GAIAM, INC
Form 10-K
March 11, 2011
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UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 10-K

(Mark One)

x **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

¨ **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 0-27517

GAIAM, INC.

(Exact name of registrant as specified in its charter)

COLORADO	**84-1113527**
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification No.)

833 WEST SOUTH BOULDER ROAD

LOUISVILLE, CO 80027

(Address of principal executive offices)

(303) 222-3600

(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
Class A Common Stock, $.0001 par value	**NASDAQ Stock Market LLC**

Securities registered pursuant to section 12(g) of the Act: **None**

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

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

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 x NO ¨

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

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

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

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

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Act.) YES ¨ NO x

The aggregate market value of the voting common equity held by non-affiliates of the registrant was approximately $99,260,422 as of June 30, 2010, based upon the closing price on the NASDAQ Global Market on that date. The registrant does not have non-voting common equity.

As of March 7, 2011, 17,899,121 shares of the registrant s Class A common stock and 5,400,000 shares of the registrant s Class B common stock were outstanding.

DOCUMENTS INCORPORATED BY REFERENCE

The following documents (or portions thereof) are incorporated by reference into the Parts of this Form 10-K noted:

Part III incorporates by reference from the definitive proxy statement for the registrant s 2011 Annual Meeting of Shareholders to be filed with the Commission pursuant to Regulation 14A not later than 120 days after the end of the fiscal year covered by this Form.

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GAIAM, INC.

Annual Report on Form 10-K

For the Fiscal Year Ended December 31, 2010

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PART I

Item 1. Business

Our Business

We are a lifestyle media company providing a broad selection of information, media, products and services to customers who value personal development, wellness, ecological lifestyles, and responsible media. We offer our customers the ability to make purchasing decisions and find responsible content based on these values while providing quality offerings at a price comparable to mainstream alternatives. We market our content, media and products through a multi-channel approach including digital media channels, direct to consumers via catalogs, the Internet, direct response television, broadband, subscriptions and communities as well as traditional retail stores. At the end of 2010, not counting digital channels, our products were carried by approximately 65,000 retail stores in the United States alone, and we had over 10 million direct customers.

We have established ourselves as a lifestyle multiplatform media brand, content producer and licensor, information resource and authority in the Lifestyles of Health and Sustainability (LOHAS) market including the emerging Conscious Media market. We seek to become a unifying symbol of these emerging media and lifestyle genres. Our lifestyle brand is built around our ability to develop and offer media content, products, lifestyle solutions and community to consumers in the LOHAS and Conscious Media markets, and to increasingly aware mainstream audiences. Our content forms the basis of our proprietary offerings, on which we realize our highest margins, which then drive demand for parallel product and service offerings. Our operations are vertically integrated from content creation, through product development and sourcing, to customer service and distribution. We market our products and services across three segments: business, direct-to-consumer, and solar. We distribute the majority of our products in our business and direct to consumer segments from our fulfillment center. We also utilize a third party replication and fulfillment center for some of our media distribution in our business segment.

The LOHAS Market

The LOHAS market consists of five main sectors:

- ***Healthy Living.*** Natural and organic foods, dietary supplements, personal care products and related information and services.

- ***Integrative Healthcare.*** Health and wellness solutions and alternative health practices that compliment traditional approaches.

- ***Personal Development.*** Solutions, information, products and experiences relating to mind, body and spiritual development.

- ***Ecological Lifestyles.*** Environmentally friendly cleaning and household products, organic cotton clothing and bedding, and eco-tourism.

- ***Sustainable Economy.*** Renewable energy, energy conservation, recycled goods, environmental management services, sustainable manufacturing processes and related information and services.

We participate in all five sectors of the LOHAS market, which we believe generates over $200 billion in annual sales. Our emphasis is on Personal Development, Ecological Lifestyles and Integrative Healthcare.

The Conscious Media Market

We consider the Conscious Media market to consist of five distinct sectors:

Personal Development. Informative and inspiring content that helps people to live a better life.

Family Entertainment. Entertainment that can be enjoyed by the entire family, containing no violence or profanity.

Documentaries. Educational and informational programming (edutainment).

Inspirational Entertainment. Entertainment that inspires people to expand their awareness and pursue positive changes in their lives.

Children s. Children s entertainment and edutainment with a positive message.

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Our Content

Our business model revolves around content creation, which forms the basis for our proprietary products. We have an in house production studio and team which produces programming that has won 100 Telly awards and several medals at the International New York Film Festival. We are fully high definition and 5.1 surround sound capable and do the majority of our authoring and editing in house at our Colorado facility ensuring the quality standards that drive our awards. We also develop children s programming, which has been the recipient of several Parent s Choice and Kids First Awards recognizing new products that help children grow imaginatively, physically, and mentally. During 2010, we added 250 titles to our DVD library increasing our library to over 3,100 titles. We also develop and market music and audio CDs and publish printed content. Our content management systems allow us to port content to multiple relevant devices and platforms, allowing us to reach growing audiences anytime, anywhere. We own all rights to the majority of our titles allowing us to continue to expand our reach as content moves into the digital age.

Our Products

Our visual media programs represent an integral part of our proprietary product offering. In 2010, excluding the solar segment, our proprietary products constituted over 86% of our product sales.

Our Sales Channels

We conduct our business across three segments. Our business segment customers are primarily national retailers, corporate accounts and the media. We conduct our direct to consumer business through our direct response marketing programs, catalogs, Internet and subscription community sales channels. We design and install solar energy systems and related renewable energy products and sustainable living resources through our solar segment.

Media

We develop, produce and license information and programming targeted to consumers who value personal development, wellness, spirituality, and inspirational entertainment. We have an award-winning library of titles that we sell to retailers, license to selected distributors operating outside of the United States, and license or sublicense for broadcast and download. We are developing our own channel, and strategically partnering with other media companies, to distribute our digital media content over the Internet. Some of our media partners include Google, YouTube, Amazon, iTunes and Netflix. All of our licensing arrangements require our branding to be prominent on the programming and are subject to royalty agreements with our performing artists. While our licensing of the rights to manufacture and distribute certain of our media lowers recognized revenue, we improve contribution margins and branding through this licensing. We intend to continue to seek new licensees for our brand internationally.

DRTV

We use direct response television (DRTV) marketing to promote LOHAS products and services, particularly those aimed at the fitness/wellness market. DRTV marketing is a highly-scalable distribution channel for segments of our LOHAS product suite, and also provides broad marketing support for our retail partners, as well as creating new direct customers to which we cross-market a wide range of LOHAS products and services via the Internet, and subscription segments. We capitalize on both long-form DRTV shows as well as leading home shopping channels such as QVC.

Retailers

Since the inception of our retailer channel in 1998, we have increased our breadth and diversity. As of the end of 2010, our media titles could be found in approximately 65,000 stores in the United States. We currently sell our media and other products across a variety of leading retailers, including bookstores such as Barnes & Noble; media stores such as Best Buy; beauty stores such as Ulta; home furnishing stores such as Bed, Bath and Beyond, ABC Carpet and Home, and Kohl s; natural food stores such as Whole Foods Market; sporting goods stores such as Dick s and REI; mass merchants such as Target, our largest customer, and WalMart; e-tailers such as Amazon.com and Drugstore.com; and wholesale clubs such as Costco and Sam s Club. Many of these retailers display our products in branded store within store lifestyle presentations that may include custom fixtures that we design. We implemented our first store within store concept late in 2000 and the concept has grown, partially driven by new store within stores at Best Buy, to over 14,700 stores by the end of 2010, up from 11,000 stores at the end of 2009 and 10,000 at the end of 2008. In 2008 we expanded our market reach to the professional health and fitness industry by purchasing SPRI Products, Inc.

Our branded products are found in Canada, Mexico, Japan, Italy, the United Kingdom and Australia. We sell our media products to international accounts primarily under licensing agreements.

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Services

We conduct operations as a solar energy integrator through our majority owned subsidiary Real Goods Solar, Inc., offering turnkey services including the design, procurement, installation, grid connection, monitoring, maintenance and referrals for third-party financing of solar energy systems. We also sell renewable energy products and sustainable living resources through Real Goods nationally distributed catalog and website. During 2008, Real Goods consummated its initial public offering of its Class A common shares and completed acquisitions targeted towards expanding and enhancing its solar market. These acquisitions were Carlson Solar, Inc., Independent Energy Systems, Inc., and Regrid Power, Inc., solar energy integrators, located in both southern and northern California.

Catalogs

We offer a variety of LOHAS products directly to the consumer through our catalogs and through some consumer lifestyle publications. During 2010, we strategically reduced our catalog circulation by an additional 20%. Our customer demographics are highly regarded with our customers having an average income over $92,000 and over 65% of them being college educated.

Internet

We use the Internet to sell our products and to provide information on the LOHAS lifestyle. We promote our website through our visual media, catalogs, print publications, product packaging and Internet links. We provide customer support for Internet sales from our in-house call center as a key component of our Internet approach. Having an Internet presence and loyal customers is a competitive advantage as media moves to the Internet through digital subscription services.

Subscription Services

We offer a variety of subscription paid services. These services include online communities under various brands and subscription clubs. We currently offer subscription services under the following clubs: The Firm; Kettlenetics, Spiritual Cinema Circle; and Gaiam Yoga Club. We are expanding our subscription services with subscription content, streaming services and online e courses.

Our Operations

Sales Channels, Product Development and Sourcing

We sell our branded products across various sales channels. Non-proprietary products are only available through our catalogs and over the Internet. We use our catalog and Internet channels to test products before we develop products under our brand and distribute them through our other sales channels. Because we use a multi-channel approach to our business we are able to leverage our media and product development costs across all channels of our business.

Our proprietary offerings are designed by our development team and sourced both domestically and internationally by our merchandisers through third party suppliers that produce these products to our specifications. We design our products to supply information, enhance customers lifestyles and experiences and provide healthy, natural solutions while being eco-friendly and promoting a sustainable economy. We also screen the environmental and social responsibility of our suppliers. In order to minimize risk we often identify an alternate supplier for our products in a separate location.

Customer Service

We focus on building and maintaining customer relationships that thrive on loyalty and trust. We maintain a no-risk guarantee policy, whereby we provide a customer a full refund for our products that are returned at any time, for any reason. We have established a most valued customer program, which extends added benefits to our most loyal catalog and Internet customers. Our in-house customer service department includes product specialists who have specific product knowledge and assist customers in selecting products and solutions that meet their needs. We employ telephone routing software that directs each call to the appropriate representative. Our policy is to ship orders no later than the next business day, which we accomplish by stocking inventory that supports over 85% of our orders. We believe that by offering exceptional customer service we encourage repeat purchases by our customers, enhance our brand identity and reputation and build stronger relationships with our customers.

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Established Infrastructure

During 2010 we optimized and consolidated our distribution center near Cincinnati, Ohio, into one building, thereby realizing significant cost savings. This distribution center provides fulfillment for the majority of our current domestic business needs and has the capacity to support the growth of our business. This central U.S. location allows us to achieve shipping cost efficiencies to most locations. The center is also located within 30 minutes of several major shipping company hubs. We use a supply chain management system that supports our entire operation, including fulfillment, inventory management, and customer service. Our fulfillment center is connected to our other facilities by a state-of-the art voice-over-Internet telecom network that allows us to maintain a high degree of connectivity within our organization.

Our Growth Strategies

Expand our Media Offering

Proprietary and authentic content lies at the core of our business model. Our media offerings introduce customers to us and help establish us as an authority in the LOHAS market. Our primary focus is on leveraging our content and branded lifestyle offerings through various channels including traditional and digital media, catalogs, the Internet, and national retailers. We believe that the content-centric strategy is a competitive advantage and the multi-channel approach allows us the broadest possible consumer reach. It also provides the optimal context for us to market lifestyle products that are appropriate companions to the media. We are fast becoming a multi-channel digital company. Our content and products will meet the consumer wherever they are.

We will continue to develop authentic content that caters to the LOHAS lifestyle and distribute it in DVD, book and audio formats and also accelerate our efforts in the digital media, broadcast and online categories. During 2009, we expanded our fitness media library by producing celebrity content with Trudie Styler, Bob Greene and Marisa Tomei. In 2011, we will have some new personalities, such as The Biggest Loser host and star, Jillian Michaels, who currently has the number one title on Videoscan, and expand our licensing relationship with Oregon Scientific to include not only the fitness category, but also wellness. We intend to continue to expand our brand to the Conscious Media market, which incorporates family, inspirational, edutainment and children s media. We believe we can establish our brand as a leading brand in some of these media categories.

We will continue our partnership with The Discovery Channel, which began in 2009, licensing Discovery branded content for sale in our retail channel and digitally on the Internet. We are the exclusive licensee for new launches of all the Discovery Channel DVDs, including all properties of Animal Planet, TLC, Discovery Channel, HD Theater, the Science Channel ID and The Military Channel. We will also have access to the entire Discovery branded library as the rights expire with their current licensees.

We have expanded our visual media offerings internationally and plan to continue to grow this opportunity. We also intend to broaden the variety of formats we offer by making our content available online to our consumers in both one-shot purchase format or subscription services.

Capitalize on our market share positioning

Based on Nielsen s Videoscan, since 2004 we have more than doubled our U.S. DVD market share in the fitness/wellness category to approximately 40% in 2010, up from 34% in 2009. At the end of 2010, we were ranked 1st in the fitness U.S. DVD category. During 2010, the fitness DVD category grew 3% while the total DVD category declined 9%. We will utilize our leadership position and sacrifice some of our market share in fitness in order to assume a category management role bringing competitive product into the mix to establish the most complete fitness assortment in the business. We tested this concept with Target in 2008 and are now expanding the category management concept to other specialty channels. By assuming this category management role, we improved our revenues and profits as well as expanded the exposure of the category. This category management program is currently in 5,700 doors, up from 4,000 doors at the end of 2009.

Based on the same Nielsen report, we ended 2010 5th in the non-theatrical U.S. DVD category with 7% market share, up from 5% at the end of 2009. We intend to continue to grow our market share in the non-theatrical category through the production and acquisition of Conscious Media titles, focusing on edutainment, family and children s entertainment. We also plan to extend our line of offerings into wellness and green living with solution based programming and media based kits, building store within store wellness offerings and continuing to grow our retail presence.

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Improve our Profit Margins

We believe we can improve our profit margins with several distinct strategies. We will continue to focus our sales strategy on media that carries over 70% gross margins. We are establishing ourselves as a brand in the Conscious Media and wellness/fitness media market as well as in a genre we call edutainment. By continuing to grow our market share in media, we believe we can attract more media producers to work with our brand instead of the traditional studio or distributor model.

We launched a continuity and subscription business with our acquisition of Spiritual Cinema. This business carries over 80% gross margins and connects our media content directly to the consumer. We expect to continue to invest in this channel of business. We believe that with the increase in broadband acceptance in the consumer marketplace, coupled with our specialized media library and loyal direct customer base, we have an opportunity for strong growth at high margins as digital downloads of media become mainstream.

During 2010, we continued to focus on cost reduction and, therefore, better leveraging our infrastructure. With our in-house state-of-the-art studios and post production facilities, we will continue to focus on producing lower cost fitness media, LOHAS content for kits, online courses and web downloads. In addition, we have, and will continue to optimize our DRTV advertising and catalog circulation.

Strengthen our Lifestyle Brand

Our goal is to maintain our brand as an authority in the LOHAS market (including the Conscious Media market) and to establish our brand as a unifying symbol of the emerging LOHAS lifestyle. We plan to strengthen our brand by growing our media, making our brand more prominent across our direct to consumer efforts, focusing on category management initiatives, increasing our store within store presence across national retailers, increasing our marketing and public relations efforts, marketing the Gaiam brand, and aggressively developing and marketing proprietary products while maintaining our high level of customer service.

Launch Reebok Branded Accessories and Media at Retail

In 2009, we signed a multi-year licensing agreement with Reebok to manufacture and market Reebok fitness accessories and media to retailers. In 2010 we took over twelve linear feet of Reebok with store within store presentations in all Target stores.

Expand our Proprietary Products

Excluding our partially owned subsidiaries, our proprietary products, which we introduced in 1997, represented approximately 86% of our revenues in fiscal year 2010. These products carry a higher margin, provide for branding opportunity and distinguish us from our competitors. We currently offer proprietary products that range from media products to sleep, stress relief, yoga and Pilates accessories to organic cotton apparel, bedding and bath products. We have also expanded our exclusive media library to over 3,100 titles through acquisitions and internal development. We continue to develop and market proprietary products across the LOHAS sectors. We will continue to look for additional library acquisitions as we expand our content across the Conscious Media market. We are strengthening our supply chain globally by sourcing a greater number of products offshore and leveraging our expanding media sales to obtain lower costs from our replicators. We leverage our product development costs over all sales channels.

Capitalize on our Multi-channel Approach

Our multi-channel strategy affords us the broadest possible customer reach, as well as allowing our customers to buy from us what they want, when they want, where they want to. This approach makes purchasing our lifestyle products convenient regardless of the channel that a customer prefers. It also allows us to migrate segments of our customer base across channels to develop deeper, longer-lasting relationships with them, and to convert them from purchasers of individual media products into subscribers to our continuity programs, including online access to communities and content on a continuity basis. Additionally, this diversified, strategic approach should provide for continued operating and business stability as we have the ability to cross-market lifestyle products and services regardless of the customer location or the channel to which we are marketing.

In our direct to consumer business we are open 24 hours a day, offering products on our Internet sites. The future of our direct business (catalog, Internet, community and subscription) is evolving its platform to be more solutions-based versus transaction-based. As we increase the depth of media and community functionality available to our consumers, our Internet presence will transform from being merely a place to order product to a place to consume it in real-time as digital downloads become more mainstream. This will allow our customers to both stream or download content as well as buy products focused on five solution-based segments: fitness/ wellness; personal growth; relationships, green living, and responsible entertainment.

In our business segment, we continue to expand our presence in national retailers and currently have placements in approximately 65,000 retail points in the United States. We also continue to expand our store within store concept in a variety of stores, including Whole Foods Market, Barnes & Noble Bookstores, Target, Best Buy, Ulta, Dick s Sporting Goods, REI, ABC Carpet and Home and other national retailers. We currently have over 14,700 store within store concepts. As digital becomes more main stream, our strong relationships with retailers will allow us to migrate our media and products to retailers Internet sales channels.

Complement our Existing Business with Selective Strategic Acquisitions

Our growth strategy is not dependent on acquisitions. However, we will consider those strategic acquisitions in the LOHAS market that complement our existing business, increase our media and related product offerings, expand our geographical reach, extend our channel distribution, and add to our direct customer base. We especially focus on companies with media content, a strong brand identity and customer databases that augment our existing databases. We often allow some of the acquired company s management team to retain responsibility for front-end business functions such as creative presentation and marketing, while consolidating operational functions under our existing infrastructure when we can realize economies of scale.

Launch a Digital Format Platform

While the adoption of digital media is still in the early stages, we expect the transition from DVD to digital distribution of visual content to occur rapidly in the future. During 2009, we digitized most of our media library and built an Internet platform for our content. In 2010 we tested the platform for GaiamTV and we expect GaiamTV will be fully launched by summer 2011. GaiamTV will provide leading fitness, wellness and non-theatrical digital content for streaming, rental and subscription. In addition, we have begun to establish digital distribution partners such as Amazon, YouTube, iTunes and Netflix. The goal of GaiamTV is to utilize digital content to create relationships, add subscription members and sell media to our existing customers. We have invested in our in-house studios, digital asset management system and digital delivery platforms, to allow us to produce and distribute digital content at low incremental costs. We intend to use all of our current platforms to introduce customers to our comprehensive digital offerings, clubs and communities.

Our Business Segments

We separate our business into three segments: the business segment, which includes sales to businesses, retailers, international licenses, corporate accounts and media outlets; the direct to consumer segment, which includes DRTV, catalogs, E-commerce, and subscription community services; and the solar segment, which includes the design and installation of solar energy systems and the sale of related renewable energy products and sustainable living resources.

The business, direct to consumer, and solar segments represented 35.5%, 36.3%, and 28.2% of the 2010 net revenues, respectively. Our business segment is dependent upon a few major customers for a significant portion of its revenues. See Note 13 to our consolidated financial statements for further information on our segments.

Our Intellectual Property

Our tradename Gaiam and various product and Internet domain names are subject to trademark or pending trademark applications of Gaiam or a Gaiam company. We believe these trademarks are significant assets to our business.

Our Competition

We believe that fragmented supplier and distribution networks characterize today s LOHAS market, and we are not aware of a dominant leader. According to Nielson s Videoscan, we continue to be the leader in fitness/wellness media with 40% market share and we are ranked 5th in non-theatrical media with 7% market share. We believe the principal competitive factors in the LOHAS market are authenticity of information, unique content and distinctiveness of products and services, quality of product, brand recognition and price, and distribution capabilities. We believe we compete favorably on all these relevant factors. Because we use multi-channel distribution for our products, we compete with various producers of similar products and services. Our competitors include Warner Bros., Disney, Paramount, Fox, Lions Gate, Liberty Media, thousands of small, local and regional businesses, and product lines or items offered by large retailers, manufacturers, publishers and media producers.

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Our Competitive Advantage

We believe we have a number of advantages over our competitors, including the following:

- ***Brand recognition and authenticity***. Our brand is readily recognized as a leader in our industry. We have and continue to develop authentic content for the LOHAS market, particularly in the categories of fitness/wellness, eco-living and responsible media. Our reputation and longevity in the LOHAS marketplace makes us the first choice for many consumers.

- ***Unique vertical media content business model***. We believe we have a competitive advantage with our unique media content business model, which is vertically integrated from content production through digital distribution. With our in-house studios, post production facility, and digital asset management distribution system, we can produce new content at a very low incremental cost.

- ***Multi-channel distribution capabilities***. Our products are accessible by our customers when, where and how ever they want them. Customers may purchase and receive our products from retail stores, the Internet, direct response television, catalogs, web subscriptions, or digital streaming. Our retail distribution currently reaches 65,000 doors in the United States. In an increasing number of retailer locations, we are pairing our media content with our other product offerings to create a unique display and merchandising opportunity for our brand, which we call a store within store. We currently have over 14,700 of these displays across the country, allowing the consumer to find a Gaiam home where they shop.

- ***Market Share.*** We maintain a leading market share in fitness media at retail, which reflects the popularity of our content with consumers and the quality of our strategic partnerships with key retailers. We currently have a 40% market share in fitness according to Nielsen VideoScan. As a result of this leading market position, we have been successful in becoming the category manager for fitness media in over 5,700 retail locations. This role uniquely positions Gaiam as a close partner with retailers and provides us the opportunity to manage the entire fitness category at these locations. Additionally, we are the 5th largest player in the non-theatrical market with a 7% market share according to Nielsen VideoScan.

- ***Owned Content.*** As media content distribution moves to a digital online model, the fact that we own all rights to the majority of our titles will permit us to offer them through any channel of distribution. We have over 10 million customers that have purchased directly from Gaiam that we can market digital content to as the online and mobile digital format becomes more mainstream.

- ***Strong balance sheet***. We had $28.8 million of cash, no debt, and an unused $15 million dollar line of credit at December 31, 2010. We believe that our financial strength differentiates us from our competitors, providing us with the ability to further acquire content or businesses that complement our business model and customer base.

Our Employees

As of February 4, 2011, we employed approximately 557 full-time and 17 part-time individuals. None of our employees are covered by a collective bargaining agreement.

Regulatory Matters

A number of existing and proposed laws restrict disclosure of consumers personal information, which may make it more difficult for us to generate additional names for our direct marketing, and restrict our ability to send unsolicited electronic mail or printed materials. Although we believe we are generally in compliance with current laws and regulations and that these laws and regulations have not had a significant impact on our business to date, it is possible that existing or future regulatory requirements will impose a significant burden on us.

We generally collect sales taxes only on sales to residents of states in which we have locations. Currently, we collect sales taxes on certain sales to residents of California, Colorado, Illinois, New York and Ohio. A number of legislative proposals have been made at the federal, state and local level, and by foreign governments, that would impose additional taxes on the sale of goods and services over the Internet and certain states have taken measures to tax Internet-related activities. If legislation is enacted that requires us to collect sales taxes on sales to residents of other states or jurisdictions, sales in our direct to consumer businesses may be adversely affected.

Our business is also subject to a number of other governmental regulations, including the Mail or Telephone Order Merchandise Rule and related regulations of the Federal Trade Commission. These regulations prohibit unfair methods of competition and unfair or deceptive acts or practices in connection with mail and telephone order sales and require sellers of mail and telephone order merchandise to conform to certain rules of conduct with respect to shipping dates and shipping delays. We are also subject to regulations of the U.S. Postal Service and various state and local consumer protection agencies relating to matters such as advertising, order solicitation, shipment deadlines and customer refunds and returns. In addition, merchandise that we import is subject to import and customs duties and, in some cases, import quotas.

Seasonality

See the Quarterly and Seasonal Fluctuations section of Item 7, Management s Discussion and Analysis of Financial Condition and Results of Operations, for information pertaining to the seasonal aspects of our business.

Available Information

Our corporate website at www.gaiam.com/corporate provides information about us, our history, goals and philosophy, as well as certain financial reports and corporate press releases. Our www.gaiam.com website features a library of information and articles on personal development, healthy lifestyles and environmental issues, along with an extensive offering of media, products and services. We believe our website provides us with an opportunity to deepen our relationships with our customers and investors, educate them on a variety of issues, and improve our service. As part of this commitment, we have added a link on our corporate website to our Securities and Exchange Commission filings, including our reports on Form 10-K, 10-Q and 8-K and all amendments to such reports. We make those reports available through our website, free of charge, as soon as reasonably practicable after these reports are filed with the Securities and Exchange Commission.

We have included our website addresses only as inactive textual reference, and the information contained on our website is not incorporated by reference into the Form 10-K.

Item 1A. Risk factors

We wish to caution you that there are risks and uncertainties that could cause our actual results to be materially different from those indicated by forward looking statements that we make from time to time in filings with the Securities and Exchange Commission, news releases, reports, proxy statements, registration statements and other written communications as well as oral forward looking statements made from time to time by our representatives. These risks and uncertainties include those risks described below of which we are presently aware. Historical results are not necessarily an indication of the future results. The cautionary statements below discuss important factors that could cause our business, financial condition, operating results and cash flows to be materially adversely affected.

Changes in general economic conditions could have a material impact on our business

Changes in overall economic conditions that impact consumer spending could impact our results of operations. Future economic conditions affecting disposable income such as inflation, employment levels, consumer confidence, credit availability, business conditions, stock market volatility, weather conditions, acts of terrorism, threats of war, and interest and tax rates could reduce consumer spending or cause consumers to shift their spending away from our products. If the economic conditions and performance of the retail and media environment worsen, we may experience material adverse impacts on our business, operating results and financial condition.

Increased competition could impact our financial results

We believe that the LOHAS market includes thousands of small, local and regional businesses. Some smaller businesses may be able to more effectively personalize their relationships with customers, thereby gaining a competitive advantage. Although we believe that we do not compete directly with any single company that offers our entire range of merchandise and services, within each category we have competitors and we may face competition from new entrants. Some of our competitors or our potential competitors may have greater financial and marketing resources and greater brand recognition. In addition, larger, well-established and well-financed entities may acquire, invest in or form joint ventures with our competitors. Increased competition from these or other competitors could negatively impact our business.

Changing consumer preferences may have an adverse effect on our business

We target consumers who assign high value to personal development, healthy lifestyles, responsible media, renewable energy and the

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environment. A decrease of consumer interest in purchasing goods and services that promote the values we espouse would materially and adversely affect our customer base and sales revenues and, accordingly, our financial prospects. Further, consumer preferences and product trends are difficult to predict. Our future success depends in part on our ability to anticipate and respond to changes in consumer preferences and we may not respond in a timely or commercially appropriate manner to such changes. Failure to anticipate and respond to changing consumer preferences and product trends could lead to, among other things, lower sales of our products, increased merchandise returns and lower margins, which could have a material adverse effect on our business.

Our strategy of offering branded products could lead to inventory risk and higher costs

An important part of our strategy is to feature branded products. These products are sold under our brand names and are manufactured to our specifications. We expect our reliance on branded merchandise to increase. The use of branded merchandise requires us to incur costs and risks relating to the design and purchase of products, including submitting orders earlier and making longer initial purchase commitments.

In addition, the use of branded merchandise limits our ability to return unsold products to vendors, which can result in higher markdowns in order to sell excess inventory. Our commitment to customer service typically results in our keeping a high level of merchandise in stock so we can fill orders quickly. Consequently, we run the risk of having excess inventory, which may also contribute to higher markdowns. Our failure to successfully execute a branded merchandise strategy or to achieve anticipated profit margins on these goods, or a higher than anticipated level of overstocks, may materially adversely affect our revenues.

We offer our customers liberal merchandise return policies. Our consolidated financial statements include a reserve for anticipated merchandise returns, which is based on historical return rates. It is possible that actual returns may increase as a result of factors such as the introduction of new merchandise, changes in merchandise mix or other factors. Any increase in our merchandise returns will correspondingly reduce our revenues and profits.

Acquisitions may harm our financial results

We have historically expanded our operations in part through strategic acquisitions. We cannot accurately predict the timing, size and success of our acquisition efforts. Our acquisition strategy involves significant risks that could inhibit our growth and negatively impact our operating results, including the following: our ability to identify suitable acquisition candidates at acceptable prices; our ability to complete the acquisitions of candidates that we identify; our ability to compete effectively for available acquisition opportunities; increases in asking prices by acquisition candidates to levels beyond our financial capability or to levels that would not result in the returns required by our acquisition criteria; diversion of management s attention to expansion efforts; unanticipated costs and contingent liabilities associated with acquisitions; failure of acquired businesses to achieve expected results; our failure to retain key customers or personnel of acquired businesses and difficulties entering markets in which we have no or limited experience. In addition, the size, timing and success of any future acquisitions may cause substantial fluctuations in our operating results from quarter to quarter. Consequently, our operating results for any quarter may not be indicative of the results that may be achieved for any subsequent quarter or for a full fiscal year. These fluctuations could adversely affect the market price of our Class A common stock.

The loss of the services of our key personnel could disrupt our business

We depend on the continued services and performance of our senior management and other key personnel, particularly Jirka Rysavy and Lynn Powers. Our strategy of allowing the management teams of some acquired companies to continue to exercise significant management responsibility for those companies makes it important that we retain key employees, particularly the sales and creative teams, of the companies we might acquire.

Our founder and chairman Jirka Rysavy controls us

Mr. Rysavy holds 100% of our 5,400,000 outstanding shares of class B common stock and also owns 668,682 shares of Class A common stock. The shares of Class B common stock are convertible into shares of Class A common stock at any time. Each share of Class B common stock has ten votes per share, and each share of Class A common stock has one vote per share. Consequently, Mr. Rysavy holds approximately 76% of our voting stock and, thus, is able to exert substantial influence over us and to control matters requiring approval by our shareholders, including the election of directors, increasing our authorized capital stock, or a merger or sale of substantially all of our assets. As a result of Mr. Rysavy s control of us, no change of control can occur without Mr. Rysavy s consent.

Our success depends on the value of our brand

Because of our reliance on sales of proprietary products, our success depends on our brand. Building and maintaining recognition of

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our brand are important for attracting and expanding our customer base. If the value of our brand were adversely affected, we cannot be certain that we will be able to attract new customers, retain existing customers or encourage repeat purchases, and if the value of our brand were to diminish, our revenues, results of operations and prospects would be adversely affected.

The operating results of our solar energy business could adversely affect our operating results

The operating results of our 55%-owned subsidiary, Real Goods Solar, Inc. (Real Goods), are consolidated into our reported results from operations. To the extent that Real Goods reports a loss for any given period, this will adversely affect our operating results for that period. Real Goods reported a net income for its fiscal year ended December 31, 2010 of $1.2 million. Real Goods business is affected by general business factors, including prevailing economic conditions, competition, declining consumer credit market conditions, and similar factors. Real Goods business may also be affected by many factors that specifically affect the demand for solar energy systems and the solar energy industry, including the following:

- fluctuations in economic and market conditions that affect the viability of conventional and non-solar renewable energy sources, such as changes in the price of oil and other fossil fuels;
- availability of government subsidies and incentives to support the development of the solar energy industry;
- cost-effectiveness, performance and reliability of solar energy systems compared with conventional and other non-solar renewable energy sources and products;
- success of other renewable energy generation technologies, such as hydroelectric, wind, geothermal, solar thermal, concentrated solar and biomass;
- fluctuations in expenditures by purchasers of solar energy systems, which tend to decrease in slower economic environments and periods of rising interest rates;
- deregulation of the electric power industry and the broader energy industry;
- shortages in the supply of any of the components used for solar energy systems; and
- changes in governmental regulations that affect the installation of solar energy systems, which may make installation more difficult, more expensive, or impracticable.

Disputes concerning media content and intellectual property may adversely affect us

Most of our media content is subject to arrangements with third parties pursuant to which we have licensed certain rights to use and distribute media content owned by third parties or have licensed to third parties certain rights to use and distribute media content that we own. In addition, we have a number of agreements with third parties concerning the use of our media content and intellectual property, including agreements regarding royalties, distribution, duplication, etc. Allegations that our rights to use media content are incomplete or other disputes arising from such arrangements may be costly and may have a material adverse impact on our results.

Product liability claims against us could result in adverse publicity and potentially significant monetary damages

As a seller of consumer products, we may face product liability claims in the event that use of our products results in injuries. If such injuries or claims of injuries were to occur, we could incur monetary damages and our business could be adversely affected by any resulting negative publicity. The successful assertion of product liability claims against us also could result in potentially significant monetary damages and, if our insurance protection is inadequate to cover these claims, could require us to make significant payments from our own resources.

We are dependent on third party suppliers for the success of our proprietary products

We are dependent on the success of our proprietary products, and we rely on a select group of manufacturers to provide us with sufficient quantities to meet our customers demands in a timely manner, produce these products in a humane and safe environment for both their workers and the planet, maintain quality standards consistent with our brand, and meet certain pricing guarantees. Our overseas sourcing arrangements carry risks associated with products manufactured outside of the U.S., including political unrest and trade restrictions, currency fluctuations, transportation difficulties, work stoppages, and other uncertainties. In addition, a number of our suppliers are small companies, and some of these vendors may not have sufficient capital, resources or personnel to maintain or increase their sales to us or to meet our needs for commitments from them. The failure of our suppliers to provide sufficient quantities of our proprietary products could decrease our revenues, increase our costs, and damage our customer service reputation.

We rely on communications and shipping networks to deliver our products

Given our emphasis on customer service, the efficient and uninterrupted operation of order-processing and fulfillment functions is critical to our business. To maintain a high level of customer service, we rely heavily on a number of different outside service

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providers, such as printers, telecommunications companies and delivery companies. Any interruption in services from our principal outside service providers, including delays or disruptions resulting from labor disputes, power outages, human error, adverse weather conditions or natural disasters, could materially adversely affect our business. In addition, freight carriers must ship products that we source overseas to our distribution center, and a work stoppage or political unrest could adversely affect our ability to fulfill our customer orders.

Information systems upgrades or integrations may disrupt our operations or financial reporting

We continually evaluate and upgrade our management information systems, which are critical to our business. These systems assist in processing orders, managing inventory, purchasing and shipping merchandise on a timely basis, responding to customer service inquiries, and gathering and analyzing operating data by business segment, customer, and stock keeping unit (a specific identifier for each different product). We are required to continually update these systems. Furthermore, if we acquire other companies, we will need to integrate the acquired companies systems with ours, a process that could be time-consuming and costly. If our systems cannot accommodate our growth or if they fail, we could incur substantial expenses and our business could be adversely affected.

Additionally, success in E-commerce depends upon our ability to provide a compelling and satisfying shopping experience. To remain competitive, we must continue to enhance and improve the responsiveness, functionality and features of our online technology, and if we are unable to do this, our business could be adversely affected.

A material security breach could cause us to lose sales, damage our reputation or result in liability to us

Our computer servers may be vulnerable to computer viruses, physical or electronic break-ins and similar disruptions. We may need to expend significant additional capital and other resources to protect against a security breach or to alleviate problems caused by any breaches. Our relationships with our customers may be adversely affected if the security measures that we use to protect personal information such as credit card numbers are ineffective. We currently rely on security and authentication technology that we license from third parties. We may not succeed in preventing all security breaches and our failure to do so could adversely affect our business.

Our systems may fail or limit user traffic, which would cause us to lose sales

We support a portion of our business through our call center in Louisville, Colorado. Even though we have back up arrangements, we are dependent on our ability to maintain our computer and telecommunications equipment in this center in effective working order and to protect against damage from fire, natural disaster, power loss, telecommunications failure or similar events. In addition, growth of our customer base may strain or exceed the capacity of our computer and telecommunications systems and lead to degradations in performance or systems failure. We have experienced capacity constraints and failure of information systems in the past that have resulted in decreased levels of service delivery or interruptions in service to customers for limited periods of time. Although we continually review and consider upgrades to our technical infrastructure and provide for system redundancies and backup power to limit the likelihood of systems overload or failure, substantial damage to our systems or a systems failure that causes interruptions for a number of days could adversely affect our business. Additionally, if we are unsuccessful in updating and expanding our infrastructure, including our call center, our ability to grow may be constrained.

Government regulation of the Internet and E-commerce is evolving and unfavorable changes could harm our business

We are subject to general business regulations and laws, as well as regulations and laws specifically governing the Internet and E-commerce. Such existing and future laws and regulations may impede the growth of the Internet or other online services. These regulations and laws may cover taxation, user privacy, pricing, content, copyrights, distribution, consumer protection, the provision of online payment services and quality of products and services. There is lack of clarity on how existing laws governing issues such as property ownership, sales and other taxes and personal privacy apply to the Internet and E-commerce. Unfavorable resolution of these issues may harm our business.

We may face legal liability for the content contained on our websites

We could face legal liability for defamation, negligence, copyright, patent or trademark infringement, personal injury or other claims based on the nature and content of materials that we publish or distribute on our websites. If we are held liable for damages for the content on our websites, our business may suffer. Further, one of our goals is for our websites to be trustworthy and dependable providers of information and services. Allegations of impropriety, even if unfounded, could therefore have a material adverse effect on our reputation and our business.

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Relying on our centralized fulfillment center could expose us to losing revenue

Prompt and efficient fulfillment of our customers orders is critical to our business. Our facility in Cincinnati, Ohio handles our fulfillment functions and some customer-service related operations, such as returns processing. A majority of our orders are filled and shipped from the Cincinnati facility. The balance is shipped directly from suppliers. Because we rely on a centralized fulfillment center, our fulfillment functions could be severely impaired in the event of fire, extended adverse weather conditions, transportation difficulties or natural disasters. Because we recognize revenue only when we ship orders, interruption of our shipping could diminish our revenues.

We may face quarterly and seasonal fluctuations that could harm our business

Our revenue and results of operations have fluctuated and will continue to fluctuate on a quarterly basis as a result of a number of factors, including the timing of catalog offerings, timing of orders from retailers, recognition of costs or net sales contributed by new merchandise, fluctuations in response rates, fluctuations in paper, production and postage costs and expenses, merchandise returns, adverse weather conditions that affect distribution or shipping, shifts in the timing of holidays and changes in our merchandise mix. In particular, our net sales and profits have historically been higher during the fourth quarter holiday season. We believe that this seasonality will continue in the future.

Postage and shipping costs may increase and therefore increase our expenses

We ship our products, catalogs, and lifestyle publications to consumers and the cost of shipping is a material expenditure. Postage and shipping prices increase periodically and can be expected to increase in the future. Any inability to secure suitable or commercially favorable prices or other terms for the delivery of our merchandise and catalogs could have a material adverse effect on our financial condition and results of operations.

Our business is subject to reporting requirements that continue to evolve and change, which could continue to require significant compliance effort and resources

Because our common stock is publicly traded, we are subject to certain rules and regulations of federal, state and financial market exchange entities charged with the protection of investors and the oversight of companies whose securities are publicly traded. These entities, including the Public Company Accounting Oversight Board, the SEC and the NASDAQ, periodically issue new requirements and regulations and legislative bodies also review and revise applicable laws such as the Sarbanes-Oxley Act of 2002. As interpretation and implementation of these laws and rules and promulgation of new regulations continues, we will continue to be required to commit significant financial and managerial resources and incur additional expenses.

Item 1B. Unresolved staff comments

None.

Item 2. Properties

Our principal executive offices are located in Louisville, Colorado. Our fulfillment center is located in the Cincinnati, Ohio area. The following table sets forth certain information relating to our primary facilities:

Primary Locations	Size	Use	Lease Expiration
Louisville, CO	148,400 sq. ft.	Headquarters and studios	Owned
Cincinnati, OH	208,120 sq. ft.	Fulfillment center	June 2013
New York, NY	12,700 sq. ft.	Media office	March 2015
Hopland, CA	12 acres	Renewable energy demo site	Owned

Our existing fulfillment center lease has renewal options permitting the extension of the lease for up to an additional six years. We believe our facilities are adequate to meet our current needs and that suitable additional facilities will be available for lease or purchase when, and as, we need them.

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Item 3. Legal proceedings

From time to time, we are involved in various legal proceedings that we consider to be in the normal course of business. We do not believe that any of these proceedings will have a material adverse effect on our business.

Item 4. Reserved

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PART II

Item 5. Market for registrant s common equity, related stockholder matters and issuer purchases of equity securities

Stock Price History

Our Class A common stock is listed on the NASDAQ Global Market under the symbol GAIA . On March 7, 2011, we had 6,282 shareholders of record and 17,899,121 shares of $.0001 par value Class A common stock outstanding. We have 5,400,000 shares of $.0001 par value Class B common stock outstanding, held by one shareholder.

The following table sets forth certain sales price and trading volume data for our Class A common stock for the period indicated:

	High	Low	Close	Average Daily Volume
Fiscal 2010:				
Fourth Quarter	$ 7.94	$ 6.25	$ 7.70	53,584
Third Quarter	$ 7.07	$ 5.30	$ 6.69	56,988
Second Quarter	$ 9.49	$ 6.00	$ 6.07	69,308
First Quarter	$ 9.06	$ 6.32	$ 8.30	42,431
Fiscal 2009:				
Fourth Quarter	$ 8.24	$ 6.03	$ 7.69	49,191
Third Quarter	$ 7.04	$ 4.51	$ 6.98	57,511
Second Quarter	$ 6.87	$ 3.16	$ 5.47	127,698
First Quarter	$ 4.81	$ 2.38	$ 3.28	119,279

Issuer Purchases of Registered Equity Securities

None.

Dividend Policy

During 2010, we declared and paid out of additional paid-in capital both our 2010 and 2011 annual $0.15 per share cash dividend on our capital stock. We declared the early payment of our 2011 annual dividend in order to make tax benefits available to our shareholders.

Sales of Unregistered Securities

None.

Equity Compensation Plan Information

The following table summarizes equity compensation plan information for our Class A common stock:

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Plan Category	Number of securities to be issued upon exercise of outstanding options, warrants and rights	Weighted average exercise price of outstanding options, warrants and rights	Number of securities remaining available for future issuance under equity compensation plans
Equity compensation plans approved by security holders	1,155,810	$ 5.89	2,571,000
Equity compensation plans not approved by security holders			
Total	1,155,810	$ 5.89	2,571,000

Stock Performance Graph

The Graph below shows, for the five years ended December 31, 2010, the cumulative total return on an investment of $100 in our Class A common stock, assuming the investment was made on December 31, 2005 and also shows the relative stock performances of our Class A common stock commencing with Gaiam s initial public offering on October 29, 1999 until December 31, 2005. The graph compares such return with that of comparable investments assumed to have been made on the same date in (a) the NASDAQ Stock Market (U.S. Companies) Index and (b) a media peer group, comprised of Martha Steward Living Omnimedia, Inc.; The Walt Disney Company; and Lions Gate Entertainment Corp. Although total return for the assumed investment reflects a reinvestment of all dividends on December 31st of the year in which such dividends are paid, no cash dividends were paid on our common stock until the two dividends we paid in 2010. Our Class A common stock is quoted by The NASDAQ Stock Market s Global Market under the trading symbol GAIA.

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

Fiscal year ending December 31.

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Item 6. Selected financial data

We derived the selected consolidated statement of operations data for the years ended December 31, 2010, 2009 and 2008 and consolidated balance sheet data as of December 31, 2010 and 2009 set forth below from our audited consolidated financial statements which are included elsewhere in this Form 10-K. We derived the selected consolidated statement of operations data for the years ended December 31, 2007 and 2006 and consolidated balance sheet data as of December 31, 2008, 2007 and 2006 set forth below from our audited consolidated financial statements which are not included in this Form 10-K. The historical operating results are not necessarily indicative of the results to be expected for any other period. You should read the data set forth below in conjunction with Management s Discussion and Analysis of Financial Condition and Results of Operations and our consolidated financial statements and related notes, included elsewhere in this Form 10-K.

	Years ended December 31,				
(in thousands, except per share data)	**2010**	**2009**	**2008**	**2007**	**2006**
Consolidated Statements of Operations Data:					
Net revenues	$ 274,268	$ 278,473	$ 257,172	$ 262,943	$ 219,480
Cost of goods sold	138,438	134,370	107,927	94,565	79,150
Gross profit	135,830	144,103	149,245	168,378	140,330
Expenses:					
Selling and operating	117,152	131,659	142,401	144,768	119,700
Corporate, general and administration	12,534	13,225	13,059	13,157	14,989
Other general income and expense			82,928		
Total expenses	129,686	144,884	238,388	157,925	134,689
Income (loss) from operations	6,144	(781)	(89,143)	10,453	5,641
Gain from issuance of subsidiary stock			32,800		
Interest and other income (expense)	1,291	(1,524)	1,216	4,148	3,905
Income (loss) before income taxes and noncontrolling interest	7,435	(2,305)	(55,127)	14,601	9,546
Income tax expense (benefit)	2,366	(2,088)	(7,542)	5,767	3,774
Net income (loss)	5,069	(217)	(47,585)	8,834	5,772
Net (income) loss attributable to noncontrolling interest	(794)	513	11,962	(310)	(128)
Net income (loss) attributable to Gaiam, Inc.	$ 4,275	$ 296	$ (35,623)	$ 8,524	$ 5,644
Net income (loss) per share attributable to Gaiam, Inc. common shareholders:					
Basic	$ 0.18	$ 0.01	$ (1.46)	$ 0.34	$ 0.23
Diluted	$ 0.18	$ 0.01	$ (1.46)	$ 0.34	$ 0.23
Weighted-average shares outstanding:					
Basic	23,226	23,306	24,452	24,962	24,349
Diluted	23,383	23,378	24,452	25,214	24,617

(in thousands)	As of December 31, 2010	2009	2008	2007	2006
Consolidated Balance Sheet Data:					
Cash	$ 28,773	$ 48,325	$ 31,965	$ 66,258	$ 104,876
Working capital	95,006	94,910	95,780	106,815	140,147
Total assets	207,797	212,213	202,098	240,712	250,968
Total liabilities	38,671	44,322	33,452	34,251	26,700
Total equity	169,126	167,891	168,646	206,461	224,268

During 2007 through 2009, we used $53.9 million of cash to repurchase our common stock.

Item 7. Management s discussion and analysis of financial condition and results of operations

Forward-Looking Statements

This report contains forward-looking statements that involve risks and uncertainties. When used in this discussion, we intend the words anticipate, believe, plan, estimate, expect, strive, future, intend and similar expressions as they relate to us to identify such forward-statements. Our actual results could differ materially from the results anticipated in these forward-looking statements as a result of certain factors set forth under Management s Discussion and Analysis of Financial Condition and Results of Operations, Quantitative and Qualitative Disclosures About Market Risk and elsewhere in this report. Risks and uncertainties that could cause actual results to differ include, without limitation, general economic conditions, competition, loss of key personnel, pricing, brand reputation, acquisitions, new initiatives we undertake, security and information systems, legal liability for website content, merchandise supply problems, failure of third parties to provide adequate service, reliance on centralized customer service, overstocks and merchandise returns, our reliance on a centralized fulfillment center, increases in postage and shipping costs, E-commerce trends, future Internet related taxes, our founder s control of us, fluctuations in quarterly operating results, consumer trends, customer interest in our products, the effect of government regulation and programs and other risks and uncertainties included in our filings with the Securities and Exchange Commission. We caution you that no forward-looking statement is a guarantee of future performance, and you should not place undue reliance on these forward-looking statements which reflect our views only as of the date of this report. We undertake no obligation to update any forward-looking information.

You should read the following discussion and analysis of our financial condition and results of operations in conjunction with the consolidated financial statements and related notes included elsewhere in this document. This section is designed to provide information that will assist readers in understanding our consolidated financial statements, changes in certain items in those statements from year to year, the primary factors that caused those changes and how certain accounting principles, policies and estimates affect the consolidated financial statements.

Overview and Outlook

We are a lifestyle media company providing a broad selection of information, media, products and services to customers who value personal development, wellness, ecological lifestyles, and responsible media. Our media brand is built around our ability to develop and offer media content, products, and lifestyle solutions to consumers in the LOHAS market.

We offer our customers the ability to make purchasing decisions and find responsible content based on these values while providing quality offerings at a price comparable to mainstream alternatives. We market our media and products through a multi-channel approach including traditional media channels, direct to consumers via the Internet, direct response marketing, subscriptions, catalog, and through national retailers, digital partners and corporate accounts.

Our content forms the basis of our proprietary offerings, which then drive demand for parallel product and service offerings. Our operations are vertically integrated from content creation, through product development and sourcing, to customer service and distribution. We market our products and services across three segments: business, direct to consumer, and solar. We distribute the majority of our products in our business and direct to consumer segments from our fulfillment center or drop-ship products directly to customers. We also utilize a third party replication and fulfillment center for media distribution in our business segment.

Our business segment sells directly to retailers, with our products available in approximately 65,000 retail doors in the United States. During 2010, this segment generated revenue of $97.2 million, down from $98.2 million during 2009, a decrease of 1.0%. During 2010, we expanded our store within store presentations, which include custom fixtures that we design, to over 14,700 locations. In 2008, we launched a media category management role that is part of our long term strategy and a key step in securing shelf space for media. We have now expanded this strategy to approximately 5,700 doors, up from 4,000 at the end of 2009.

Through its diverse media reach, the direct to consumer segment provides an opportunity to launch and support new media releases, a sounding board for new product testing, promotional opportunities, a growing subscription base, and customer feedback on us and the LOHAS industry s focus and future. During 2010, this segment generated revenues of $99.7 million, down from $115.9 million during 2009. This decrease reflects strategic reductions to our catalog circulation of 20% and reductions of television advertising for our direct response marketing programs.

Our solar segment offers residential and commercial solar energy integration services. On May 13, 2008, our solar energy integration business consummated an initial public offering and has since been managed as a separate segment. This business has grown its sales and expanded its market territories. During 2010, this segment generated revenues of $77.3 million, up from $64.3 million during 2009. We have and will continue to use the IPO proceeds to fund this segment s working capital needs and general corporate purposes, which may include future acquisitions of businesses.

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We believe our growth will be driven by media content, products, and services delivered to the consumer via Internet, retailers, licensing, electronic downloads and subscriptions. We have increased our focus on fitness media content creation and distribution, and media category management at retailers. Our recent licensing agreements will expand our distribution within the non-theatrical media category.

We believe a number of factors are important to our long-term success, including increasing our branded store within a store presence, expanding category management into new retailers and genres, increasing international growth by expanding into new markets primarily through license arrangements, extending our product lines and enhancing our multimedia platform community through new media opportunities, new membership programs, initiatives and acquisitions.

Critical Accounting Policies

We prepare our consolidated financial statements in conformity with accounting principles generally accepted in the United States, which require us to make judgments, estimates and assumptions that affect the amounts reported in the consolidated financial statements and accompanying notes. Note 2 to the consolidated financial statements in Item 8 of this Form 10-K summarizes the significant accounting policies and methods used in the preparation of our consolidated financial statements.

We believe the following to be critical accounting policies whose application has a material impact on our financial presentation, and involve a higher degree of complexity, as they require us to make judgments and estimates about matters that are inherently uncertain.

Allowances for Doubtful Accounts and Product Returns

We maintain allowances for doubtful accounts for estimated losses resulting from the inability of our customers to make required payments. We make estimates of the collectibility of our accounts receivable by analyzing historical bad debts, specific customer creditworthiness, and current economic trends. If the financial condition of our customers were to deteriorate such that their ability to make payments to us was impaired, additional allowances could be required.

We record allowances for product returns to be received in future periods at the time we recognize the original sale. We base the amounts of the returns allowances upon historical experience and future expectations.

Inventory

Inventory consists primarily of finished goods held for sale and is stated at the lower of cost (first-in, first-out method) or market. We identify the inventory items to be written down for obsolescence based on the item s current sales status and condition. We write down discontinued or slow moving inventories based on an estimate of the markdown to retail price needed to sell through our current stock level of the inventories.

Goodwill and Other Intangibles

Goodwill represents the excess of the purchase consideration over the estimated fair value of assets acquired less liabilities assumed in a business acquisition. Our other intangibles mainly consist of customer and marketing related assets. We review goodwill for impairment annually or more frequently if impairment indicators arise on a reporting unit level. We compare the estimated fair value of a reporting unit with its carrying amount, including goodwill. If the estimated fair value of a reporting unit exceeds its carrying amount, we consider the goodwill of the reporting unit not impaired. If the carrying amount of a reporting unit exceeds its estimated fair value, we perform the goodwill impairment test to measure the amount of impairment loss. We use either a comparable market approach or a traditional present value method to test for potential impairment. The process of evaluating the potential impairment of goodwill is highly subjective and requires significant judgment at many points during the analysis. Application of alternative assumptions and definitions could yield significantly different results.

Investments

We account for investments in limited liability companies in which we have the ability to exercise significant influence or control, or in which we hold a five percent or more membership interest, under the equity method. We account for investments in corporations in which we have the ability to exercise significant influence or control, or in which we hold a twenty percent or more ownership, under the equity method. Under the equity method, we record our share of the income or losses of the investment by increasing or decreasing the carrying value of our investment and recording the income or expense through the consolidated statement of operations. Under the cost method of accounting, we carry investments in private companies at cost and adjust them only for other-than-temporary declines in fair value. Determining whether we have the ability to exercise significant influence or control over a company is highly subjective and requires a high degree of judgment.

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Purchase Accounting

We account for the acquisition of a controlling interest in a business using the acquisition method. In determining the estimated fair value of certain acquired assets and liabilities, we make assumptions based upon many different factors, such as historical and other relevant information and analyses performed by independent parties. Assumptions may be incomplete, and unanticipated events and circumstances may occur that could affect the validity of such assumptions, estimates, or actual results.

Media Library

Our media library asset represents the fair value of the library of produced videos acquired through business combinations, the purchase price of media rights to both video and audio titles, and the capitalized cost to produce media products, all of which we market to retailers and to direct-mail and online customers. We amortize the fair value of acquired or purchased media titles and content on a straight-line basis over succeeding periods on the basis of their estimated useful lives. We defer capitalized production costs for financial reporting purposes until the media is released and, then amortize these costs over succeeding periods on the basis of estimated sales. Historical sales statistics are the principal factor used in estimating the amortization rate.

Share-Based Compensation

We measure compensation cost at the grant date based on the fair value of the award and recognize compensation cost upon the probable attainment of a specified performance condition or over a service period. We use the Black-Scholes option valuation model to estimate the grant date fair value. In estimating this fair value, there are certain assumptions that we use, as disclosed in Note 12, Share-Based Compensation, consisting of the expected life of the option, risk-free interest rate, dividend yield, and volatility. The use of a different estimate for any one of these components could have a material impact on the amount of calculated compensation expense.

Results of Operations

The following table sets forth certain financial data as a percentage of revenues for the periods indicated:

	2010	2009	2008
Net revenue	100.0%	100.0%	100.0%
Cost of goods sold	50.5%	48.3%	42.0%
Gross profit	49.5%	51.7%	58.0%
Expenses:			
Selling and operating	42.7%	47.3%	55.4%
Corporate, general and administration	4.6%	4.7%	5.1%
Other general income and expense	%	%	32.2%
Total expenses	47.3%	52.0%	92.7%
Income (loss) from operations	2.2%	-0.3%	-34.7%
Gain from issuance of subsidiary stock	%	%	12.8%
Interest and other income (expense)	0.5%	-0.5%	0.5%
Income (loss) before income taxes and noncontrolling interest	2.7%	-0.8%	-21.4%
Income tax expense (benefit)	0.8%	-0.7%	-2.9%
Net (income) loss attributable to noncontrolling interest	-0.3%	0.2%	4.6%
Net income (loss) attributable to Gaiam, Inc.	1.6%	0.1%	-13.9%

Year Ended December 31, 2010 Compared to Year Ended December 31, 2009

Net revenue. Net revenue decreased $4.2 million, or 1.5%, to $274.3 million during 2010 from $278.5 million during 2009. Net revenue in our business segment decreased $1.0 million to $97.2 million during 2010 from $98.2 million during 2009, primarily reflecting a modest weakening in the consumer retail environment, retail store closings, and very high comparables in 2009 (as compared to 2008) when retailers re-stocked their inventories. Net revenue in our direct to consumer segment decreased $16.2 million to $99.7 million during 2010 from $115.9 million during 2009. This 14.0% decrease in the direct to consumer segment net revenue primarily reflects our decision to strategically reduce catalog circulation by 20%, reduce television advertising in our direct response marketing program and close unprofitable businesses. Net revenue to external customers in our solar segment increased $13.0 million to $77.3 million during 2010 from $64.3 million during 2009 due to organic growth.

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Cost of goods sold. Cost of goods sold increased $4.1 million, or 3.0%, to $138.4 million during 2010 from $134.4 million during 2009. As a percentage of net revenue, cost of goods sold increased to 50.5% during 2010 from 48.3% during 2009. Cost of goods sold in our business segment decreased $0.9 million, or 1.8%, to $47.4 million during 2010 from $48.3 million during 2009 and, as a percentage of net revenue, decreased to 48.8% during 2010 from 49.2% during 2009, primarily reflecting a shift in sales mix to more media distribution and international licensing fee arrangements which do not have any associated cost of goods sold. Cost of goods sold in our direct to consumer segment decreased $2.5 million, or 6.6%, to $35.2 million during 2010 from $37.7 million during 2009 and, as a percentage of net revenue, increased to 35.3% during 2010 from 32.5% during 2009, primarily reflecting reduced revenues in our direct response marketing channel. Cost of goods sold in our solar segment increased $7.4 million, or 15.4%, to $55.8 million during 2010 from $48.4 million during 2009 and, as a percentage of net revenue, decreased to 72.2% during 2010 from 75.2% during 2009, primarily reflecting reduced installation component costs.

Selling and operating expenses. Selling and operating expenses decreased $14.5 million, or 11.0%, to $117.2 million during 2010 from $131.7 million during 2009 and, as a percentage of net revenue, decreased to 42.7% during 2010 from 47.3% during 2009. This decreased is primarily a result of reducing payroll and infrastructure costs, optimizing television advertising expenses and reducing catalog prospecting.

Corporate, general and administration expenses. Corporate, general and administration expenses decreased $0.7 million, or 5.2%, to $12.5 million during 2010 from $13.2 million during 2009 and, as a percentage of net revenue, decreased to 4.6% during 2010 from 4.7% during 2009, primarily as a result of reductions in payroll and related expenses.

Interest and other income (expense). Interest and other income (expense) increased $2.8 million to income of $1.3 million during 2010 from expense of $1.5 million during 2009. The increase is the result of a $1.0 million gain in 2010 from adjusting an equity investment to its estimated fair value upon attaining control and a loss on the disposition of an insignificant, unprofitable subsidiary of $1.8 million during 2009.

Income tax expense (benefit). Income tax expense (benefit) was an expense of $2.4 million during 2010 compared to a benefit of $2.1 million during 2009. Income tax expense during 2010 was favorably impacted by significant enhanced deduction charitable donations and other permanent differences and the income tax benefit during 2009 included a $1.6 million tax benefit related to the disposition of an insignificant, unprofitable business in our direct to consumer segment.

Net (income) loss attributable to noncontrolling interest. Net (income) loss attributable to noncontrolling interest was income of $0.8 during 2010 compared to a loss of $0.5 million during 2009 primarily as a result of improved earnings in our solar segment during 2010.

Net income attributable to Gaiam, Inc. As a result of the above factors, net income attributable to Gaiam, Inc. increased $4.0 million to $4.3 million from $0.3 million during 2009. Net income per share attributable to Gaiam, Inc. common shareholders improved to $0.18 per share during 2010 from $0.01 per share during 2009.

Year Ended December 31, 2009 Compared to Year Ended December 31, 2008

Net revenue. Net revenue increased $21.3 million, or 8.3%, to $278.5 million during 2009 from $257.2 million during 2008. Net revenue in our business segment increased $9.3 million to $98.2 million during 2009 from $88.9 million during 2008, primarily reflecting improvement in our domestic trade business, including increased store within store presentations and our success as media category manager, partially offset by conservative buying by retailers in the first quarter of 2009, higher deductions and allowances to retailers, and the disposition of our UK operations at the end of the first quarter of 2008. Net revenue in our direct to consumer segment decreased $13.9 million to $115.9 million during 2009 from $129.8 million during 2008. This decrease in the direct to consumer segment net revenue primarily reflects our decision to reduce catalog circulation by 38%, partially offset by revenue growth with our direct response marketing programs. Net revenue to external customers in our solar segment increased $25.9 million to $64.3 million during 2009 from $38.4 million during 2008, primarily due to organic growth and our acquisitions during 2008.

Cost of goods sold. Cost of goods sold increased $26.4 million, or 24.5%, to $134.4 million during 2009 from $107.9 million during 2008. As a percentage of net revenue, cost of goods sold increased to 48.3% during 2009 from 42.0% during 2008 primarily as a result of increased solar sales which carry a higher cost of goods sold. Cost of goods sold in our business segment increased $11.1 million, or 29.9%, to $48.3 million during 2009 from $37.2 million during 2008 and, as a percentage of net revenue, increased to 49.2% during 2009 from 41.8% during 2008, primarily reflecting the shift in sales mix towards third party media as a result of the expansion of our category management role and increased media accessory sales, which have higher cost of goods sold than our other products. Cost of goods sold in our direct to consumer segment decreased $4.9 million, or 11.4%, to $37.7 million during 2009 from $42.6 million during 2008 and, as a percentage of net revenue, decreased slightly to 32.5% during 2009 from 32.8% during 2008, primarily reflecting our decision to focus on proprietary products. Cost of goods sold in our solar segment increased $20.2 million, or 71.6%, to

$48.4 million during 2009 from $28.2 million during 2008 and, as a percentage of net revenue, increased to 75.2% during 2009 from 73.3% during 2008, primarily reflecting larger average installation sizes that traditionally have higher relative installation costs.

Selling and operating expenses. Selling and operating expenses decreased $10.7 million, or 7.5%, to $131.7 million during 2009 from $142.4 million during 2008. This change is primarily a result of cost control measures implemented in late 2008 and early 2009 and reduced catalog circulation. As a percentage of net revenue, selling and operating expenses decreased to 47.3% during 2009 from 55.4% during 2008, reflecting our lower cost structure and increased revenues.

Corporate, general and administration expenses. Corporate, general and administration expenses increased $0.2 million, or 1.3%, to $13.2 million during 2009 from $13.1 million during 2008. As of percentage of net revenue, corporate, general and administration expenses decreased to 4.7% during 2009 from 5.1% during 2008.

Interest and other income (expense). Interest and other income (expense) decreased $2.7 million to expense of $1.5 million during 2009 from income of $1.2 million during 2008. The decrease reflects a loss on the disposition of an insignificant, unprofitable subsidiary of $1.8 million and lower interest income resulting from the decrease in prevailing short-term interest rates and cash used to acquire our corporate facilities and repurchase 0.9 million shares of our Class A common stock for $2.8 million since January 1, 2009.

Income tax benefit. Income tax benefit during 2009 includes a $1.6 million tax benefit related to the disposition of an insignificant, unprofitable business in our direct to consumer segment.

Net loss attributable to noncontrolling interest. Net loss attributable to noncontrolling interest decreased to $0.5 million during 2009 from $12.0 million during 2008 primarily as a result of impairment of goodwill during 2008 and improved earnings during 2009 in our solar segment.

Net income (loss) attributable to Gaiam, Inc. As a result of the above factors, net income attributable to Gaiam, Inc. was $0.3 million during 2009 compared to a loss of $35.6 million during 2008. Net income per share attributable to Gaiam, Inc. common shareholders was $0.01 during 2009 compared to net loss per share of $1.46 during 2008. Excluding the impairment charges and the gain from the issuance of Real Goods stock, the net loss attributable to Gaiam, Inc. would have been $2.0 million, or $0.08 per share, for 2008. Refer to the Non-GAAP Financial Measures table below.

Non-GAAP Financial Measures

We utilized the non-GAAP information set forth below as an additional device to aid in understanding and analyzing our financial results for the year ended December 31, 2008. We believe that these non-GAAP measures allowed for a better evaluation of the operating performance of our business and facilitated meaningful comparison of the results to those in prior periods and future periods. Reference to these non-GAAP measures should not be considered a substitute for results that are presented in a manner consistent with GAAP.

A reconciliation of our year ended December 31, 2008 GAAP net loss to our non-GAAP net loss is set forth below (unaudited, in millions):

	For the Year Ended December 31, 2008	
Net loss	**$**	**(35.6)**
Exclusion of non-cash gain on issuance of Real Goods stock (net of taxes $12.7 million) (a)		(20.1)
Exclusion of non-cash impairment of goodwill and intangible assets (net of taxes of $17.8 million) (b)		53.7
Non-GAAP net loss	**$**	**(2.0)**

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A reconciliation of our year ended December 31, 2008 GAAP net loss per share to our non-GAAP net loss per share is set forth below (unaudited):

	For the Year Ended December 31, 2008
Net loss per share - diluted	**$ (1.46)**
Exclusion of non-cash gain per share on issuance of Real Goods stock (net of taxes of $12.7 million) (a)	(0.82)
Exclusion of non-cash impairment per share of goodwill and intangible assets (net of taxes of $17.8 million) (b)	2.20
Non-GAAP net loss per share - diluted	**$ (0.08)**
Weighted average shares used in net loss per share calculations diluted	24,452,000

(a) Income taxes were computed based on our effective combined statutory tax rate of 38.7%.
(b) Income taxes were computed based on our effective combined statutory tax rate of 38.7%, after excluding permanent tax differences of $25.6 million.

Quarterly and Seasonal Fluctuations

The following table sets forth our unaudited results of operations for each of the quarters in 2010 and 2009. In our opinion, this unaudited financial information includes all adjustments, consisting solely of normal recurring accruals and adjustments, necessary for a fair presentation of the results of operations for the quarters presented. You should read this financial information in conjunction with our consolidated financial statements and related notes included elsewhere in this Form 10-K. The results of operations for any quarter are not necessarily indicative of future results of operations.

	Year 2010 Quarters Ended			
(in thousands, except per share data)	**March 31**	**June 30**	**September 30**	**December 31**
Net revenue	$ 62,183	$ 56,426	$ 72,328	$ 83,331
Gross profit	32,212	28,925	33,164	41,529
Income (loss) before income taxes and noncontrolling interests	(496)	(1,048)	2,131	6,848
Net income (loss)	(319)	(495)	1,330	4,553
Net income (loss) attributable to Gaiam, Inc.	(250)	(543)	852	4,216
Diluted net income (loss) per share attributable to Gaiam, Inc. common shareholders	$ (0.01)	$ (0.02)	$ 0.04	$ 0.18
Weighted average shares outstanding-diluted	23,140	23,243	23,352	23,440

	Year 2009 Quarters Ended			
(in thousands, except per share data)	**March 31**	**June 30**	**September 30**	**December 31**
Net revenue	$ 55,923	$ 60,475	$ 74,439	$ 87,636
Gross profit	30,986	31,446	35,811	45,860
Income (loss) before income taxes and noncontrolling interests	(6,152)	(2,115)	1,031	4,931

Net income (loss)	(3,903)	(1,277)	643	4,320
Net income (loss) attributable to Gaiam, Inc.	(3,090)	(1,009)	365	4,030
Diluted net income (loss) per share attributable to Gaiam, Inc. common shareholders	$ (0.13)	$ (0.04)	$ 0.02	$ 0.17
Weighted average shares outstanding-diluted	23,957	23,076	23,167	23,267

Quarterly fluctuations in our revenues and operating results are due to a number of factors, including changes in market conditions, the timing of new product introductions and mailings to customers, advertising, acquisitions (including costs of acquisitions and expenses related to integration of acquisitions), competition, pricing of products by vendors and expenditures on our systems and infrastructure. The impact on revenue and operating results due to the timing and extent of these factors can be significant. Our sales are also affected by seasonal influences. On an aggregate basis, we generate our strongest revenues in the fourth quarter due to increased holiday spending and retailer fitness purchases.

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Liquidity and Capital Resources

Our capital needs arise from working capital required to fund operations, capital expenditures related to acquisition and development of media content, development of our Internet and community platforms and new products, acquisitions of new businesses, replacements, expansions and improvements to our infrastructure, and future growth. These capital requirements depend on numerous factors, including the rate of market acceptance of our product offerings, our ability to expand our customer base, the cost of ongoing upgrades to our product offerings, the level of expenditures for sales and marketing, the level of investment in distribution systems and facilities and other factors. The timing and amount of these capital requirements are variable and we cannot accurately predict them. Additionally, we will continue to pursue opportunities to expand our media libraries, evaluate possible investments in businesses, products and technologies, and increase our sales and marketing programs and brand promotions as needed.

We have a revolving line of credit agreement with a financial institution with a current expiration date of October 2, 2011, which we anticipate renewing upon expiration. The credit agreement permits borrowings up to the lesser of $15 million or our borrowing base which is calculated based upon the collateral value of our accounts receivable, inventory, and certain property and equipment. Borrowings under this agreement bear interest at the prime rate, provided, however, that at no time will the rate be less than 4.25% per annum. Borrowings are secured by a pledge of certain of our assets, and the agreement contains various financial covenants, including covenants requiring compliance with certain financial ratios. At December 31, 2010, we had no amounts outstanding under this agreement; however, $0.5 million was reserved for outstanding letters of credit. We believe we are in compliance with all of the financial covenants under this credit agreement.

Cash Flows

The following table summarizes our primary sources (uses) of cash during the periods presented:

	Years ended December 31,		
(in thousands)	**2010**	**2009**	**2008**
Net cash provided by (used in):			
Operating activities	$ (4,952)	$ 28,134	$ (20,414)
Investing activities	(8,701)	(9,036)	(43,858)
Financing activities	(5,930)	(2,735)	29,996
Effects of exchange rates on cash and cash equivalents	31	(3)	(17)
Net increase (decrease) in cash and cash equivalents	$ (19,552)	$ 16,360	$ (34,293)

Operating activities. Our operating activities used net cash of $5.0 million during 2010 and provided net cash of $28.1 million during 2009. Our net cash used by operating activities during 2010 was primarily attributable to decreased accounts payable and accrued liabilities of $6.7 million and increased inventory, accounts receivable, other assets, and deferred advertising costs of $5.5 million, $4.2 million, $2.4 million and $1.4 million, respectively, partially offset by noncash adjustments to net income of $10.1 million and net income of $5.1 million. The reduction in accounts payable primarily reflects payments for inventory purchases. Our net cash provided by operating activities during 2009 was primarily attributable to decreased inventory of $13.9 million, noncash adjustments to net loss of $9.3 million, increased accounts payable and accrued liabilities of $10.9 million and refunded income taxes of $8.3 million, partially offset by increased accounts receivable and other assets of $12.6 million and $1.3 million, respectively.

Investing activities. Our investing activities used net cash of $8.7 million and $9.0 million during 2010 and 2009, respectively. The net cash used in investing activities during 2010 was used primarily to acquire licensing rights for the Discovery Channel s media catalog and other media content for $6.0 million and property and equipment to maintain normal operations for $2.7 million. The net cash used in investing activities during 2009 was used primarily for property and equipment acquisitions of $4.4 million, of which $2.2 million was required to maintain normal operations, for media productions of $3.1 million, and for a business acquisition earn-out of $1.5 million.

Financing activities. Our financing activities used net cash of $5.9 million and $2.7 million during 2010 and 2009, respectively. Our net cash used in financing activities during 2010 was the result of the payment of both our 2010 and 2011annual dividends during 2010, which totaled $7.0 million or $0.15 per share for each distribution, partially offset by cash provided by stock option exercise issuances and their related tax benefits of $1.1 million. Our net cash used in financing activities during 2009 was used primarily to repurchase 932,000 shares of our Class A common stock.

On January 11, 2011, we renewed a shelf registration statement on Form S-3 with the Securities and Exchange Commission for the unissued portion of the 5,000,000 shares of our Class A common stock that we originally registered on November 8, 2007. During the year ended December 31, 2008, we issued 221,152 of these shares to acquire business ownership interests.

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We believe our available cash, cash expected to be generated from operations, cash generated by the sale of our stock, and borrowing capabilities should be sufficient to fund our operations on both a short-term and long-term basis. However, our projected cash needs may change as a result of acquisitions, product development, unforeseen operational difficulties or other factors.

In the normal course of our business, we investigate, evaluate and discuss acquisition, joint venture, minority investment, strategic relationship and other business combination opportunities in the LOHAS market. For any future investment, acquisition or joint venture opportunities, we may consider using then-available liquidity, issuing equity securities or incurring additional indebtedness.

Contractual Obligations

We have commitments pursuant to operating lease obligations, but do not have any outstanding commitments pursuant to purchase agreements. The following table shows our commitments to make future payments under operating leases:

(in thousands)	Total	< 1 year	1-3 years	3-5 years	> 5 yrs
Operating lease obligations	$ 6,700	$ 2,031	$ 3,373	$ 1,296	$

Off-Balance Sheet Arrangements

We do not participate in transactions that generate relationships with unconsolidated entities or financial partnerships, such as special purpose entities or variable interest entities, which have been established for the purpose of facilitating off-balance sheet arrangements or other limited purposes.

Item 7A. Quantitative and qualitative disclosures about market risk

We are exposed to market risks, which include changes in U.S. interest rates and foreign exchange rates. We do not engage in financial transactions for trading or speculative purposes, but do have on occasion forward contracts for foreign currency transactions, the gains and losses from which historically have been immaterial. On July 1, 2010, we acquired controlling financial interest in and, therefore, consolidated Gaiam PTY, an Australian based joint venture. Since Gaiam PTY s functional currency is the Australian dollar, this subsidiary exposes us to accounting risk associated with foreign currency exchange rate fluctuations. However, we have determined that no material market risk exposure to our consolidated financial position, results from operations or cash flows existed as of December 31, 2010.

Any borrowings we might make under our bank credit facility would bear interest at the prime rate, provided, however, that at no time may the rate be less than 4.25% per annum. We do not have any amounts outstanding under our credit line, so any unfavorable change in interest rates would not have a material impact on our results from operations or cash flows unless we make borrowings in the future.

We purchase a significant amount of inventory from vendors outside of the U.S. in transactions that are primarily U.S. dollar denominated transactions. A decline in the relative value of the U.S. dollar to other foreign currencies has and may continue to lead to increased purchasing costs.

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Item 8. Financial statements and supplementary data

Index to consolidated financial statements

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Report of independent registered public accounting firm

To the Board of Directors and Shareholders of

Gaiam, Inc.

Louisville, Colorado

We have audited the accompanying consolidated balance sheets of Gaiam, Inc. and subsidiaries as of December 31, 2010 and 2009, and the related consolidated statements of operations, equity, and cash flows for each of the three years in the period ended December 31, 2010. Our audits also included the financial statement schedule II for the years ended December 31, 2010, 2009 and 2008. We also have audited the Company s 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 (the COSO Criteria). The Company s management is responsible for these consolidated financial statements, 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. Our responsibility is to express an opinion on these consolidated financial statements and the effectiveness of the Company s internal control over financial reporting 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 consolidated financial statements are free of material misstatement and whether effective internal control over financial reporting was maintained in all material respects. Our audits of the consolidated financial statements included examining, on a test basis, evidence supporting the amounts and disclosures in the consolidated financial statements, assessing the accounting principles used and significant estimates made by management, and evaluating the overall financial statement presentation. Our audit of internal control over financial reporting included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, 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 audits provide a reasonable basis for our opinions.

A company s internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company s internal control over financial reporting includes those policies and procedures that (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, the consolidated financial statements referred to above present fairly, in all material respects, the financial position of Gaiam, Inc. and subsidiaries as of December 31, 2010 and 2009, and the results of their operations and their cash flows for each of the three years in the period ended December 31, 2010 in conformity with accounting principles generally accepted in the United States of America. Also, in our opinion, the related financial statement schedule II for the years ended December 31, 2010, 2009 and 2008, when considered in relation to the basic financial statements taken as a whole, presents fairly in all material respects the information set forth therein. Also in our opinion, Gaiam, Inc. and subsidiaries maintained, in all material respects, effective internal control over financial reporting as of December 31, 2010 based on the COSO Criteria.

/s/ Ehrhardt Keefe Steiner & Hottman PC

March 11, 2011

Denver, Colorado

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GAIAM, INC.

Consolidated balance sheets

(in thousands, except share and per share data)	December 31, 2010	2009
ASSETS		
Current assets:		
Cash and cash equivalents	$ 28,773	$ 48,325
Accounts receivable, net	50,322	46,266
Inventory, less allowances	33,218	26,872
Deferred advertising costs	2,341	1,909
Receivable and deferred tax assets	8,803	10,179
Note receivable and other current assets	10,220	5,681
Total current assets	133,677	139,232
Property and equipment, net	27,861	28,217
Media library, net	15,596	12,354
Deferred tax assets, net	3,509	4,414
Goodwill	25,861	24,166
Other intangibles, net	813	652
Notes receivable and other assets	480	3,178
Total assets	$ 207,797	$ 212,213
LIABILITIES AND EQUITY		
Current liabilities:		
Accounts payable	$ 27,837	$ 33,261
Accrued liabilities	10,834	11,061
Total current liabilities	38,671	44,322
Commitments and contingencies		
Equity:		
Gaiam, Inc. shareholders equity:		
Class A common stock, $.0001 par value, 150,000,000 shares authorized, 17,898,921 and 17,721,212 shares issued and outstanding at December 31, 2010 and 2009, respectively	2	2
Class B common stock, $.0001 par value, 50,000,000 shares authorized, 5,400,000 shares issued and outstanding at December 31, 2010 and 2009	1	1
Additional paid-in capital	157,610	162,532
Accumulated other comprehensive income	114	85
Accumulated deficit	(5,704)	(9,979)
Total Gaiam, Inc. shareholders equity	152,023	152,641
Noncontrolling interest	17,103	15,250
Total equity	169,126	167,891
Total liabilities and equity	$ 207,797	$ 212,213

See accompanying notes to consolidated financial statements.

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GAIAM, INC.

Consolidated statements of operations

(in thousands, except per share data)	Years Ended December 31, 2010	2009	2008
Net revenue	$ 274,268	$ 278,473	$ 257,172
Cost of goods sold	138,438	134,370	107,927
Gross profit	135,830	144,103	149,245
Expenses:			
Selling and operating	117,152	131,659	142,401
Corporate, general and administration	12,534	13,225	13,059
Other general income and expense			82,928
Total expenses	129,686	144,884	238,388
Income (loss) from operations	6,144	(781)	(89,143)
Gain from issuance of subsidiary stock			32,800
Interest and other income (expense)	1,291	(1,524)	1,216
Income (loss) before income taxes and noncontrolling interest	7,435	(2,305)	(55,127)
Income tax expense (benefit)	2,366	(2,088)	(7,542)
Net income (loss)	5,069	(217)	(47,585)
Net (income) loss attributable to noncontrolling interest	(794)	513	11,962
Net income (loss) attributable to Gaiam, Inc.	$ 4,275	$ 296	$ (35,623)
Net income (loss) per share attributable to Gaiam, Inc. common shareholders:			
Basic	$ 0.18	$ 0.01	$ (1.46)
Diluted	$ 0.18	$ 0.01	$ (1.46)
Weighted average shares outstanding:			
Basic	23,226	23,306	24,452
Diluted	23,383	23,378	24,452

See accompanying notes to consolidated financial statements.

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GAIAM, INC.

Consolidated statement of changes in equity

			Gaiam, Inc. Shareholders					
(in thousands, except shares)	**Total**	**Comprehensive Income (Loss)**	**Retained Earnings (Accumulated Deficit)**	**Accumulated Other Comprehensive Income**	**Common Stock Amount**	**Common Stock Shares**	**Additional Paid-in Capital**	**Noncontrolling Interest**
Balance at December 31, 2007	$ 206,461	$	$ 25,348	$ 991	$ 3	24,953,631	$ 174,046	$ 6,073
Issuance of Gaiam, Inc. common stock in conjunction with acquisitions and compensation	7,965					359,855	7,965	
Issuance of subsidiary common stock in conjunction with acquisitions and compensation	21,985						918	21,067
Repurchase of stock	(19,277)					(1,372,285)	(19,277)	
Comprehensive loss:								
Net loss	(47,585)	(47,585)	(35,623)					(11,962)
Foreign currency translation adjustment, net of reclassification and related tax benefit of $590	(903)	(903)		(903)				
Comprehensive loss	(48,488)	(48,488)						
Balance at December 31, 2008	168,646		(10,275)	88	3	23,941,201	163,652	15,178
Issuance of Gaiam, Inc. common stock in conjunction with acquisitions and compensation	1,507					112,011	1,507	
Issuance of subsidiary common stock in conjunction with acquisitions and compensation	962						183	779
Repurchase of stock	(2,810)					(932,000)	(2,810)	
Subsidiary dividends to noncontrolling interests	(194)							(194)
Comprehensive loss:								
Net income (loss)	(217)	(217)	296					(513)
Foreign currency translation	(3)	(3)		(3)				
Comprehensive loss	(220)	(220)						
Balance at December 31, 2009	167,891		(9,979)	85	3	23,121,212	162,532	15,250
Issuance of Gaiam, Inc. common stock in conjunction with acquisitions and compensation	1,943					177,709	1,943	
Issuance of subsidiary common stock in conjunction with compensation	358						176	182
Distribution of dividend	(6,966)						(6,966)	
Adjustments due to business acquisitions	773						(75)	848
Comprehensive income:								
Net income	5,069	5,069	4,275					794
Foreign currency translation, net of taxes of $25	58	58		29				29
Comprehensive income	5,127	$ 5,127						
Balance at December 31, 2010	$ 169,126		$ (5,704)	$ 114	$ 3	23,298,921	$ 157,610	$ 17,103

See accompanying notes to consolidated financial statements.

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GAIAM, INC.

Consolidated statements of cash flows

(in thousands)	Years ended December 31, 2010	2009	2008
Operating activities:			
Net income (loss)	$ 5,069	$ (217)	$ (47,585)
Adjustments to reconcile net income (loss) to net cash (used in) provided by operating activities:			
Depreciation	3,089	3,255	3,110
Amortization	4,552	4,429	5,525
Share-based compensation expense	1,609	1,879	1,506
Net loss (gain) on investments and property		190	(579)
Gain on re-measurement of equity investment to estimated fair value prior to business combination	(977)		
Deferred and stock option income tax expense (benefit)	1,857	(400)	(15,358)
Gain on issuance of subsidiary stock, net of tax			(20,138)
Impairment loss			80,021
Changes in operating assets and liabilities, net of effects from acquisitions and dispositions:			
Accounts receivable, net	(4,151)	(12,588)	(922)
Inventory, net	(5,508)	13,910	(3,629)
Deferred advertising costs	(1,403)	(178)	(1,564)
Income tax receivable	(28)	8,260	(7,751)
Note receivable and other current assets	(2,374)	(1,339)	(5,240)
Accounts payable	(5,650)	6,757	(856)
Accrued liabilities	(1,037)	4,176	(6,954)
Net cash (used in) provided by operating activities	(4,952)	28,134	(20,414)(a)
Investing activities:			
Purchase of property, equipment and media rights	(8,701)	(7,536)	(28,585)
Purchase of acquisitions, investments, and note, net of cash acquired		(1,500)	(13,892)
Disposition of investments, net			(1,381)
Net cash used in investing activities	(8,701)	(9,036)	(43,858)
Financing activities:			
Payment of dividends	(6,966)	(194)	
Net proceeds from issuance of common stock and tax benefits from option exercises	1,036	269	1,556
Proceeds from Real Goods stock issuances, net			48,154
Repurchase of Class A common stock, including related costs		(2,810)	(18,411)
Net payments on acquired business line of credit			(1,303)
Net cash (used in) provided by financing activities	(5,930)	(2,735)	29,996
Effects of exchange rates on cash and cash equivalents	31	(3)	(17)
Net increase (decrease) in cash and cash equivalents	(19,552)	16,360	(34,293)
Cash and cash equivalents at beginning of year	48,325	31,965	66,258
Cash and cash equivalents at end of year	$ 28,773	$ 48,325	$ 31,965

Supplemental cash flow information:						
Interest paid	$	1	$	57	$	41
Income taxes paid		414		985		3,006
Liabilities assumed from acquisitions		647				10,624
Common stock issued for acquisitions				796		16,187

(a) Cash used in 2008 s operating activities includes $19.0 million that is attributable to $8.4 million of income tax benefits that we were refunded in 2009 primarily as a result of the impairment of assets in 2008 and $10.6 million of liabilities assumed in business acquisitions which are shown in operating activities in accordance with GAAP. The remaining purchase price for these acquisitions is shown in investing activities.

See accompanying notes to consolidated financial statements.

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Notes to consolidated financial statements

1. Organization, Nature of Operations, and Principles of Consolidation

References in this report to we , us , our or Gaiam refer to Gaiam, Inc. and its consolidated subsidiaries, unless we indicate otherwise. We are a lifestyle media company providing a broad selection of information, media, products and services to customers who value personal development, wellness, ecological lifestyles, and responsible media. We were incorporated under the laws of the State of Colorado on July 7, 1988.

We have prepared the accompanying consolidated financial statements in accordance with accounting principles generally accepted in the United States, or GAAP, and they include our accounts and those of our subsidiaries. Intercompany transactions and balances have been eliminated.

2. Significant Accounting Policies

No changes were made to our significant accounting policies during the year ended December 31, 2010, except that we adopted self-insurance accounting effective January 1, 2010, which did not have a material impact on our consolidated financial statements.

We have evaluated events subsequent to December 31, 2010 and concluded that no material event has occurred which either would impact the results reflected in this report or our results going forward.

Cash and Cash Equivalents

Cash and cash equivalents include demand deposit accounts with financial institutions and highly liquid investments, which mature within three months of date of purchase. The fair value of the cash and cash equivalents approximates their carrying value due to their short maturities.

Concentration of Risk and Allowances for Doubtful Accounts

We have potential concentration of credit risk in our accounts receivable because two of our top customers, Target and Walmart, accounted for 35.5% of accounts receivable, net as of December 31, 2010. These customers are major retailers in the United States to which we made significant sales during the year-end holiday season.

We maintain allowances for doubtful accounts for estimated losses resulting from the inability of our customers to make required payments. We make estimates of the collectibility of our accounts receivable by analyzing historical bad debts, specific customer creditworthiness, and current economic trends. The allowance for doubtful accounts was $1.0 million and $1.6 million as of December 31, 2010 and 2009, respectively. If the financial condition of our customers were to deteriorate such that their ability to make payments to us was impaired, additional allowances could be required.

Product Returns

We record allowances for product returns to be received in future periods at the time we recognize the original sale. We base the amounts of the returns allowances upon historical experience and future expectations.

Inventory

Inventory consists primarily of finished goods held for sale and is stated at the lower of cost (first-in, first-out method) or market. We identify the inventory items to be written down for obsolescence based on the item s current sales status and condition. We write down discontinued or slow moving inventories based on an estimate of the markdown to retail price needed to sell through our current stock level of the inventories. As of December 31, 2010 and 2009, we estimated obsolete or slow-moving inventory to be $1.2 million and $2.0 million, respectively.

Advertising Costs

Deferred advertising costs relate to the preparation, printing, advertising and distribution of infomercials and catalogs. We defer such costs for financial reporting purposes until the catalogs and infomercials are distributed and advertised, and then we amortize these costs over succeeding periods on the basis of estimated direct relationship sales. We amortize our seasonal catalogs within six months. Forecasted sales are the principal factor we use in estimating the amortization rate. We expense other advertising and promotional costs as incurred. Amounts recorded as advertising expense were $37.7 million, $44.8 million, and $48.2 million for the years ended December 31, 2010, 2009, and 2008, respectively, and we include these amounts in selling and operating expense.

We record sales discounts or other sales incentives as a reduction to revenues. We identify and record as part of selling and operating expense any cooperative advertising expenses we pay, which are for advertisements meeting the separable benefit and fair value tests, as part of selling and operating expense.

Property and Equipment

We state property and equipment at cost less accumulated depreciation and amortization. We include in property and equipment the cost of internal-use software, including software used in connection with our websites. We expense all costs related to the development of internal-use software other than those incurred during the application development stage. We capitalize the costs we incur during the application development stage and amortize them over the estimated useful life of the software, which is typically three years. We compute depreciation of property and equipment on the straight-line method over estimated useful lives, generally three to forty-five years. We amortize leasehold and building improvements over the shorter of the estimated useful lives of the assets or the remaining term of the lease or remaining life of the building, respectively.

Investments

We account for investments in limited liability companies in which we have the ability to exercise significant influence or control, or in which we hold a five percent or more membership interest, under the equity method. We account for investments in corporations in which we have the ability to exercise significant influence or control, or in which we hold a twenty percent or more ownership, under the equity method. Under the equity method, we record our share of the income or losses of the investment by increasing or decreasing the carrying value of our investment and recording the income or expense through the consolidated statement of operations. Under the cost method of accounting, we carry investments in private companies at cost and adjust only for other-than-temporary declines in fair value. We include investments under the cost and equity methods in notes receivable and other assets.

Purchase Accounting

We account for the attainment of a controlling interest in a business using the acquisition method. In determining the estimated fair value of certain acquired assets and liabilities, we make assumptions based upon many different factors, such as historical and other relevant information and analyses performed by independent parties. Assumptions may be incomplete, and unanticipated events and circumstances may occur that could affect the validity of such assumptions, estimates, or actual results.

Media Library

Our media library asset represents the estimated fair value of our library of produced videos acquired through business combinations, the purchase price of media rights to both video and audio titles, and the capitalized cost to produce media products, all of which we market to retailers and our direct customers. We have presented the media library net of accumulated amortization of approximately $24.8 million and $22.0 million at December 31, 2010 and 2009, respectively, which is being amortized over the estimated useful life of the titles, which range from five to fifteen years. Additionally, during 2011 we anticipate incurring approximately $7.9 million in royalties related to acquired and produced media content.

Media library production costs consist of costs incurred to produce the media content, net of accumulated amortization. We recognize these costs, as well as participation costs, as expenses on an individual title basis equal to the ratio that the current year s gross revenues bear to our estimate of total ultimate gross revenues from all sources to be earned over a maximum seven-year period. We state capitalized production costs at the lower of unamortized cost or estimated fair value on an individual title basis. We continually review revenue forecasts, based primarily on historical sales statistics, and revise these forecasts when warranted by changing conditions. When estimates of total revenues and other events or changes in circumstances indicate that a title has an estimated fair value that is less than its unamortized cost, we recognize an impairment loss in the current period for the amount by which the unamortized cost exceeds the title s estimated fair value.

During 2010, capitalized production cost for released titles was approximately $3.8 million, and for those titles not yet released was approximately $2.3 million. Additionally, as of December 31, 2010, we estimate that approximately $3.4 million or 36% of the unamortized costs for released titles will be amortized during 2011, and approximately 82% of the unamortized costs for released titles will be amortized within the next three years. Accumulated amortization for produced media content at December 31, 2010 and 2009 was approximately $13.8 million and $12.1 million, respectively. Amortization expense for produced media content for the years ended December 31, 2010, 2009 and

2008 was $1.7 million, $2.2 million and $2.1 million, respectively.

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Our acquired media rights have $6.0 million of remaining unamortized costs as of December 31, 2010 that will be amortized on a straight-line basis over 12 to 84 months. Amortization expense for acquired and purchased media rights for the years ended December 31, 2010, 2009, and 2008 was $1.3 million, $0.9 million, and $3.1 million, respectively. Based upon the acquired media titles and rights at December 31, 2010, we expect the annual amortization expense for the next five years to approximate $1.2 million per annum.

Based on total media library costs at December 31, 2010 and assuming no subsequent impairment of the underlying assets or a material increase in the video productions or media acquired, we expect the amortization expense for the next five years to be approximately $3.1 million per annum.

Goodwill and Other Intangibles

Goodwill represents the excess of the purchase consideration over the estimated fair value of assets acquired less liabilities assumed in a business acquisition. Our other intangibles mainly consist of customer and marketing related assets. We review goodwill for impairment annually or more frequently if impairment indicators arise on a reporting unit level. We compare the estimated fair value of a reporting unit with its carrying amount, including goodwill. If the estimated fair value of a reporting unit exceeds its carrying amount, we consider the goodwill of the reporting unit not impaired. If the carrying amount of a reporting unit exceeds its estimated fair value, we perform the goodwill impairment test to measure the amount of impairment loss. We use either a comparable market approach or a traditional present value method to test for potential impairment. The process of evaluating the potential impairment of goodwill is highly subjective and requires significant judgment at many points during the analysis. Application of alternative assumptions and definitions could yield significantly different results.

We have allocated the entire goodwill balance of $25.9 million at December 31, 2010 to our three segments: direct to consumer, business and solar. The following table sets forth the changes in goodwill for the period December 31, 2008 through December 31, 2010 by segment.

(in thousands)	**Direct to Consumer Segment**	**Business Segment**	**Solar Segment**	**Total**
Balance at December 31, 2008	$ 2,702	$ 20,478	$	$ 23,180
Acquisitions		254	732	986
Balance at December 31, 2009	2,702	20,732	732	24,166
Acquisitions		1,695		1,695
Balance at December 31, 2010	$ 2,702	$ 22,427	$ 732	$ 25,861

The following table represents our other intangibles subject to amortization by major class as of December 31, 2010 and 2009.

(in thousands)	**As of December 31, 2010**	**2009**
Customer related:		
Gross carrying amount	$ 914	$ 515
Accumulated amortization	(265)	(139)
	$ 649	$ 376
Marketing related:		
Gross carrying amount	$ 576	$ 552
Accumulated amortization	(412)	(276)
	$ 164	$ 276

The amortization periods range from 24 to 84 months. Amortization expense for the years ended December 31, 2010 and 2009 was $0.3 million and $0.2 million, respectively. Based on the December 31, 2010 balance of other intangibles, we estimate amortization expense to be $0.2 million each year for 2011 and 2012 and $0.1 million each year for 2013, 2014, and 2015.

Long-Lived Assets

We evaluate the carrying value of long-lived assets held and used, other than goodwill, when events or changes in circumstances indicate the carrying value may not be recoverable. We consider the carrying value of a long-lived asset impaired when the total projected undiscounted cash flows from such asset are separately identifiable and are less than the carrying value. We recognize a loss based on the amount by which the carrying value exceeds the estimated fair value of the long-lived asset. We determine the estimated fair value primarily using the projected cash flows from the asset discounted at a rate commensurate with the risk involved.

Income Taxes

We provide for income taxes pursuant to the liability method. The liability method requires recognition of deferred income taxes based on temporary differences between financial reporting and income tax bases of assets and liabilities, using current enacted income tax rates and regulations. These differences will result in taxable income or deductions in future years when the reported amount of the asset or liability is recovered or settled, respectively. Considerable judgment is required in determining when these events may occur and whether recovery of an asset, including the utilization of a net operating loss or other carryforward prior to its expiration, is more likely than not.

Revenues

Revenue consists of sales of products, media licensing, and solar energy integration contract fees. We recognize revenue from the sale of products and the licensing of media when the following four basic criteria are met: (1) persuasive evidence of an arrangement exists; (2) delivery has occurred or services rendered; (3) the seller s price to the buyer is fixed and determinable; and (4) collectibility is reasonably assured. We recognize revenue from solar energy integration fixed price contracts using either the completed contract or percentage-of-completion method, based on the energy size of the solar energy system installation project. We recognize revenue from solar energy system installations of less than 110 kilowatts when the installation is substantially complete, determined based on departure from the job site following completion of the installation or passing of building inspection, while we recognize revenue from solar energy system installations equal to or greater than 110 kilowatts on a percentage-of-completion basis, measured by the percentage of contract costs incurred to date to total estimated costs for each contract. We had two, six and two solar energy integration contracts accounted for under the percentage-of-completion method as of December 31, 2010, 2009 and 2008, respectively. We present revenues net of taxes collected from customers. We recognize amounts billed to customers for postage and handling as revenue at the same time we recognize the revenues arising from the product sale. We include postage and handling costs, which were approximately $10.2 million for 2010, $12.9 million for 2009, and $13.1 million for 2008, in selling and operating expense along with other fulfillment costs.

Share-Based Compensation

We recognize compensation cost for share-based awards based on the estimated fair value of the award on date of grant. We measure compensation cost at the grant date based on the estimated fair value of the award and recognize compensation cost upon the probable attainment of a specified performance condition or over a service period. We use the Black-Scholes option valuation model to estimate the fair value of the award. In estimating this fair value, we use certain assumptions, as disclosed in Note 12, Share-Based Compensation, consisting of the expected life of the option, risk-free interest rate, dividend yield, and volatility. The use of a different estimate for any one of these components could have a material impact on the amount of calculated compensation expense.

Use of Estimates and Reclassifications

The preparation of financial statements in accordance with GAAP requires us to make estimates and assumptions that affect the amounts reported in the accompanying financial statements and disclosures. Although we base these estimates on our best knowledge of current events and actions that we may undertake in the future, actual results may be different from the estimates. We have made certain reclassifications to prior period amounts to conform to the current period presentations.

Defined Contribution Plan

We have adopted a defined contribution retirement plan under Section 401(k) of the Internal Revenue Code, which covers substantially all employees. Eligible employees may contribute amounts to the plan, via payroll withholding, subject to certain limitations. The 401(k) plan permits, but does not require, us to make additional matching contributions to the 401(k) plan on behalf of all participants in the 401(k) plan. We match 50% of an employee s contribution, up to an annual maximum matching contribution of $1,500, and during the year ended December 31, 2010, we made matching contributions of $0.2 million to the 401(k) plan.

Foreign Currency Translation

Our foreign subsidiaries use their local currency as their functional currency. We translate assets and liabilities into U.S. dollars at exchange rates in effect at the balance sheet date. We translate income and expense accounts at the average monthly exchange rates during the year. We record resulting translation adjustments, net of income taxes, as a separate component of accumulated other comprehensive income.

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Comprehensive Income (Loss)

Our comprehensive income (loss) is comprised of our net income (loss), noncontrolling interest net income (loss), and foreign currency translation adjustments, net of income taxes. The disposition of our investment in our UK operations during the year ended December 31, 2008 resulted in a net loss which lowered our net income. The foreign currency translation amount attributable to that entity and accumulated in the translation adjustment component of equity was removed from the other comprehensive income component of equity and reported as part of the loss on the sale of the investment.

Net Income (Loss) Per Share Attributable To Gaiam, Inc. Common Shareholders

Basic net income (loss) per share attributable to Gaiam, Inc. common shareholders excludes any dilutive effects of options. We compute basic net income (loss) per share attributable to Gaiam, Inc. common shareholders using the weighted average number of common shares outstanding during the period. We compute diluted net income (loss) per share attributable to Gaiam, Inc. common shareholders using the weighted average number of common and common stock equivalent shares outstanding during the period. We excluded common equivalent shares of 416,000, 886,000 and 717,000 from the computation of diluted net income (loss) per share attributable to Gaiam, Inc. common shareholders for 2010, 2009 and 2008, respectively, because their effect was antidilutive.

The following table sets forth the computation of basic and diluted net income (loss) per share attributable to Gaiam, Inc. common shareholders:

	For the Years Ended December 31,		
(in thousands, except per share data)	**2010**	**2009**	**2008**
Numerator for basic and diluted net income (loss) per share attributable to Gaiam, Inc. common shareholders	$ 4,275	$ 296	$ (35,623)
Denominator:			
Weighted average shares for basic net income (loss) per share attributable to Gaiam, Inc. common shareholders	23,226	23,306	24,452
Effect of dilutive securities:			
Weighted average of common stock and stock options	157	72	
Denominators for diluted net income (loss) per share attributable to Gaiam, Inc. common shareholders	23,383	23,378	24,452
Net income (loss) per share attributable to Gaiam, Inc. common shareholders - basic	$ 0.18	$ 0.01	$ (1.46)
Net income (loss) per share attributable to Gaiam, Inc. common shareholders - diluted	$ 0.18	$ 0.01	$ (1.46)

3. Notes Receivable and Other Current Assets

As of December 31, 2010, our notes receivable and other current assets includes prepaid royalties of $4.4 million and a $2.7 million note receivable that will mature and be collected in late 2011. The note receivable was previously reported in notes receivable and other assets.

4. Mergers and Acquisitions

On July 1, 2010, we increased our ownership interest in an existing equity investment and, as a result, recognized a gain, representing the investment s estimated fair value immediately before acquiring control, of $1.0 million, which was reported in interest and other income on our consolidated condensed statements of operations for the year ended December 31, 2010. We used a combination of the income and market approaches to estimate the fair value of this equity investment immediately before increasing our ownership interest. For the income approach, we used historical unaudited financial statements, projected financial information and other records and documents. Selected publicly-traded companies were used to develop multiples for the market approach.

During 2009, we issued 25,000 shares of our Class A common stock worth $64,000 and paid $1.5 million as contingent consideration for two of our 2007 business acquisitions. For purchase price true-up and contingent consideration related to one of its 2008 business acquisitions, Real Goods issued 363,504 shares its Class A common stock with an estimated fair value of $0.7 million and allocated the additional consideration to goodwill, which is not expected to be tax deductible. Real Goods used a period beginning two days before and two days after the date that the consideration became payable in determining the estimated fair value of the securities issued.

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During the fourth quarter 2009, we closed one of our insignificant, unprofitable direct to consumer businesses, resulting in a pre-tax deconsolidation loss of $1.8 million, which is reported in our interest and other income (expense), an income tax benefit of $1.6 million, and a net loss of $0.2 million to our consolidated statement of operations for the year ended December 31, 2009.

We include results from operations of acquired companies in our consolidated financial statements from their respective effective acquisition dates.

5. Property and Equipment

Property and equipment, stated at lower of cost or estimated fair value, consists of the following as of December 31:

(in thousands)	2010	2009
Land	$ 8,674	$ 8,533
Buildings	16,083	16,055
Furniture, fixtures and equipment	6,528	6,182
Leasehold improvements	1,890	1,690
Website development costs and other software	8,653	7,674
Studios, computer and telephone equipment	8,253	8,007
Vehicles	1,458	905
Warehouse and distribution equipment	1,760	1,406
	53,299	50,452
Accumulated depreciation and amortization	(25,438)	(22,235)
	$ 27,861	$ 28,217

6. Other General Income and Expense

Other general income and expense on our consolidated statement of operations for the year ended December 31, 2008 was comprised of asset impairment losses of $80.0 million, and operating expenses related to the consummation of Real Goods initial public offering and guaranteed payments that we were obligated to make, but for which we will receive no benefit, including reduction of force costs, totaling $2.9 million. During 2008, as a result of changes in the retail business climate, we impaired $44.4 million of goodwill, $27.1 million of media libraries, $1.5 million of other intangibles, $2.2 million of property and equipment (primarily web site development), $1.5 million of deferred advertising costs, and $3.3 million of other related assets. The impairment of goodwill, resulting from the application of GAAP, was primarily driven by adverse financial market conditions that reduced our market capitalization below the net carrying value of our assets on our consolidated balance sheet as of December 31, 2008. The impairment took into account the deteriorating macro-economic environment, the reduced accessibility to the credit markets for customers, and the high degree of uncertainty about the eventual return to normalcy. These noncash, partially tax deductible impairments (mostly goodwill) reduced the carrying value of these assets on our consolidated balance sheet for our business, direct to consumer, and solar segments by $33.7 million, $19.1 million, and $27.2 million, respectively. We estimated the fair value of each impaired asset category using a traditional present value technique, relying upon various sources of information for our assumptions, such as estimated future sales, internal budgets and projections, and judgment about existing brand potential.

7. Commitments and Contingencies

Operating Leases

We lease office and warehouse space through operating leases. Some of the leases have renewal clauses, which range from 1 to 10 years.

The following schedule represents the annual future minimum payments under these commitments, as of December 31, 2010:

(in thousands)	Operating

2011	$	2,031
2012		1,880
2013		1,493
2014		1,042
2015		254
Total minimum lease payments	$	6,700

We incurred rent expense of $2.6 million, $3.3 million and $3.8 million for the years ended December 31, 2010, 2009 and 2008, respectively.

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Risks and Uncertainties

We are subject to risks and uncertainties in the normal course of our business, including legal proceedings; governmental regulation, such as the interpretation of tax and labor laws; and consumer sensitivity to changes in general economic conditions. We have accrued for probable and estimatable costs that may be incurred with respect to identified risks and uncertainties based upon the facts and circumstances currently available to us. Due to uncertainties in the estimating process, actual costs could vary from those accruals.

8. Accrued Liabilities

Accrued liabilities consist of the following as of December 31:

(in thousands)	2010	2009
Accrued compensation	$ 4,798	$ 4,823
Accrued royalties	2,462	3,488
Accrued distribution fees	874	1,627
Other accrued liabilities	2,700	1,123
	$ 10,834	$ 11,061

9. Line of Credit

We have a revolving line of credit agreement with a financial institution with a current expiration date of October 2, 2011, which we anticipate renewing upon expiration. The credit agreement permits borrowings up to the lesser of $15 million or our borrowing base which is calculated based upon the collateral value of our accounts receivable, inventory, and certain property and equipment. Borrowings under this agreement bear interest at the prime rate, provided, however, that at no time will the rate be less than 4.25% per annum. Borrowings are secured by a pledge of certain of our assets, and the agreement contains various financial covenants, including covenants requiring compliance with certain financial ratios. At December 31, 2010, we had no amounts outstanding under this agreement; however, $0.5 million was reserved for outstanding letters of credit. We believe we are in compliance with all of the financial covenants under this credit agreement.

10. Income Taxes

Our provision for income tax expense (benefit) is comprised of the following:

	For the Years Ended December 31,		
(in thousands)	2010	2009	2008
Current:			
Federal	$ 113	$ 308	$ (5,099)
State	71	156	122
International	224		
	408	464	(4,977)
Deferred:			
Federal	1,434	(2,308)	(1,321)
State	170	(244)	(1,048)
International	354		(196)
	1,958	(2,552)	(2,565)
	$ 2,366	$ (2,088)	$ (7,542)

Variations from the federal statutory rate are as follows:

(in thousands)	**2010**	**2009**	**2008**
Expected federal income tax expense (benefit) at statutory rate of 34%	$ 2,528	$ (871)	$ (18,743)
Effect of permanent enhanced charitable donation differences	(260)		
Effect of permanent worthless stock and impairment differences	(114)	(967)	13,766
Effect of permanent other differences	49	177	(139)
Effect of changes in tax positions		(259)	
State income tax expense (benefit), net of federal benefit	238	(139)	(2,165)
Federal tax credits	(16)		(315)
Other	(42)	(29)	(26)
Effect of differences between U.S. taxation and foreign taxation	(17)		80
Income tax expense (benefit)	$ 2,366	$ (2,088)	$ (7,542)

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Deferred income taxes reflect net tax effects of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for income tax purposes. The components of the net accumulated deferred income tax assets as of December 31, 2010 and 2009 are as follows:

	December 31,	
(in thousands)	**2010**	**2009**
Deferred tax assets (liabilities):		
Current:		
Provision for doubtful accounts	$ 368	$ 589
Inventory-related expense	893	1,150
Accrued liabilities	4,175	4,433
Charitable carryforward	251	
Net operating loss carryforward	3,232	
Dividend from affiliate	(37)	
Worthless investment		2,610
Impairment of assets		1,517
Prepaid and deferred catalog costs	(204)	(270)
Other	(53)	
Total current deferred tax assets	$ 8,625	$ 10,029
Non-current:		
Depreciation and amortization	$ (420)	$ (958)
Section 181 qualified production expense	(3,639)	(3,219)
Net operating loss carryforward	11,983	12,562
Charitable carryforward	1,356	807
Gain from issuance of subsidiary stock	(11,941)	(11,755)
Gain from foreign business acquisition	(354)	
Impairment of assets	6,800	7,450
Tax credits	735	716
Other	78	(139)
Total non-current deferred tax assets	4,598	5,464
Valuation allowance	(1,089)	(1,050)
Total non-current deferred tax assets, net of valuation allowance	3,509	4,414
Total net deferred tax assets	$ 12,134	$ 14,443

The sources of income (loss) before income taxes and noncontrolling interests are as follows:

(in thousands)	**2010**	**2009**	**2008**
Domestic	$ 6,094	$ (2,563)	$ (53,999)
International	1,341	258	(1,128)
	$ 7,435	$ (2,305)	$ (55,127)

Certain of our subsidiaries, namely those for which we own less than 80% of their shares and voting rights and/or are foreign entities, file tax returns separately from Gaiam s consolidated tax group. At December 31, 2010, we had made a provision for U.S. federal and state income taxes on approximately $0.3 million of undistributed foreign earnings, which are not expected to remain outside of the U.S. indefinitely. Deferred tax liabilities have been established for future taxes on distribution of foreign earnings in the form of dividends or otherwise, in order to derive, for financial statement purposes, the U.S. income taxes (net of tax on foreign tax credits), state income taxes, and withholding taxes payable to the various foreign countries.

At December 31, 2010, we had $1.4 million in tax effected state net operating loss carryforwards. These operating loss carryforwards, if unused, will begin to expire in 2018. Additionally, we had $13.8 million in tax effected federal net operating loss carryforwards. These operating loss carryforwards, if unused, begin to expire in 2018. The Internal Revenue Code contains provisions that limit the net operating loss available for use in any given year upon the occurrence of certain events, including significant changes in ownership interest. A change in ownership of a company of greater than 50% within a three-year period results in an annual limitation on the utilization of net operating loss carryforwards from tax periods prior to the ownership changes. Certain of our net operating loss carryforwards as of December 31, 2010 are subject to annual limitations due to changes in ownership.

We have alternative minimum tax credit carryforwards that have no expiration dates, of approximately $480,000 that are available to offset future regular tax liabilities. We also have general business tax credit carryforwards for federal income tax purposes at December 31, 2010 of approximately $254,000 that are available to reduce future federal income taxes, if any, and expire through 2029.

We perform assessments of the realization of our net deferred tax assets considering all available evidence, both positive and negative. As a result of this assessment, we concluded it was more likely than not that certain portions of our net operating loss carryforwards for which we established in 2009 a valuation allowance would be realizable and, therefore, we reversed $700,000 of that valuation allowance during 2010. Additionally, during 2010 we determined that it was more likely than not that a portion of our charitable carryforwards, which begin to expire in 2011, would not be realized and, therefore, we established a $740,000 valuation allowance against a portion of our charitable carryforwards deferred tax asset for the year ended December 31, 2010. The adjustments to our valuation allowances were the result of our analyses of the facts and circumstances, including evaluations of our net operating loss and charitable realization and an evaluation of our pre-tax income and losses for historical and future periods. We expect all other deferred tax assets at December 31, 2010 to be fully recoverable through the reversal of taxable temporary differences in future years as a result of normal business activities.

We realized $0.2 million in tax write-offs and $0.03 million in tax benefits recorded to additional paid-in capital as a result of the exercise of stock options for the years ended December 31, 2010 and 2009, respectively.

We recognize the tax benefit from an uncertain tax position only if it is more likely than not that the tax position will be sustained on examination by the taxing authorities, based on the technical merits of the position. We measure the tax benefits recognized in the consolidated financial statements from such a position based on the largest benefit that has a greater than 50% likelihood of being realized upon ultimate resolution. The application of income tax law is inherently complex. Laws and regulations in this area are voluminous and are often ambiguous. As such, we are required to make many subjective assumptions and judgments regarding our income tax exposures. Interpretations of and guidance surrounding income tax law and regulations change over time and may result in changes to our subjective assumptions and judgments which can materially affect amounts recognized in our consolidated balance sheets and consolidated statements of operations. The result of our assessment of our uncertain tax positions did not have a material impact on our consolidated financial statements. Our federal and state tax returns for all years after 2005 are subject to future examination by tax authorities for all our tax jurisdictions. We recognize interest and penalties related to income tax matters in interest and other income (expense) and corporate, general and administration expenses, respectively.

11. Equity

During 2010, under our 2009 Long-Term Incentive Plan, we issued a total of 5,769 of our Class A common shares to our independent directors, in lieu of cash compensation, for services rendered in 2010 and issued 171,940 of our Class A common shares upon exercise of options under our 2009 and 1999 Long-Term Incentive Plans. For the last four years, we have valued the shares issued to our independent directors at estimated fair value based on the closing price of our stock on the date the shares were issued, which by policy is the last trading day of each quarter in which the services were rendered.

On March 8, 2010 and November 18, 2010, our board of directors declared out of additional paid-in capital our 2010 and 2011 annual cash dividends of $0.15 per share for distribution to our common shareholders of record on April 1, 2010 and December 15, 2010, respectively. As a result, additional paid-in capital on our condensed consolidated balance sheet at December 31, 2010 was decreased by $7.0 million.

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The following schedule reflects the effect of changes in Gaiam, Inc. s ownership interest in its subsidiaries on Gaiam, Inc. s equity:

(in thousands, except share data)	For the Year Ended December 31, 2010	2009	2008
Net income (loss) attributable to Gaiam, Inc.	$ 4,275	$ 296	$ (35,623)
Transfers from the noncontrolling interest:			
Decrease in Gaiam, Inc. s paid-in capital for the acquisition of Spiritual Cinema, Inc s noncontrolling interest	(75)		
Increase in Gaiam, Inc. s paid-in capital for the issuance of 21,040 Real Goods Class A common shares in conjunction with nonemployee director fees, and for employee share-based compensation	176		
Increase in Gaiam, Inc. s paid-in capital for the issuance of 399,616 Real Goods Class A common shares in conjunction with nonemployee director fees and acquisitions, and for employee share-based compensation		183	
Increase in Gaiam, Inc. s paid-in capital for the issuance of 2,389,976 Real Goods Class A common shares in conjunction with certain transactions related to Real Goods IPO, nonemployee director fees and acquisitions, and for employee share-based compensation			918
Change from the net income (loss) attributable to Gaiam, Inc. and transfers from the noncontrolling interest	$ 4,376	$ 479	$ (34,705)

As of December 31, 2010, we had the following Class A common shares reserved for future issuance:

Conversion of Class B common shares	5,400,000
Awards under the 2009 and 1999 Long-Term Incentive Plans:	
Stock options outstanding	1,155,810
Total shares reserved for future issuance	6,555,810

Each holder of our Class A common shares is entitled to one vote for each share held on all matters submitted to a vote of shareholders. Each of our Class B common shares is entitled to ten votes on all matters submitted to a vote of shareholders. There are no cumulative voting rights. All holders of our Class A common shares and our Class B common shares vote as a single class on all matters that are submitted to the shareholders for a vote. Shareholders may consent to an action in writing and without a meeting under certain circumstances. Our chairman holds 100% of our 5,400,000 outstanding shares of class B common stock and also owns 668,682 shares of Class A common stock. Consequently, our chairman holds approximately 76% of our voting stock and, thus, is able to exert substantial influence over us and to control matters requiring approval by our shareholders, including the election of directors, increasing our authorized capital stock, or a merger or sale of substantially all of our assets. As a result of Mr. Rysavy s control of us, no change of control can occur without Mr. Rysavy s consent.

Our Class A common shares and our Class B common shares are entitled to receive dividends, if any, as may be declared by the board of directors out of legally available funds. In the event of a liquidation, dissolution or winding up of our Company, our Class A common shares and our Class B common shares are entitled to share ratably in our assets remaining after the payment of all of our debts and other liabilities. Holders of our Class A common shares and our Class B common shares have no preemptive, subscription or redemption rights, and there are no redemption or sinking fund provisions applicable to our Class A common shares and our Class B common shares.

Our Class B common shares may not be transferred unless converted into our Class A common shares, other than certain transfers to affiliates, family members, and charitable organizations. Our Class B common shares are convertible one-for-one into our Class A common shares, at the option of the holder of the Class B common shares.

During 2009, we issued a total of 13,561 of our Class A common shares to our independent directors, in lieu of cash compensation, for services rendered in 2009; issued 25,000 of our Class A common shares as contingent consideration for a business acquired in 2007 (see Note 4. Mergers and Acquisitions); issued 25,000 of our Class A common shares for consulting services; and issued 48,450 of our Class A common shares upon exercise of options under our 1999 Long-Term Incentive Plan and our 2009 Long-Term Incentive Plan. The shares issued for the consulting services were valued at estimated fair value based on an approximate average of the closing price of our stock for the period beginning two days before and ending two days after the date that the terms of the consulting arrangement were agreed to by both parties.

Additionally, during 2009, we repurchased 932,000 of our Class A common shares for a total cost of $2.8 million. We recorded this repurchase of our shares in accordance with the cost method of accounting for treasury stock. Because we have not decided the ultimate disposition of the re-acquired shares, their cost is reflected in our consolidated balance sheet at December 31, 2009 as a $2.8 million reduction to additional paid-in capital. Also, our adventure travel business, which is 51.4% owned by us, paid its shareholders dividends from earnings totaling $0.4 million and, as a result, the noncontrolling interests on our consolidated balance sheet at December 31, 2009 was decreased by $0.2 million.

During 2008, we issued a total of 2,810 Class A common shares to our independent directors, in lieu of cash compensation, for services rendered in 2007 and 2008; issued 221,152 of our Class A common shares as part of the consideration to acquire the remaining and controlling ownership interests in two businesses; and issued 133,360 Class A common shares upon exercise of options under our 1999 Long-Term Incentive Plan, including 110,000 shares exercised and held by our Chief Executive Officer.

Additionally, during 2008, we repurchased 1,372,285 of our Class A common shares for a total cost of $19.3 million. We recorded these repurchases in accordance with the cost method of accounting for treasury stock. Since we have not yet decided the ultimate disposition of the re-acquired shares, their combined cost is reflected in the consolidated balance sheet at December 31, 2008 as a $19.3 million reduction to additional paid-in capital.

Real Goods

Our subsidiary, Real Goods Solar, Inc. (Real Goods), during 2010, issued under its 2008 Long-Term Incentive Plan 21,040 Class A common shares valued at $74,000 to compensate nonemployee board members for services rendered during 2010. As of December 31, 2010, we owned 54.6% of Real Goods. For the last four years, Real Goods has valued the shares issued to its independent directors at estimated fair value based on the closing price of Real Goods stock on the date the shares were issued, which by policy is the last trading day of each quarter in which the services were rendered.

During 2009, Real Goods issued 36,112 shares valued at $0.1 million to compensate independent board members for services rendered during 2009 under their 2008 Long-Term Incentive Plan and issued 363,504 shares valued at $0.7 million as contingent consideration for a business acquired in 2008. Following these transactions, we owned 54.7% of Real Goods. The portion of our gain resulting from Real Goods issuing new shares, $0.1 million net of tax, is reflected in additional paid-in capital on our consolidated balance sheet at December 31, 2009.

During 2008, Real Goods completed an initial public offering of 5.5 million shares resulting in net proceeds of $48.2 million to Real Goods, issued 280,000 shares valued at $1.9 million to acquire a minority interest in one of its subsidiaries and issued 2,094,679 shares valued at $9.2 million as partial consideration to acquire 100% ownership of two businesses, issued an additional 15,297 shares valued at $94,000 to compensate nonemployee board members for services rendered, and made other non-stock related equity transactions, for a net gain of $33.7 million to us. Real Goods used a period beginning two days before and two days after the date that the terms of the acquisition were agreed to and announced in determining the estimated fair value of the securities issued. Following these transactions we owned 55.9% of Real Goods. The Real Goods shares were generally valued based upon the closing price of Real Goods Class A common stock, which ranged from $3.65 to $7.50 per share during the period from May 13, 2008 to December 31, 2008. The portion of our gain resulting from Real Goods selling new shares, $32.8 million, was reflected in gain from issuance of subsidiary stock on our consolidated statements of operations for the year ended December 31, 2008 and was tax affected. The remaining net gain resulting from other Real Goods non-stock related equity transactions, which consisted of the assumption by Real Goods minority interest shareholders of their respective portion of Real Goods tax sharing agreement obligation to us, the recognition of the contingent warrant consideration upon consummation of Real Goods IPO, and stock option share-based compensation expense, none of which were tax effected, were recorded as increases to additional paid-in capital on our consolidated balance sheet at December 31, 2008.

As part of additional consideration for acquisitions, Real Goods issued, during 2008 and 2007, seven-year warrants to purchase 70,000 shares of Real Goods Class A common stock at an exercise price of $3.20 per share.

12. Share-Based Compensation

During 2009, we adopted a new share-based incentive plan, the Gaiam, Inc. 2009 Long-Term Incentive Plan (the Plan). The purpose of the Plan is to advance our interests and those of our shareholders by providing incentives to certain persons who contribute significantly to our strategic and long-term performance objectives and growth. An aggregate of not more than 3 million of our Class A common shares, subject to certain adjustments, may be issued under the Plan, and the Plan terminates no later than April 23, 2019. The authority to grant new options under our 1999 Long-Term Incentive Plan expired on June 1, 2009. We have generally granted options under both of our incentive plans with an exercise price equal to the closing market price of our stock at the date of the grant and the options normally vest and become exercisable at 2% per month for the 50 months beginning in the eleventh month after

date of grant. We have recognized the compensation expense related to share-based payment awards on a straight-line basis over the requisite service periods of the awards, which are generally five years for employee options and two years for Board members   options. Grants have typically expired seven years from the date of grant.

The determination of the estimated fair value of share-based payment awards on the date of grant using the Black-Scholes option-pricing model is affected by our stock price as well as assumptions regarding a number of complex and subjective variables. We derive the expected terms from the historical behavior of participant groupings. We base expected volatilities on the historically realized volatility of our stock over the expected term. Our use of historically realized volatilities is based upon the expectation that future volatility over the expected term is not likely to differ from historical results. We base the risk-free interest rate used in the option valuation model on U.S. Treasury zero-coupon issues with remaining terms similar to the expected term on the options. We do not anticipate paying any cash dividends in the foreseeable future and, therefore, we use an expected dividend yield of zero in the option valuation model. In accordance with FASB share-based compensation guidance, we are required to estimate forfeitures at the time of grant and revise those estimates in subsequent periods if actual forfeitures differ from those estimates. We primarily use historical data by participant groupings to estimate option forfeitures and record share-based compensation expense only for those awards that are expected to vest.

The following are the variables we used in the Black-Scholes option pricing model to determine the estimated grant date fair value for options granted under our 2009 and 1999 Long-Term Incentive Plans for each of the years presented:

	2010	2009	2008
Expected volatility	60% - 62%	60% - 64%	52% - 60%
Weighted-average volatility	61%	62% &	