,543
Short-term investment securities	37,146	27,896
Accounts receivable, net of allowance for doubtful accounts of $160 and $89 at December 31, 2010 and December 31, 2009, respectively	13,873	9,756
Inventories, net	10,729	8,107
Deferred tax assets, net	1,013	1,024
Prepaid expenses and other assets	3,900	2,541
Total current assets	90,659	84,867
PROPERTY AND EQUIPMENT, net	11,088	12,093
LONG-TERM INVESTMENT SECURITIES	9,802	12,135
OTHER INTANGIBLE ASSETS, net	8,865	9,241
DEFERRED TAX ASSETS, net	9,004	9,947
OTHER NONCURRENT ASSETS	1,147	935
TOTAL ASSETS	$ 130,565	$ 129,218
LIABILITIES AND STOCKHOLDERS EQUITY		
Accounts payable	$ 4,253	$ 2,192
Accrued liabilities	7,546	3,786
Total current liabilities	11,799	5,978
Long-term liabilities	2,111	2,172
Total liabilities	13,910	8,150
STOCKHOLDERS EQUITY:		
Common stock, $0.001 par value, 100,000,000 shares authorized, 18,285,784 and 18,494,499 shares issued and outstanding at December 31, 2010 and December 31, 2009, respectively	18	18
Additional paid-in capital	137,154	138,141
Accumulated deficit	(20,578)	(17,122)
Accumulated other comprehensive income	61	31
Total stockholders equity	116,655	121,068
TOTAL LIABILITIES AND STOCKHOLDERS EQUITY	$ 130,565	$ 129,218

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

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PCTEL, INC.

CONSOLIDATED STATEMENTS OF OPERATIONS
(in thousands, except per share data)

	Years Ended December 31, 2010	2009	2008
CONTINUING OPERATIONS			
REVENUES	$ 69,254	$ 56,002	$ 76,927
COST OF REVENUES	38,142	29,883	40,390
GROSS PROFIT	31,112	26,119	36,537
OPERATING EXPENSES:			
Research and development	11,777	10,723	9,976
Sales and marketing	10,095	7,725	10,515
General and administrative	10,224	9,674	10,736
Amortization of other intangible assets	2,934	2,225	2,062
Restructuring charges	931	493	353
Impairment of goodwill and other intangible assets	1,084	1,485	16,735
Loss on sale of product lines and related note receivable		379	882
Royalties		(400)	(800)
Total operating expenses	37,045	32,304	50,459
OPERATING LOSS FROM CONTINUING OPERATIONS	(5,933)	(6,185)	(13,922)
OTHER INCOME, NET	602	919	85
LOSS FROM CONTINUING OPERATIONS BEFORE INCOME TAXES AND DISCONTINUED OPERATIONS	(5,331)	(5,266)	(13,837)
BENEFIT FOR INCOME TAXES	(1,875)	(783)	(14,996)
NET INCOME (LOSS) FROM CONTINUING OPERATIONS	(3,456)	(4,483)	1,159
DISCONTINUED OPERATIONS			
NET INCOME FROM DISCONTINUED OPERATIONS, NET OF TAX BENEFIT FOR INCOME TAXES OF $0, $0, AND $22,877, RESPECTIVELY			37,138
NET INCOME (LOSS)	($ 3,456)	($ 4,483)	$ 38,297
Basic Earnings per Share:			
Net Income (Loss) from Continuing Operations	$ (0.20)	$ (0.26)	$ 0.06
Net Income from Discontinued Operations			$ 1.94
Net Income (Loss)	$ (0.20)	$ (0.26)	$ 2.00
Diluted Earnings per Share:			
Net Income (Loss) from Continuing Operations	$ (0.20)	$ (0.26)	$ 0.06

Net Income from Discontinued Operations						$	1.93
Net Income (Loss)		$	(0.20)	$	(0.26)	$	1.99
Weighted average shares	Basic		17,408		17,542		19,158
Weighted average shares	Diluted		17,408		17,542		19,249

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

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PCTEL, INC.

CONSOLIDATED STATEMENTS OF STOCKHOLDERS EQUITY
(in thousands)

	Common Stock	Additional Paid-In Capital	Retained Deficit	Accumulated Other Comprehensive Income (Loss)	Total Stockholders Equity
BALANCE, JANUARY 1, 2008	$ 22	$ 165,108	$ (40,640)	$ 77	$ 124,567
Stock-based compensation		4,402			4,402
Issuance of shares for stock purchase and option plans		2,239			2,239
Cancellation of shares for payment of withholding tax		(1,076)			(1,076)
Repurchase of common stock	(4)	(34,153)			(34,157)
Tax effect from stock based compensation		1,410			1,410
Net income			38,297		38,297
Dividend			(10,296)		(10,296)
Change in cumulative translation adjustment, net				(68)	(68)
BALANCE, DECEMBER 31, 2008	$ 18	$ 137,930	$ (12,639)	$ 9	$ 125,318
Stock-based compensation	1	3,361			3,362
Issuance of shares for stock purchase and option plans		427			427
Cancellation of shares for payment of withholding tax		(822)			(822)
Repurchase of common stock	(1)	(2,509)			(2,510)
Tax effect from stock based compensation		(246)			(246)
Net loss			(4,483)		(4,483)
Change in cumulative translation adjustment, net				22	22
BALANCE, DECEMBER 31, 2009	$ 18	$ 138,141	$ (17,122)	$ 31	$ 121,068
Stock-based compensation	1	4,609			4,610
Issuance of shares for stock purchase and option plans		468			468
Cancellation of shares for payment of withholding tax		(887)			(887)
Repurchase of common stock	(1)	(4,931)			(4,932)

Tax effect from stock based compensation				(246)						(246)
Net loss						(3,456)				(3,456)
Change in cumulative translation adjustment, net								30		30
BALANCE, DECEMBER 31, 2010	$	18	$	137,154	$	(20,578)	$	61	$	116,655

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

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PCTEL, INC.

CONSOLIDATED STATEMENT OF CASH FLOWS
(in thousands)

	Years Ended December 31,		
	2010	2009	2008
Operating Activities:			
Net (loss) income			