TARGET CORP
Form 10-Q
May 28, 2010

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 10-Q

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

For the quarterly period ended May 1, 2010

Commission File Number 1-6049

TARGET CORPORATION

(Exact name of registrant as specified in its charter)

Minnesota	**41-0215170**
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification No.)
1000 Nicollet Mall, Minneapolis, Minnesota	**55403**
(Address of principal executive offices)	(Zip Code)

Registrant s telephone number, including area code: 612/304-6073

Former name, former address and former fiscal year, if changed since last report: N/A

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 o

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 x No o

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, or a non-accelerated filer (as defined in Rule 12b-2 of the Act).

Large accelerated filer x Accelerated filer o Non-accelerated filer o Smaller Reporting company o

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

Indicate the number of shares outstanding of each of registrant s classes of common stock, as of the latest practicable date. Total shares of common stock, par value $.0833, outstanding at May 26, 2010 were 736,470,956.

TARGET CORPORATION

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Consolidated Statements of Operations

	Three Months Ended	
(millions, except per share data) (unaudited)	**May 1, 2010**	May 2, 2009
Sales	**$ 15,158**	$ 14,361
Credit card revenues	**435**	472
Total revenues	**15,593**	14,833
Cost of sales	**10,412**	9,936
Selling, general and administrative expenses	**3,143**	3,015
Credit card expenses	**280**	384
Depreciation and amortization	**516**	472
Earnings before interest expense and income taxes	**1,242**	1,026
Net interest expense		
Nonrecourse debt collateralized by credit card receivables	**23**	26
Other interest expense	**165**	177
Interest income	**(1)**	(1)
Net interest expense	**187**	202
Earnings before income taxes	**1,055**	824
Provision for income taxes	**384**	302
Net earnings	**$ 671**	$ 522
Basic earnings per share	**$ 0.91**	$ 0.69
Diluted earnings per share	**$ 0.90**	$ 0.69
Weighted average common shares outstanding		
Basic	**739.9**	752.2
Diluted	**745.7**	753.0

See accompanying Notes to Consolidated Financial Statements.

Consolidated Statements of Financial Position

(millions)	May 1, 2010	January 30, 2010	May 2, 2009
Assets	**(unaudited)**		(unaudited)
Cash and cash equivalents, including marketable securities of **$1,015**, $1,617 and $849	**$ 1,578**	$ 2,200	$ 1,371
Credit card receivables, net of allowance of **$930**, $1,016 and $1,005	**6,330**	6,966	7,452
Inventory	**7,249**	7,179	6,993
Other current assets	**2,065**	2,079	1,735
Total current assets	**17,222**	18,424	17,551
Property and equipment			
Land	**5,803**	5,793	5,775
Buildings and improvements	**22,332**	22,152	20,994
Fixtures and equipment	**4,597**	4,743	4,295
Computer hardware and software	**2,428**	2,575	2,504
Construction-in-progress	**497**	502	1,427
Accumulated depreciation	**(10,445)**	(10,485)	(9,195)
Property and equipment, net	**25,212**	25,280	25,800
Other noncurrent assets	**889**	829	861
Total assets	**$ 43,323**	$ 44,533	$ 44,212
Liabilities and shareholders investment			
Accounts payable	**$ 6,150**	$ 6,511	$ 6,004
Accrued and other current liabilities	**3,183**	3,120	2,990
Unsecured debt and other borrowings	**797**	796	1,255
Nonrecourse debt collateralized by credit card receivables	**67**	900	
Total current liabilities	**10,197**	11,327	10,249
Unsecured debt and other borrowings	**10,642**	10,643	12,012
Nonrecourse debt collateralized by credit card receivables	**4,152**	4,475	5,502
Deferred income taxes	**916**	835	487
Other noncurrent liabilities	**1,819**	1,906	1,843
Total noncurrent liabilities	**17,529**	17,859	19,844
Shareholders investment			
Common stock	**62**	62	63
Additional paid-in capital	**3,010**	2,919	2,788
Retained earnings	**13,098**	12,947	11,821
Accumulated other comprehensive loss	**(573)**	(581)	(553)
Total shareholders investment	**15,597**	15,347	14,119
Total liabilities and shareholders investment	**$ 43,323**	$ 44,533	$ 44,212
Common shares outstanding	**738.9**	744.6	752.0

See accompanying Notes to Consolidated Financial Statements.

Consolidated Statements of Cash Flows

(millions) (unaudited)	Three Months Ended **May 1, 2010**	May 2, 2009
Operating activities		
Net earnings	**$ 671**	$ 522
Reconciliation to cash flow		
Depreciation and amortization	**516**	472
Share-based compensation expense	**25**	24
Deferred income taxes	**109**	69
Bad debt expense	**197**	296
Loss/impairment of property and equipment, net	**8**	18
Other non-cash items affecting earnings	**22**	10
Changes in operating accounts providing/(requiring) cash		
Accounts receivable originated at Target	**201**	160
Inventory	**(70)**	(288)
Other current assets	**(94)**	27
Other noncurrent assets	**(38)**	
Accounts payable	**(361)**	(333)
Accrued and other current liabilities	**63**	113
Other noncurrent liabilities	**(91)**	(91)
Cash flow provided by operations	**1,158**	999
Investing activities		
Expenditures for property and equipment	**(407)**	(540)
Proceeds from disposal of property and equipment	**12**	6
Change in accounts receivable originated at third parties	**238**	175
Other investments	**(18)**	(13)
Cash flow required for investing activities	**(175)**	(372)
Financing activities		
Reductions of long-term debt	**(1,170)**	(1)
Dividends paid	**(126)**	(121)
Repurchase of stock	**(378)**	
Stock option exercises and related tax benefit	**69**	2
Cash flow required for financing activities	**(1,605)**	(120)
Net increase/(decrease) in cash and cash equivalents	**(622)**	507
Cash and cash equivalents at beginning of period	**2,200**	864
Cash and cash equivalents at end of period	**$ 1,578**	$ 1,371

See accompanying Notes to Consolidated Financial Statements.

Consolidated Statements of Shareholders Investment

(millions, except footnotes)	Common Stock Shares	Stock Par Value	Additional Paid-in Capital	Retained Earnings	Accumulated Other Comprehensive Income/(Loss): Pension and Other Benefit Liability Adjustments	Accumulated Other Comprehensive Income/(Loss): Derivative Instruments, Foreign Currency and Other	Total
January 31, 2009	752.7	$ 63	$ 2,762	$ 11,443	$ (510)	$ (46)	$ 13,712
Net earnings				2,488			2,488
Other comprehensive income							
Pension and other benefit liability adjustments, net of taxes of $17					(27)		(27)
Net change on cash flow hedges, net of taxes of $2						4	4
Currency translation adjustment, net of taxes of $0						(2)	(2)
Total comprehensive income							2,463
Dividends declared				(503)			(503)
Repurchase of stock	(9.9)	(1)		(481)			(482)
Stock options and awards	1.8		157				157
January 30, 2010	744.6	$ 62	$ 2,919	$ 12,947	$ (537)	$ (44)	$ 15,347
(unaudited)							
Net earnings				**671**			**671**
Other comprehensive income							
Pension and other benefit liability adjustments, net of taxes of $3					**5**		**5**
Net change on cash flow hedges, net of taxes of $0						**1**	**1**
Currency translation adjustment, net of taxes of $1						**2**	**2**
Total comprehensive income							**679**
Dividends declared				**(126)**			**(126)**
Repurchase of stock	**(7.5)**			**(394)**			**(394)**
Stock options and awards	**1.8**		**91**				**91**
May 1, 2010	**738.9**	**$ 62**	**$ 3,010**	**$ 13,098**	**$ (532)**	**$ (41)**	**$ 15,597**

Dividends declared per share were $0.17 and $0.16 for the three months ended May 1, 2010 and May 2, 2009, respectively. For the fiscal year ended January 30, 2010, dividends declared per share were $0.67.

See accompanying Notes to Consolidated Financial Statements.

Notes to Consolidated Financial Statements

1. Accounting Policies

The accompanying unaudited consolidated financial statements should be read in conjunction with the financial statement disclosures contained in the 2009 Form 10-K for Target Corporation (Target or the Corporation). The same accounting policies are followed in preparing quarterly financial data as are followed in preparing annual data. See Note 1 in our Form 10-K for the fiscal year ended January 30, 2010 for those policies. In the opinion of management, all adjustments necessary for a fair statement of quarterly operating results are reflected herein and are of a normal, recurring nature.

Due to the seasonal nature of our business, quarterly revenues, expenses, earnings and cash flows are not necessarily indicative of the results that may be expected for the full year.

2. Earnings Per Share

Basic earnings per share (EPS) is net earnings divided by the weighted average number of common shares outstanding during the period. Diluted EPS includes the incremental shares assumed to be issued upon the exercise of stock options and under performance share and restricted stock unit arrangements.

	Basic EPS Three Months Ended		Diluted EPS Three Months Ended	
Earnings Per Share (millions, except per share data)	**May 1, 2010**	May 2, 2009	**May 1, 2010**	May 2, 2009
Net earnings	**$ 671**	$ 522	**$ 671**	$ 522
Basic weighted average common shares outstanding	**739.9**	752.2	**739.9**	752.2
Incremental stock options, performance share units and restricted stock units			**5.8**	0.8
Weighted average common shares outstanding	**739.9**	752.2	**745.7**	753.0
Earnings per share	**$ 0.91**	$ 0.69	**$ 0.90**	$ 0.69

For the May 1, 2010 and May 2, 2009 computations, 11.6 million and 33.8 million stock options, respectively, were excluded from the calculation of weighted average shares for diluted EPS because their effects were antidilutive.

3. Fair Value Measurements

Fair value is the price at which an asset could be exchanged in a current transaction between knowledgeable, willing parties. A liability s fair value is defined as the amount that would be paid to transfer the liability to a new obligor, not the amount that would be paid to settle the liability with the creditor. Fair value measurements are categorized into one of three levels based on the lowest level of significant input used: Level 1 (unadjusted quoted prices in active markets); Level 2 (observable market inputs available at the measurement date, other than quoted prices included in Level 1); and Level 3 (unobservable inputs that cannot be corroborated by observable market data).

The following table presents financial assets and liabilities measured at fair value on a recurring basis:

Fair Value Measurements Recurring Basis	**Fair Value at May 1, 2010**			Fair Value at January 30, 2010			Fair Value at May 2, 2009		
(millions)	**Level 1**	**Level 2**	**Level 3**	Level 1	Level 2	Level 3	Level 1	Level 2	Level 3
Assets									
Cash and cash equivalents									
Marketable securities	**$ 1,015**	**$**	**$**	$ 1,617	$	$	$ 849	$	$
Other current assets									
Prepaid forward contracts	**69**			79			75		
Other noncurrent assets									
Interest rate swaps*(a)*		**133**			131			150	
Company-owned life insurance investments*(b)*		**328**			305			312	
Total	**$ 1,084**	**$ 461**	**$**	$ 1,696	$ 436	$	$ 924	$ 462	$
Liabilities									
Other noncurrent liabilities									
Interest rate swaps*(a)*	**$**	**$ 29**	**$**	$	$ 23	$	$	$ 26	$
Total	**$**	**$ 29**	**$**	$	$ 23	$	$	$ 26	$

(a) There were no interest rate swaps designated as accounting hedges at May 1, 2010, January 30, 2010 or May 2, 2009.

(b) Company-owned life insurance investments consist of equity index funds and fixed income assets. Amounts are presented net of loans of $236 million at May 1, 2010, $244 million at January 30, 2010, and $197 million at May 2, 2009 that are secured by some of these policies.

Position	**Valuation Technique**
Marketable securities	Initially valued at transaction price. Carrying value of cash equivalents (including money market funds) approximates fair value because maturities are less than three months.
Prepaid forward contracts	Initially valued at transaction price. Subsequently valued by reference to the market price of Target common stock.
Interest rate swaps/ forward and equity swaps	Valuation models are calibrated to initial trade price. Subsequent valuations are based on observable inputs to the valuation model (*e.g.*, interest rates and credit spreads). Model inputs are changed only when corroborated by market data. A credit risk adjustment is made on each swap using observable market credit spreads.
Company-owned life insurance investments	Includes investments in separate accounts that are valued based on market rates credited by the insurer.

Certain assets are measured at fair value on a nonrecurring basis; that is, the instruments are not measured at fair value on an ongoing basis but are subject to fair value adjustments only in certain circumstances (for example, when there is evidence of impairment). The fair value measurements related to long-lived assets held for sale and held and used in the following table were determined using available market prices at the measurement date based on recent investments or pending transactions of similar assets, third-party independent appraisals, valuation multiples or public comparables. We classify these measurements as Level 2.

Fair Value Measurements Nonrecurring Basis (millions)	Other current assets Long-lived assets held for sale*(a)*	Property and equipment Long-lived assets held and used*(b)*
Measured as of May 1, 2010:		
Carrying amount	$	$ 29
Fair value measurement		26
Gain/(loss)		(3)
Measured as of May 2, 2009:		
Carrying amount	30	11
Fair value measurement	24	6
Gain/(loss)	(6)	(5)

(a) *Reported measurement is fair value less cost to sell. Costs to sell were approximately $2 million at May 2, 2009.*
(b) *Primarily relates to real estate and buildings intended for sale in the future but not currently meeting the held for sale criteria.*

The following table presents the carrying amounts and estimated fair values of financial instruments not measured at fair value in the Consolidated Statements of Financial Position. The fair value of marketable securities is determined using available market prices at the reporting date. The fair value of debt is measured using a discounted cash flow analysis based on our current market interest rates for similar types of financial instruments.

Financial Instruments Not Measured at Fair Value	**May 1, 2010**	
(millions)	Carrying Amount	Fair Value
Financial assets		
Other current assets		
Marketable securities*(a)*	$ 34	$ 34
Other noncurrent assets		
Marketable securities*(a)*	3	3
Total	$ 37	$ 37
Financial liabilities		
Total debt*(b)*	$ 15,291	$ 16,659
Total	$ 15,291	$ 16,659

(a) *Amounts include held-to-maturity government and money market investments that are held to satisfy the regulatory requirements of Target Bank and Target National Bank.*
(b) *Represents the sum of nonrecourse debt collateralized by credit card receivables and unsecured debt and other borrowings excluding unamortized swap valuation adjustments and capital lease obligations.*

The carrying amounts of credit card receivables, net of allowance, accounts payable, and certain accrued and other current liabilities approximate fair value at May 1, 2010.

4. Credit Card Receivables

Credit card receivables are recorded net of an allowance for doubtful accounts. The allowance, recognized in an amount equal to the anticipated future write-offs of existing receivables, was $930 million at May 1, 2010, $1,016 million at January 30, 2010 and $1,005 million at May 2, 2009. This allowance includes provisions for uncollectible finance charges and other credit-related fees. We estimate future write-offs based on historical experience of delinquencies, risk scores, aging trends, and industry risk trends. Substantially all accounts continue to accrue finance charges until they are written off. Total receivables past due ninety days or more and still accruing finance charges were $279 million at May 1, 2010 and $371 million at both January 30, 2010 and May 2, 2009. Accounts are written off when they become 180 days past due.

Under certain circumstances, we offer cardholder payment plans that modify finance charges and minimum payments, which meet the accounting definition of a troubled debt restructuring (TDRs). These concessions are made on an individual cardholder basis for economic or legal reasons specific to each individual cardholder s circumstances. As a percentage of period-end gross receivables, receivables classified as TDRs were 6.5 percent at May 1, 2010, 6.7 percent at January 30, 2010, and 6.1 percent at May 2, 2009. Receivables classified as TDRs are treated consistently with other aged receivables in determining our allowance for doubtful accounts.

As a method of providing funding for our credit card receivables, we sell on an ongoing basis all of our consumer credit card receivables to Target Receivables Corporation (TRC), a wholly owned, bankruptcy remote subsidiary. TRC then transfers the receivables to the Target Credit Card Master Trust (the Trust), which from time to time will sell debt securities to third parties either directly or through a related trust. These debt securities represent undivided interests in the Trust assets. TRC uses the proceeds from the sale of debt securities and its share of collections on the receivables to pay the purchase price of the receivables to the Corporation.

We consolidate the receivables within the Trust and any debt securities issued by the Trust, or a related trust, in our Consolidated Statements of Financial Position. The receivables transferred to the Trust are not available to general creditors of the Corporation. The payments to the holders of the debt securities issued by the Trust or the related trust are made solely from the assets transferred to the Trust or the related trust and are nonrecourse to the general assets of the Corporation. Upon termination of the securitization program and repayment of all debt securities, any remaining assets could be distributed to the Corporation in a liquidation of TRC.

In the second quarter of 2008, we sold an interest in our credit card receivables to a JPMorgan Chase affiliate (JPMC). The interest sold represented 47 percent of the receivables portfolio at the time of the transaction. This transaction was accounted for as a secured borrowing, and accordingly, the credit card receivables within the Trust and the note payable issued are reflected in our Consolidated Statements of Financial Position. Notwithstanding this accounting treatment, the accounts receivable assets that collateralize the note payable supply the cash flow to pay principal and interest to the note holder; the receivables are not available to general creditors of the Corporation; and the payments to JPMC are made solely from the Trust and are nonrecourse to the general assets of the Corporation. Interest and principal payments due on the note are satisfied provided the cash flows from the Trust assets are sufficient. If the cash flows are less than the periodic interest, the available amount, if any, is paid with respect to interest. Interest shortfalls will be paid to the extent subsequent cash flows from the assets in the Trust are sufficient. Future principal payments will be made from JPMC s prorata share of cash flows from the Trust assets.

In the event of a decrease in the receivables principal amount such that JPMC s interest in the entire portfolio would exceed 47 percent for three consecutive months, TRC (using the cash flows from the assets in the Trust) would be required to pay JPMC a pro rata amount of principal collections such that the portion owned by JPMC would not exceed 47 percent, unless JPMC provides a waiver. Conversely, at the option of the Corporation, JPMC may be required to fund an increase in the portfolio to maintain their 47 percent interest up to a maximum JPMC principal balance of $4.2 billion. Due to the continuing declines in gross credit card receivables, TRC repaid JPMC $268 million in April 2010 and $163 million in November 2009 under the terms of this agreement. On May 25, 2010, TRC repaid an additional $67 million to JPMC.

If a three-month average of monthly finance charge excess (JPMC s prorata share of finance charge collections less write-offs and specified expenses) is less than 2 percent of the outstanding principal balance of JPMC s interest, the Corporation must implement mutually agreed upon underwriting strategies. If the three-month average finance charge excess falls below 1 percent of the outstanding principal balance of JPMC s interest, JPMC may compel the Corporation to implement underwriting and collections activities, provided those activities are compatible with the Corporation s systems, as well as consistent with similar credit card receivable portfolios managed by JPMC. If the Corporation fails to implement the activities, JPMC has the right to cause the accelerated repayment of the note payable issued in the transaction. As noted in the preceding paragraph, payments would be made solely from the Trust assets.

5. Contingencies

We are exposed to claims and litigation arising in the ordinary course of business and use various methods to resolve these matters in a manner that we believe serves the best interest of our shareholders and other constituents. We believe the recorded reserves in our consolidated financial statements are adequate in light of the probable and estimable liabilities. We do not believe that any of the currently identified claims or litigation matters will materially affect our results of operations, cash flows or financial condition.

6. Notes Payable and Long-Term Debt

We obtain short-term financing from time to time under our commercial paper program, a form of notes payable. There were no amounts outstanding under our commercial paper program at May 1, 2010, January 30, 2010, or May 2, 2009.

In April 2010, TRC repurchased and retired the entire $900 million series of nonrecourse debt collateralized by credit card receivables, at par, that otherwise would have matured on October 25, 2010. No gain or loss was recorded other than insignificant expenses associated with retiring this debt.

In addition, TRC has made payments to JPMC to reduce its interest in our credit card receivables as described in Note 4, Credit Card Receivables.

7. Derivative Financial Instruments

Derivative financial instruments are reported at fair value on the Consolidated Statements of Financial Position. Our derivative instruments have been primarily interest rate swaps. We use these derivatives to mitigate our interest rate risk. We have counterparty credit risk resulting from our derivative instruments. This risk lies primarily with two global financial institutions. We monitor this concentration of counterparty credit risk on an ongoing basis.

Historically, the majority of our derivative instruments qualified for fair value hedge accounting treatment. During 2008, we terminated or de-designated certain interest rate swaps. Total net gains amortized into net interest expense for terminated or de-designated swaps were $11 million and $18 million during the three months ended May 1, 2010 and May 2, 2009, respectively. The amount remaining on unamortized hedged debt valuation gains from terminated or de-designated interest rate swaps that will be amortized into earnings over the remaining lives totaled $186 million, $197 million and $245 million, at May 1, 2010, January 30, 2010 and May 2, 2009, respectively.

Periodic payments, valuation adjustments and amortization of gains or losses related to derivative contracts are summarized below:

Derivative Contracts Effect on Results of Operations

(millions)		Income/(Expense)	
		Quarter Ended	Quarter Ended
Type	Classification of Income/(Expense)	**May 1, 2010**	May 2, 2009
Interest Rate Swaps	Other interest expense	**$ 14**	$ 16

At May 1, 2010, there were no derivative instruments designated as accounting hedges.

For further description of the fair value measurement of derivative contracts and their classification on the Consolidated Statements of Financial Position, see Note 3, Fair Value Measurements.

8. Income Taxes

We file a U.S. federal income tax return and income tax returns in various states and foreign jurisdictions. We are no longer subject to U.S. federal income tax examinations for years before 2008 and, with few exceptions, are no longer subject to state and local or non-U.S. income tax examinations by tax authorities for years before 2003.

We accrue for the effects of uncertain tax positions and the related potential penalties and interest.

During the first quarter of 2010, we filed a tax accounting method change that resolved the uncertainty surrounding the timing of deductions for one of our tax positions, resulting in a $130 million decrease to our unrecognized tax benefit liability. Because this matter solely related to the timing of the deduction, this change had virtually no effect on net tax expense in the first quarter of 2010. As of May 1, 2010, our unrecognized tax benefit liability was $338 million.

It is possible that up to $55 million of unrecognized tax benefits as of May 1, 2010 will be recognized within the next twelve months as a variety of issues may be resolved. If these issues are favorably resolved, they would result in a corresponding reduction to income tax expense of approximately the same amount.

9. Share Repurchase

Since the inception of our share repurchase program, which began in the fourth quarter of 2007, we have repurchased 111.1 million shares of our common stock, for a total cash investment of $5,713 million (average price per share of $51.42).

During the three months ended May 1, 2010, we repurchased 7.5 million shares of our common stock, including 0.3 million shares through settlement of prepaid forward contracts, for a total cash investment of $394 million (average price per share of $52.27), of which $15 million was paid in prior periods. The prepaid forward contracts settled during the three months ended May 1, 2010 had a total cash investment of $15 million and an aggregate market value of $16 million at their respective settlement dates.

During the three months ended May 2, 2009, we repurchased 0.7 million shares of our common stock, for a total cash investment of $22 million ($30.09 per share), of which $12 million was paid in prior periods. All the shares reacquired during the three months ended May 2, 2009 were delivered upon settlement of prepaid forward contracts. The prepaid forward contracts settled during the three months ended May 2, 2009 had a total cash investment of $22 million and an aggregate market value of $23 million at their respective settlement dates.

See Note 10, Pension, Postretirement Health Care and Other Benefits, for further details of our prepaid forward contracts.

10. Pension, Postretirement Health Care and Other Benefits

We have qualified defined benefit pension plans covering team members who meet age and service requirements, including in certain circumstances, date of hire. We also have unfunded, nonqualified pension plans for team members with qualified plan compensation restrictions. Eligibility for, and the level of, these benefits varies depending on team members date of hire, length of service and/or team member compensation. Upon early retirement and prior to Medicare eligibility, team members also become eligible for certain health care benefits if they meet minimum age and service requirements and agree to contribute a portion of the cost. Effective January 1, 2009, our qualified defined benefit pension plan was closed to new participants, with limited exceptions.

The following table provides a summary of the amounts recognized in our Consolidated Statements of Financial Position for our postretirement benefit plans:

Net Pension and Postretirement Health Care Benefits Expense	Pension Benefits Three Months Ended		Postretirement Health Care Benefit Three Months Ended	
(millions)	**May 1, 2010**	May 2, 2009	**May 1, 2010**	May 2, 2009
Service cost	**$ 29**	$ 25	**$ 2**	$ 1
Interest cost	**32**	31	**1**	2
Expected return on assets	**(48)**	(44)		
Recognized losses	**11**	6	**1**	
Recognized prior service cost	**(1)**	(1)	**(2)**	
Total	**$ 23**	$ 17	**$ 2**	$ 3

We also maintain a nonqualified, unfunded deferred compensation plan for approximately 3,500 current and retired team members whose participation in our 401(k) plan is limited by statute or regulation. These team members choose from a menu of crediting rate alternatives that are the same as the investment choices in our 401(k) plan, including Target common stock. We credit an additional two percent per year to the accounts of all active participants, excluding executive officer participants, in part to recognize the risks inherent to their participation in a plan of this nature. We also maintain a nonqualified, unfunded deferred compensation plan that was frozen during 1996, covering 11 current and 50 retired participants. In this plan, deferred compensation earns returns tied to market levels of interest rates plus an additional six percent return, with a minimum of 12 percent and a maximum of 20 percent, as determined by the plan s terms.

We control some of our risk of offering the nonqualified plans by investing in vehicles that offset a substantial portion of our economic exposure to the returns of the plans. These investment vehicles include company-owned life insurance on approximately 4,000 highly compensated, current and former team members who have given their consent to be insured and prepaid forward contracts in our own common stock. All of these investments are general corporate assets and are marked-to-market with the related gains and losses recognized in the Consolidated Statements of Operations in the period they occur.

The total change in fair value for contracts indexed to our own common stock recorded in earnings was a pretax gain of $7 million and $19 million for the three months ended May 1, 2010 and May 2, 2009, respectively. For the three months ended May 1, 2010, we made no investments in prepaid forward contracts in our own common stock. For the three months ended May 2, 2009, we invested approximately $9 million in such investment instruments, and these investments are included in the Consolidated Statements of Cash Flows within other investing activities. Adjusting our position in these investment vehicles may involve repurchasing shares of Target common stock when settling the forward contracts. For the three months ended May 1, 2010 and May 2, 2009, these repurchases totaled 0.3 million and 0.7 million shares, respectively, and are included in the total share repurchases described in Note 9, Share Repurchase.

At May 1, 2010, January 30, 2010 and May 2, 2009, our outstanding interest in contracts indexed to our common stock was as follows:

Prepaid Forward Contracts on Target Common Stock				
	Number of	Contractual Price Paid	Fair	Total Cash
(millions, except per share data)	Shares	per Share	Value	Investment
May 2, 2009	1.8	$ 41.11	$ 75	$ 76
January 30, 2010	1.5	42.77	79	66
May 1, 2010	**1.2**	**41.67**	**69**	**51**

11. Segment Reporting

Our measure of profit for each segment is a measure that management considers analytically useful in measuring the return we are achieving on our investment.

Business Segment Results	**Three Months Ended May 1, 2010**			Three Months Ended May 2, 2009		
		Credit			Credit	
(millions)	**Retail**	**Card**	**Total**	Retail	Card	Total
Sales/Credit card revenues	**$ 15,158**	**$ 435**	**$ 15,593**	$ 14,361	$ 472	$ 14,833
Cost of sales	**10,412**		**10,412**	9,936		9,936
Bad debt expense*(a)*		**197**	**197**		296	296
Selling, general and administrative/Operations and marketing expenses*(a), (b)*	**3,126**	**100**	**3,226**	2,995	107	3,103
Depreciation and amortization	**512**	**4**	**516**	468	4	472
Earnings before interest expense and income taxes	**1,108**	**134**	**1,242**	962	65	1,026
Interest expense on nonrecourse debt collateralized by credit card receivables		**23**	**23**		26	26
Segment profit	**$ 1,108**	**$ 111**	**1,219**	$ 962	$ 39	1,000
Unallocated (income)/expense:						
Other interest expense			**165**			177
Interest income			**(1)**			(1)
Earnings before income taxes			**$ 1,055**			$ 824

(a) The combination of bad debt expense and operations and marketing expenses within the Credit Card Segment represent credit card expenses on the Consolidated Statements of Operations.

(b)

New account and loyalty rewards redeemed by our guests reduce reported sales. Our Retail Segment charges the cost of these discounts to our Credit Card Segment, and the reimbursements of $17 million for the three months ended May 1, 2010 and $20 million for the three months ended May 2, 2009 are recorded as a reduction to SG&A expenses within the Retail Segment and an increase to operations and marketing expenses within the Credit Card Segment.

Note: The sum of the segment amounts may not equal the total amounts due to rounding.

Total Assets by Segment	**May 1, 2010**			January 30, 2010			May 2, 2009		
(millions)	**Retail**	**Credit Card**	**Total**	Retail	Credit Card	Total	Retail	Credit Card	Total
Total assets	**$ 36,633**	**$ 6,690**	**$ 43,323**	$ 37,200	$ 7,333	$ 44,533	$ 36,389	$ 7,823	$ 44,212

Substantially all of our revenues are generated in, and long-lived assets are located in, the United States.

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

Executive Summary

Our financial results for the first quarter of 2010 reflect better than expected earnings from both our Retail and Credit Card Segments. Performance in our Retail Segment reflects increased sales of 5.5 percent over the comparable prior year period due to a 2.8 percent comparable-store increase and the contribution of new stores. In addition, we experienced gross margin rate and selling, general and administrative expense rate improvements. In the Credit Card Segment, we achieved a significant increase in segment profit primarily due to declining bad debt expense driven by improved trends in key measures of risk.

Cash flow provided by operations was $1,158 million and $999 million for the three months ended May 1, 2010 and May 2, 2009, respectively. During the three months ended May 1, 2010, we did not open any new stores or close any existing stores. During the three months ended May 2, 2009, we opened 27 new stores representing 16 stores net of 6 relocations and 5 closings.

Analysis of Results of Operations

Retail Segment

Retail Segment Results	Three Months Ended		Percent
(millions)	**May 1, 2010**	May 2, 2009	Change
Sales	**$ 15,158**	$ 14,361	5.5%
Cost of sales	**10,412**	9,936	4.8
Gross margin	**4,746**	4,425	7.3
SG&A expenses *(a)*	**3,126**	2,995	4.4
EBITDA	**1,620**	1,430	13.3
Depreciation and amortization	**512**	468	9.4
EBIT	**$ 1,108**	$ 962	15.2%

EBITDA is earnings before interest expense, income taxes, depreciation and amortization.

EBIT is earnings before interest expense and income taxes.

(a) New account and loyalty rewards redeemed by our guests reduce reported sales. Our Retail Segment charges the cost of these discounts to our Credit Card Segment, and the reimbursements of $17 million for the three months ended May 1, 2010 and $20 million for the three months ended May 2, 2009 are recorded as a reduction to SG&A expenses within the Retail Segment.

Retail Segment Rate Analysis	Three Months Ended	
	May 1, 2010	May 2, 2009
Gross margin rate	**31.3%**	30.8%
SG&A expense rate	**20.6%**	20.9%
EBITDA margin rate	**10.7%**	10.0%
Depreciation and amortization expense rate	**3.4%**	3.3%
EBIT margin rate	**7.3%**	6.7%

Retail Segment rate analysis metrics are computed by dividing the applicable amount by sales.

Sales

Sales include merchandise sales, net of expected returns, from our stores and our online business, as well as gift card breakage. Comparable-store sales is a measure that indicates the performance of our existing stores by measuring the growth in sales for such stores for a period over the comparable, prior-year period of equivalent length. The method of calculating comparable-store sales varies across the retail industry. As a result, our comparable-store sales calculation is not necessarily comparable to similarly titled measures reported by other companies.

Comparable-store sales are sales from our online business and sales from general merchandise and SuperTarget stores open longer than one year, including:

- sales from stores that have been remodeled or expanded while remaining open
- sales from stores that have been relocated to new buildings of the same format within the same trade area, in which the new store opens at about the same time as the old store closes

Comparable-store sales do not include:

- sales from general merchandise stores that have been converted, or relocated within the same trade area, to a SuperTarget store format
- sales from stores that were intentionally closed to be remodeled, expanded or reconstructed

Comparable-Store Sales	Three Months Ended	
	May 1, 2010	May 2, 2009
Comparable-store sales	**2.8%**	(3.7)%
Drivers of changes in comparable-store sales:		
Number of transactions	**2.2%**	(1.3)%
Average transaction amount	**0.7%**	(2.4)%
Units per transaction	**1.3%**	(3.2)%
Selling price per unit	**(0.7)%**	0.8%

The comparable-store sales increases or decreases above are calculated by comparing sales in fiscal year periods with comparable prior fiscal year periods of equivalent length.

Transaction-level metrics are influenced by a broad array of macroeconomic, competitive and consumer behavioral factors, and comparable-store sales rates are negatively affected by transfer of sales to new stores.

Gross Margin Rate

Gross margin rate represents gross margin (sales less cost of sales) as a percentage of sales. See Note 3 in our Form 10-K for the fiscal year ended January 30, 2010 for a description of costs included in cost of sales. Markup is the difference between an item s cost and its retail price (expressed as a percentage of its retail price). Factors that affect markup include vendor offerings and negotiations, vendor income, sourcing strategies, market forces like raw material and freight costs, and competitive influences. Markdowns are the reduction in the original or previous price of retail merchandise. Factors that affect markdowns include inventory management, competitive influences and economic conditions.

For the three months ended May 1, 2010, our gross margin rate was 31.3 percent, compared with 30.8 percent in the same period last year. This increase was due to margin rate improvements within merchandise categories. Sales mix had little impact on gross margin rate as sales growth rates were similar for both lower margin rate categories (generally product categories of household essentials and food) and higher margin categories (generally product categories of apparel and home).

Selling, General and Administrative Expense Rate

Our selling, general and administrative (SG&A) expense rate represents SG&A expenses as a percentage of sales. See Note 3 in our Form 10-K for the fiscal year ended January 30, 2010 for a description of costs included in SG&A expenses. SG&A expenses exclude depreciation and amortization, as well as expenses associated with our credit card operations, which are reflected separately in our Consolidated Statements of Operations.

For the three months ended May 1, 2010, SG&A expense rate was 20.6 percent, compared with 20.9 percent for the same period last year primarily caused by continued productivity improvements in our stores, which contributed a 0.4 percentage point improvement in the expense rate.

Depreciation and Amortization Expense Rate

Our depreciation and amortization expense rate represents depreciation and amortization expense as a percentage of sales. For the three months ended May 1, 2010, our depreciation and amortization expense rate was 3.4 percent compared with 3.3 percent for the same period last year. The increase was primarily due to the accelerated depreciation on assets that are being replaced as part of our 2010 remodel program.

Store Data

During the three months ended May 1, 2010, we did not open any new stores or close any existing stores. During the three months ended May 2, 2009, we opened 27 new stores, including 21 general merchandise stores (10 net of store closings) and 6 SuperTarget stores.

Number of Stores and Retail Square Feet	Number of Stores			Retail Square Feet*(a)*		
	May 1, 2010	January 30, 2010	May 2, 2009	**May 1, 2010**	January 30, 2010	May 2, 2009
Target general merchandise stores	**1,489**	1,489	1,453	**187,449**	187,449	182,087
SuperTarget stores	**251**	251	245	**44,492**	44,492	43,385
Total	**1,740**	1,740	1,698	**231,941**	231,941	225,472

(a) *In thousands; reflects total square feet, less office, distribution center and vacant space.*

Credit Card Segment

We offer credit to qualified guests through our REDcard products, the Target Visa and the Target Card. Our credit card program supports our core retail operations and remains an important contributor to our overall profitability and engagement with our guests. Effective April 29, 2010, all new qualified credit card applicants will receive the Target Card, and we will no longer issue the Target Visa to new credit card applicants. Existing Target Visa cardholders are not affected.

Credit card revenues are comprised of finance charges, late fees and other revenues, and third party merchant fees, or the amounts received from merchants who accept the Target Visa credit card.

Credit Card Segment Results	**Three Months Ended May 1, 2010**		Three Months Ended May 2, 2009	
	Amount (in millions)	**Annualized Rate***(d)*	Amount (in millions)	Annualized Rate*(d)*
Finance charge revenue	**$ 350**	**18.5%**	$ 355	16.3%
Late fees and other revenue	**59**	**3.1**	87	4.0
Third party merchant fees	**26**	**1.4**	30	1.4
Total revenues	**435**	**23.0**	472	21.7
Bad debt expense	**197**	**10.5**	296	13.6
Operations and marketing expenses*(a)*	**100**	**5.3**	107	4.9
Depreciation and amortization	**4**	**0.2**	4	0.2
Total expenses	**301**	**16.0**	407	18.7
EBIT	**134**	**7.1**	65	3.0
Interest expense on nonrecourse debt collateralized by credit card receivables	**23**		26	
Segment profit	**$ 111**		$ 39	
Average receivables funded by Target*(b)*	**$ 2,361**		$ 3,200	
Segment pretax ROIC*(c)*	**18.8%**		4.8%	

(a)

New account and loyalty rewards redeemed by our guests reduce reported sales. Our Retail Segment charges the cost of these discounts to our Credit Card Segment, and the reimbursements of $17 million for the three months ended May 1, 2010 and $20 million for the three months ended May 2, 2009, are recorded as an increase to operations and marketing expenses within the Credit Card Segment.

(b) *Amounts represent the portion of average gross credit card receivables funded by Target. These amounts exclude $5,186 million for the three months ended May 1, 2010 and $5,496 million for the three months ended May 2, 2009 of receivables funded by nonrecourse debt collateralized by credit card receivables.*

(c) *ROIC is return on invested capital, and this rate equals our segment profit divided by average gross credit card receivables funded by Target, expressed as an annualized rate.*

(d) *As an annualized percentage of average gross credit card receivables.*

Spread Analysis - Total Portfolio	**Three Months Ended May 1, 2010**			Three Months Ended May 2, 2009		
	Amount (in millions)	**Annualized Rate**		Amount (in millions)	Annualized Rate	
EBIT	**$ 134**	**7.1%**	*(c)*	$ 65	3.0%	*(c)*
LIBOR*(a)*		**0.2%**			0.5%	
Spread to LIBOR*(b)*	**$ 129**	**6.9%**	*(c)*	$ 54	2.5%	*(c)*

(a) *Balance-weighted one-month LIBOR.*

(b) *Spread to LIBOR is a metric used to analyze the performance of our total credit card portfolio because the vast majority of our portfolio earned finance charge revenue at rates tied to the Prime Rate, and the interest rate on all nonrecourse debt securitized by credit card receivables is tied to LIBOR.*

(c) *As a percentage of average gross credit card receivables.*

Our primary measure of segment profit in our Credit Card Segment is the EBIT generated by our total credit card receivables portfolio less the interest expense on nonrecourse debt collateralized by credit card receivables. We analyze this measure of profit in light of the amount of capital we have invested in our credit card receivables. In addition, we measure the performance of our overall credit card receivables portfolio by calculating the dollar Spread to LIBOR at the portfolio level. This metric approximates the overall financial performance of the entire credit card portfolio we manage by measuring the difference between EBIT earned on the portfolio and a hypothetical benchmark rate financing cost applied to the entire portfolio. The interest rate on all nonrecourse debt securitized by credit card receivables is tied to LIBOR. As a result of regulatory actions that affect our portfolio, effective January 2010, we implemented a terms change that converted the minimum APR for the majority of our accounts to a variable rate, and we eliminated penalty pricing for all current, or nondelinquent accounts.

Credit Card Segment profit for the three months ended May 1, 2010 increased to $111 million from $39 million for the three months ended May 2, 2009. Segment revenues were $435 million, a decrease of $38 million, or 7.9 percent, from the same period in the prior year, primarily driven by lower average receivables. Segment expenses were $301 million, a decrease of $107 million, or 26.2 percent, from prior year driven primarily by lower bad debt expense due to lower expected write-offs as well as a reduction in operations and marketing expenses. Segment interest expense declined by $3 million from last year, benefitting from a lower LIBOR rate compared with the prior year.

Receivables Rollforward Analysis	Three Months Ended	
(millions)	**May 1, 2010**	May 2, 2009
Beginning gross credit card receivables	**$ 7,982**	$ 9,094
Charges at Target	**719**	804
Charges at third parties	**1,426**	1,664
Payments	**(2,989)**	(3,261)
Other	**122**	156
Period-end gross credit card receivables	**$ 7,260**	$ 8,457
Average gross credit card receivables	**$ 7,547**	$ 8,697
Accounts with three or more payments (60+ days) past due as a percentage of period-end gross credit card receivables	**5.3%**	6.1%
Accounts with four or more payments (90+ days) past due as a percentage of period-end gross credit card receivables	**3.8%**	4.4%
Credit card penetration*(a)*	**4.7%**	5.6%

(a) *Represents charges at Target (including sales taxes and gift cards) divided by sales (which excludes sales taxes and gift cards).*

Allowance for Doubtful Accounts	Three Months Ended	
(millions)	**May 1, 2010**	May 2, 2009
Allowance at beginning of period	**$ 1,016**	$ 1,010
Bad debt provision	**197**	296
Net write-offs*(a)*	**(283)**	(301)
Allowance at end of period	**$ 930**	$ 1,005
As a percentage of period-end gross credit card receivables	**12.8%**	11.9%
Net write-offs as a percentage of average gross credit card receivables (annualized)	**15.0%**	13.9%

(a) *Net write-offs include the principal amount of losses (excluding accrued and unpaid finance charges) less current period principal recoveries.*

Our period-end gross credit card receivables at May 1, 2010 were $7,260 million compared with $8,457 million at May 2, 2009, a decrease of 14.2 percent. Average gross credit card receivables for the three months ended May 1, 2010 decreased 13.2 percent compared with the same period last year. This change was driven by tighter risk management and underwriting initiatives that have significantly reduced available credit lines for higher-risk cardholders, fewer new accounts being opened, an improvement in payment rates, and a decrease in charge activity resulting from reductions in card usage by our guests.

Other Performance Factors

Net Interest Expense

Net interest expense was $187 million for the three months ended May 1, 2010, decreasing $15 million, or 7.4 percent, from the same period last year. The decrease is attributable to lower average debt balances, partially offset by a higher average net portfolio interest rate.

Provision for Income Taxes

Our effective income tax rate for the three months ended May 1, 2010 was 36.4 percent compared with 36.7 percent for the three months ended May 2, 2009. The decrease in the effective tax rate is primarily due to various state tax matters. The rate decline was partially offset by comparatively lower capital market returns on investments used to economically hedge the market risk in deferred compensation plans. Gains and losses from these investments are not taxable.

Analysis of Financial Condition

Liquidity and Capital Resources

In the first quarter of 2010, as well as throughout 2009, we funded our operations entirely through internally generated funds. Cash flow provided by operations was $1,158 million for the three months ended May 1, 2010 compared with $999 million for the same period last year. This cash flow, combined with our year-end cash position, allowed us to fund capital expenditures, pay off $1.2 billion of debt and continue our share repurchase program.

Our period-end gross credit card receivables were $7,260 million at May 1, 2010 compared with $8,457 million at May 2, 2009, a decrease of 14.2 percent. This change was driven by the factors indicated in the Credit Card Segment discussion above. This trend and the factors influencing it are likely to continue for the remainder of 2010. Due to the decrease in gross credit card receivables, TRC, using cash flows from the receivables, repaid JPMC $268 million in April 2010 and $163 million in November 2009 under the terms of our agreement with them as described in Note 4, Credit Card Receivables. To the extent the receivables balance continues to decline, TRC expects to continue to pay JPMC a prorata portion of principal collections such that the portion owned by an affiliate of JPMC would not exceed 47 percent.

Inventory levels increased $256 million, or 3.7 percent, from May 2, 2009 to May 1, 2010, reflecting higher inventory levels required to support comparatively higher retail square footage, as well as to support traffic-driving strategic initiatives such as food and pharmacy. Accounts payable increased by $146 million, or 2.4 percent, over the same period.

Capital expenditures for the three months ended May 1, 2010 were $407 million compared with $540 million for the three months ended May 2, 2009. This decrease was driven by lower capital expenditures for new stores, technology-related and supply chain assets, partially offset by increased expenditures for remodels.

During the three months ended May 1, 2010, we repurchased 7.5 million shares of our common stock for a total cash investment of $394 million. During the three months ended May 2, 2009, we repurchased 0.7 million shares of our common stock for a total cash investment of $22 million.

We declared dividends totaling $126 million ($0.17 per share) during the three months ended May 1, 2010, an increase of 3.9 percent over the same period last year. We paid dividends totaling $126 million during the three months ended May 1, 2010, an increase of 4.5 percent from the same period last year. We have paid dividends every quarter since our first dividend was declared following our 1967 initial public offering, and it is our intent to continue to do so in the future.

Our financing strategy is to ensure liquidity and access to capital markets, to manage our net exposure to floating interest rate volatility, and to maintain a balanced spectrum of debt maturities. Within these parameters, we seek to minimize our borrowing costs.

Maintaining strong investment-grade debt ratings is a key part of our financing strategy. Our current debt ratings are as follows:

Debt Ratings	Moody s	Standard and Poor s	Fitch
Long-term debt	A2	A+	A
Commercial paper	P-1	A-1	F1

An additional source of liquidity is available to us through a committed $2 billion unsecured revolving credit facility obtained through a group of banks in April 2007, which will expire in April 2012. No balances were outstanding at any time during 2010 or 2009 under this credit facility.

Most of our long-term debt obligations contain covenants related to secured debt levels. In addition to a secured debt level covenant, our credit facility also contains a debt leverage covenant. We are, and expect to remain, in compliance with these covenants. Additionally, at May 1, 2010, no notes or debentures contained provisions requiring acceleration of payment upon a debt rating downgrade, except that certain outstanding notes allow the note holders to put the notes to us if within a matter of months of each other we experience both (i) a change in control; and (ii) our long-term debt ratings are either reduced and the resulting rating is non-investment grade, or our long-term debt ratings are placed on watch for possible reduction and those ratings are subsequently reduced and the resulting rating is non-investment grade.

New Accounting Pronouncements

In June 2009, the FASB issued SFAS No. 166, Accounting for Transfers of Financial Assets an amendment of FASB Statement No. 140 (SFAS 166), codified in the Transfers and Servicing accounting principles, which amends the derecognition guidance in former FASB Statement No. 140 and eliminates the exemption from consolidation for qualifying special-purpose entities. We adopted this guidance at the beginning of fiscal 2010 and adoption had no impact on our consolidated net earnings, cash flows or financial position.

In June 2009, the FASB issued SFAS No. 167, Amendments to FASB Interpretation No. 46(R) (SFAS 167), codified in the Consolidation accounting principles, which amends the consolidation guidance applicable to variable interest entities. The amendments will significantly affect the overall consolidation analysis under former FASB Interpretation No. 46(R). We adopted this guidance at the beginning of fiscal 2010 and the adoption had no impact on our consolidated net earnings, cash flows or financial position.

Outlook

In the Retail Segment, we continue to expect to generate comparable-store sales increases in the range of 2 to 4 percent for the year, including an expected 1 percentage point lift from our remodel program. Additionally, we expect total sales to increase by a mid-single digit percentage.

We expect 2010 Retail Segment gross margin rate to decline slightly from 2009 as the sales mix impact of faster growth in lower margin categories is expected to more than offset the effect of gross margin rate improvements within categories. We believe this will be offset by a declining SG&A expense rate due to continued expense leverage. Overall, we expect to generally preserve our 2009 EBIT margin rate in 2010, which if achieved would result in our Retail Segment EBIT increasing in line with total sales growth.

In our Credit Card Segment, we expect a continued decline of gross credit card receivables as well as year-over-year improvement in bad debt expense.

We expect to continue to execute against our share repurchase plan. We expect our 2010 capital expenditures to be in the range of $2.0 to $2.5 billion, reflective of projects we will complete in 2010 as well as initial spending for our 2011 and 2012 new store programs.

As described in Note 8, Income Taxes, it is possible that up to $55 million of unrecognized tax benefits as of May 1, 2010 will be recognized within the next twelve months, resulting in a corresponding reduction to income tax expense of approximately the same amount.

Forward-Looking Statements

This report contains forward-looking statements, which are based on our current assumptions and expectations. These statements are typically accompanied by the words expect, may, could, believe, would, might, anticipates, or words of similar import. The principal forward-looking statements in this report include: for our Retail Segment, our outlook for sales, comparable-store sales trends, gross margin rate, SG&A expense rates, sales mix and EBIT margin rates; for our Credit Card Segment, our outlook for gross credit card receivables, future write-offs of current receivables, and bad debt expense; on a consolidated basis, the expected compliance with debt covenants, the continued execution of our share repurchase program, our expected capital expenditures, our expectation to implement additional SAP ERP modules, our intentions regarding future dividends, the potential recognition of unrecognized tax benefits and the related impact on income tax expense, and the expected outcome of claims and litigation.

All such forward-looking statements are intended to enjoy the protection of the safe harbor for forward-looking statements contained in the Private Securities Litigation Reform Act of 1995, as amended. Although we believe there is a reasonable basis for the forward-looking statements, our actual results could be materially different. The most important factors which could cause our actual results to differ from our forward-looking statements are set forth on our description of risk factors in Item 1A to our Form 10-K for the fiscal year ended January 30, 2010, which should be read in conjunction with the forward-looking statements in this report. Forward-looking statements speak only as of the date they are made, and we do not undertake any obligation to update any forward-looking statement.

Item 3. Quantitative and Qualitative Disclosures About Market Risk

There have been no material changes in our primary risk exposures or management of market risks from those disclosed in our Form 10-K for the fiscal year ended January 30, 2010.

Item 4. Controls and Procedures

Evaluation of Disclosure Controls and Procedures

As of the end of the period covered by this quarterly report, we conducted an evaluation, under supervision and with the participation of management, including the chief executive officer and chief financial officer, of the effectiveness of the design and operation of our disclosure controls and procedures pursuant to Rules 13a-15 and 15d-15 of the Securities Exchange Act of 1934, as amended (Exchange Act). Based upon that evaluation, our chief executive officer and chief financial officer concluded that our disclosure controls and procedures are effective. Disclosure controls and procedures are defined by Rules 13a-15(e) and 15d-15(e) of the Exchange Act as controls and other procedures that are designed to ensure that information required to be disclosed by us in reports filed with the Securities and Exchange Commission (SEC) under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in the SEC s rules and forms. Disclosure controls and procedures include, without limitation, controls and procedures designed to ensure that information required to be disclosed by us in reports filed under the Exchange Act is accumulated and communicated to our management, including our principal executive and principal financial officers, or persons performing similar functions, as appropriate to allow timely decisions regarding required disclosure.

Changes in Control Over Financial Reporting

We have initiated a multi-year effort to upgrade the technology supporting our financial systems. As part of this effort, we have licensed enterprise resource planning (ERP) software from SAP AG and have begun a process to expand and upgrade our financial systems. During the first quarter of 2010, we implemented a new general ledger system. The internal controls over financial reporting affected by the implementation were evaluated for design and operating effectiveness and found to be adequate. We will continue to evaluate and update related processes as necessary during the postimplementation period to ensure adequate internal control over financial reporting. We expect to implement additional SAP ERP modules in each of the next several years. There were no other changes in our internal control over financial reporting during the most recently completed fiscal quarter that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

PART II. OTHER INFORMATION

Item 1. Legal Proceedings

We are a defendant in a civil lawsuit filed by the California Attorney General in June 2009 alleging that we did not handle and dispose of certain unsold products as a hazardous waste. The case is in the discovery phase. We anticipate that this lawsuit may involve potential monetary sanctions in excess of $100,000, but will not be material to our financial position, results of operations or cash flows.

We are the subject of an ongoing Environmental Protection Agency (EPA) investigation for alleged violations of the Clean Air Act (CAA). In March 2009, the EPA issued a Finding of Violation (FOV) related to alleged violations of the CAA, specifically the National Emission Standards for Hazardous Air Pollutants (NESHAP) promulgated by the EPA for asbestos. The FOV pertains to the remodeling of 36 Target stores that occurred between January 1, 2003 and October 28, 2007. The EPA FOV process is ongoing and no specific relief has been sought to date by the EPA. We anticipate that any resolution of this matter will be in the form of monetary penalties that are likely to exceed $100,000 but will not be material to our financial position, results of operations or cash flows.

The American Jobs Creation Act of 2004 requires SEC registrants to disclose if they have been required to pay certain penalties for failing to disclose to the Internal Revenue Service their participation in listed transactions. We have not been required to pay any of the penalties set forth in Section 6707A(e)(2) of the Internal Revenue Code.

For a description of other legal proceedings, see Note 5 of the Notes to Consolidated Financial Statements included in Item 1, Financial Statements.

Item 1A. Risk Factors

There have been no material changes in our risk factors from those disclosed in Part I, Item 1A, of our Annual Report on Form 10-K for the fiscal year ended January 30, 2010.

Item 2. Unregistered Sales of Equity Securities and Use of Proceeds

The following table presents information with respect to purchases of Target common stock made during the quarter ended May 1, 2010, by the Corporation or any affiliated purchaser of the Corporation, as defined in Rule 10b-18(a)(3) under the Exchange Act.

In November 2007, our Board of Directors authorized the repurchase of $10 billion of our common stock. In November 2008 we announced that, in light of our business outlook, we were temporarily suspending our open-market share repurchase program. In January 2010, we resumed open-market purchases of shares under this program. Since the inception of this share repurchase program, we have repurchased 111.1 million common shares for a total cash investment of $5,713 million ($51.42 average price per share).

Period	Total Number of Shares Purchased		Average Price Paid per Share	Total Number of Shares Purchased as Part of Publicly Announced Program		Approximate Dollar Value of Shares that May Yet Be Purchased Under the Program
January 31, 2010 through February 27, 2010	3,648,198	$	51.43	107,219,592	$	4,492,714,436
February 28, 2010 through April 3, 2010	2,107,606		50.72	109,327,198		4,385,809,034
April 4, 2010 through May 1, 2010	1,775,346		55.85	111,102,544		4,286,654,449
	7,531,150	$	52.27	111,102,544	$	4,286,654,449

The table above includes shares of common stock reacquired from team members who wish to tender owned shares to satisfy the tax withholding on equity awards as part of our long-term incentive plans or to satisfy the exercise price on stock option exercises. For the three months ended May 1, 2010, 14,641 shares were acquired).

The table above includes shares reacquired upon settlement of prepaid forward contracts. For the three months ended May 1, 2010, 0.3 million shares were reacquired through these contracts. At May 1, 2010, we held asset positions in prepaid forward contracts for 1.2 million shares of our common stock, for a total cash investment of $51 million, or $41.67 per share.

Item 3. Defaults Upon Senior Securities

Not applicable.

Item 4. Reserved.

Item 5. Other Information

Coinciding with our May 2010 month end, we will post on our website (available at www.Target.com, click on Investors , Summary Financials and Credit Card Segment) a series of delinquency statistics for our credit card portfolio. We expect to update this data monthly on the same day we release monthly sales statistics. Since we retired our last remaining public series of debt collateralized by our credit card receivables during the quarter, this reporting will replace our prior practice of furnishing similar information on Form 8-K.

Item 6. Exhibits

(3)A Restated Articles of Incorporation (as amended May 24, 2007)*(1)*

(3)B	By-laws (as amended through September 10, 2009)*(2)*
(12)	Statements of Computations of Ratios of Earnings to Fixed Charges
(31)A	Certification of the Chief Executive Officer Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
(31)B	Certification of the Chief Financial Officer Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
(32)A	Certification of the Chief Executive Officer As Adopted Pursuant to 18 U.S.C. Section 1350 Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002
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101.INS	XBRL Instance Document
101.SCH	XBRL Taxonomy Extension Schema

101.CAL	XBRL Taxonomy Extension Calculation Linkbase
101.DEF	XBRL Taxonomy Extension Definition Linkbase
101.LAB	XBRL Taxonomy Extension Label Linkbase
101.PRE	XBRL Taxonomy Extension Presentation Linkbase

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(1) Incorporated by reference to Exhibit (3)A to the Registrant s Form 8-K Report filed May 25, 2007

(2) Incorporated by reference to Exhibit (3)B to the Registrant s Form 8-K Report filed September 10, 2009

Signature

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

TARGET CORPORATION

Dated: May 28, 2010	By:	/s/ Douglas A. Scovanner Douglas A. Scovanner Executive Vice President, Chief Financial Officer and Chief Accounting Officer

EXHIBIT INDEX

Exhibit	Description	Manner of Filing
(3)A	Restated Articles of Incorporation (as amended May 24, 2007)	Incorporated by Reference
(3)B	By-Laws (as amended through September 10, 2009)	Incorporated by Reference
(12)	Statements of Computations of Ratios of Earnings to Fixed Charges	Filed Electronically
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