RETAIL VENTURES INC
Form 10-Q
June 07, 2004

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM 10-Q

[X] QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934
For the quarterly period ended May 1, 2004

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 1-10767

RETAIL VENTURES, INC.
(Exact name of registrant as specified in its charter)

Ohio	20-0090238
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification No.)
3241 Westerville Road, Columbus, Ohio	43224
(Address of principal executive offices)	(Zip Code)

(614) 471-4722
Registrant's telephone number, including area code

Not applicable
(Former name, former address and former fiscal year, if changed since last report)

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 and (2) has been subject to such filing requirements for the past 90 days. YES [X] NO [ ]

Indicate by check mark whether the registrant is an accelerated filer (as defined in Rule 12b-2 of the Exchange Act). YES [ ] NO [X]

The number of outstanding Common Shares, without par value, as of June 2, 2004 was 34,014,656.

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RETAIL VENTURES, INC.
CONDENSED CONSOLIDATED BALANCE SHEETS
(IN THOUSANDS, EXCEPT SHARE AMOUNTS)

(UNAUDITED)

	May 1, 2004	January 31, 2004
ASSETS		
Cash and equivalents	$ 13,679	$ 14,226
Accounts receivable, net	10,078	8,969
Receivables from related parties	1,014	137
Inventories	468,970	420,338
Prepaid expenses and other assets	20,262	10,651
Deferred income taxes	50,146	44,933
Total current assets	564,149	499,254
Property and equipment, net	253,943	251,818
Goodwill	37,619	37,619
Tradenames and other intangibles, net	46,612	43,638
Other assets	31,430	31,616
	$ 933,753	$ 863,945
LIABILITIES AND SHAREHOLDERS' EQUITY		
Accounts payable	$ 200,777	$ 147,771
Accounts payable to related parties	933	3,335
Accrued expenses	113,815	112,550
Current maturities of long-term obligations	672	741
Total current liabilities	316,197	264,397
Long-term obligations, net of current maturities		
Non-related	169,582	154,724
Related parties	172,722	172,216
Other noncurrent liabilities	59,864	55,841
Commitments and contingencies	--	--
Common shares, without par value; 80,000,000 authorized; issued, including treasury shares, 34,014,707 and 33,990,707 shares, respectively	143,150	143,077
Warrants	6,074	6,074
Retained earnings	72,774	74,321
Deferred compensation expense, net	(540)	(635)
Treasury shares, at cost, 7,551 shares	(59)	(59)
Accumulated other comprehensive loss	(6,011)	(6,011)
	215,388	216,767
	$ 933,753	$ 863,945

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

RETAIL VENTURES, INC.
CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS
(IN THOUSANDS, EXCEPT PER SHARE AMOUNTS)
(UNAUDITED)

	Three months ended	
	May 1, 2004	May 3, 2003
Net sales, excluding sales of licensed departments	$ 646,300	$ 588,532
Cost of sales	(386,867)	(371,812)
Gross profit	259,433	216,720
Selling, general and administrative expenses	(255,259)	(231,041)
License fees and other income	1,557	1,501
Operating profit (loss)	5,731	(12,820)
Interest expense, net		
Non-related	(2,149)	(3,651)
Related parties	(6,191)	(5,932)
Loss before income taxes	(2,609)	(22,403)
Benefit for income taxes	1,062	9,230
Net loss	$ (1,547)	$ (13,173)
Basic and diluted loss per share:		
Net loss	$ (0.05)	$ (0.39)
Shares used in per share calculations:		
Basic	33,860	33,712
Diluted	33,860	33,712

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

RETAIL VENTURES, INC.
CONDENSED CONSOLIDATED STATEMENTS OF SHAREHOLDERS' EQUITY
(IN THOUSANDS)
(UNAUDITED)

Number of Shares	
Common	Deferred

	Common Shares	Shares in Treasury	Common Shares	Warrants	Retained Earnings	Compensation Expense	Tr S
BALANCE, JANUARY 31, 2004	33,991	8	$143,077	$ 6,074	$ 74,321	$ (635)	$
Net loss					(1,547)		
Exercise of stock options	24		73				
Amortization of deferred compensation expense						95	
BALANCE, MAY 1, 2004	34,015	8	$143,150	$ 6,074	$ 72,774	$ (540)	$

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

RETAIL VENTURES, INC.
CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS
(IN THOUSANDS)
(UNAUDITED)

	Three months ended May 1, 2004	Three months ended May 3, 2003
Cash flows from operating activities:		
Net loss	$ (1,547)	$ (13,173)
Adjustments to reconcile net loss to net cash provided by (used in) operating activities:		
Amortization of discount on debt	506	497
Amortization of deferred compensation	95	96
Depreciation and amortization	13,269	13,804
Deferred income taxes and other noncurrent liabilities	(4,507)	13,025
Loss on disposal of asset	727	7
Change in working capital, assets and liabilities:		
Receivables	(1,986)	(13,804)
Inventories	(48,632)	(63,067)
Prepaid expenses and other assets	(9,239)	3,866
Accounts payable	50,604	48,221
Accrued expenses	1,260	(27,576)
Net cash provided by (used in) operating activities	550	(38,104)
Cash flows from investing activities:		
Capital expenditures	(14,018)	(10,847)
Proceeds from sale of assets	17	13
Other assets and acquisitions	(4,034)	--
Proceeds from lease incentives	2,076	1,904
Net cash used in investing activities	(15,959)	(8,930)

Cash flows from financing activities:		
Principal payments of capital lease obligations and other debt	(211)	(201)
Net increase in revolving credit facility	15,000	65,000
Proceeds from issuance of common shares	73	--
Net cash provided by financing activities	14,862	64,799
Net (decrease) increase in cash and equivalents	(547)	17,765
Cash and equivalents, beginning of period	14,226	11,059
Cash and equivalents, end of period	$ 13,679	$ 28,824

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

RETAIL VENTURES, INC.
NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
(UNAUDITED)

1. BUSINESS OPERATIONS

Retail Ventures, Inc. and its wholly owned subsidiaries are herein referred to collectively as the Company. The Company operates three segments. Value City Department Stores ("Value City") and Filene's Basement, Inc. ("Filene's Basement") segments operate full-line, off-price department stores. The DSW Shoe Warehouse, Inc. ("DSW") segment sells better-branded off-price shoes and accessories. As of May 1, 2004, there is a total of 116 Value City Department Stores located principally in the Midwestern, Eastern and Southern states, 151 DSW stores located throughout the United States and 24 Filene's Basement stores located primarily in major metropolitan areas.

On October 8, 2003, the Company reorganized its corporate structure into a holding company form whereby Retail Ventures, Inc., an Ohio corporation, became the successor issuer to Value City Department Stores, Inc. As a result of the reorganization, Value City Department Stores, Inc. became a wholly-owned subsidiary of Retail Ventures, Inc.

In connection with the reorganization, holders of common shares of Value City became holders of an identical number of common shares of Retail Ventures, Inc. The reorganization was effected by a merger which was previously approved by the Company's shareholders. Since October 8, 2003, the Company's common shares have been listed for trading under the ticker symbol "RVI" on the New York Stock Exchange.

VALUE CITY. We operate a chain of 116 off-price department stores located in the Midwestern, Eastern and Southern states, principally under the name Value City. For over 80 years, our strategy has been to provide exceptional value by offering a broad selection of brand name merchandise at prices substantially below conventional retail prices.

DSW. We operate a chain of 151 DSW stores located throughout the United States. The DSW stores are upscale shoe stores offering a wide selection of branded dress and casual footwear below traditional retail prices. Additionally, Shonac Corporation, the parent company of DSW, pursuant to license agreements with Value City and Filene's Basement, operates licensed shoe departments in most Value City and Filene's Basement stores. Results of operations of the licensed shoe departments are included with the Value City and Filene's Basement segments. Shonac Corporation has also entered into agreements to supply merchandise to third parties' shoe departments. Results are included with the DSW segment and represent substantially all of the leased operations of the segment.

FILENE'S BASEMENT. We operate 24 Filene's Basement stores located primarily in major metropolitan areas such as Boston, New York City, Atlanta, Chicago and Washington, D.C. Filene's Basement focuses on providing the top tier brand names at everyday low prices for men's and women's apparel, jewelry, shoes, accessories and home goods.

2. BASIS OF PRESENTATION

The accompanying financial statements reflect all adjustments consisting of only normal recurring adjustments, which are, in the opinion of management, necessary to present fairly the consolidated financial position and results of operations for the periods presented. To facilitate comparisons with the current year, certain previously reported balances have been reclassified to conform to the current period presentation.

3. TRADENAMES AND OTHER INTANGIBLES

The Company acquired during the three months ended May 1, 2004, the "Leslie Fay" tradename for approximately $4.0 million. The anticipated life of the amortizing asset has been initially assigned 15 years.

4. PENSION BENEFIT PLANS

The Company has three qualified defined benefit pension plans assumed at the time of acquisition of three separate companies. The Company's funding policy is to contribute annually the amount required to meet ERISA funding standards and to provide not only for benefits attributed to service to date but also for those anticipated to be earned in the future. The Company uses a January 31 measurement date for its plans.

The components of net periodic benefit cost are comprised of the following (in thousands):

	Three Months Ended	
	May 1, 2004	May 3, 2003
Service cost	$ 11	$ 9
Interest cost	350	323
Expected return on plan assets	(359)	(321)
Amortization of transition (asset) obligation	(9)	(19)
Amortization of net loss	145	149

Net periodic benefit cost	$ 138	$ 141

The Company's funding policy is to contribute an amount annually that satisfies the minimum funding requirements of ERISA and that is tax deductible under the Internal Revenue Code. The Company had anticipated contributing approximately $1.5 million in fiscal 2004 to meet minimum funding requirements but due to passing of recent legislation in April 2004 the anticipated funding requirement will be approximately $0.9 million in fiscal 2004.

5. SHAREHOLDERS' EQUITY

On September 26, 2002, the Company issued 2,954,792 warrants ("Warrants") to purchase common shares, at an initial exercise price of $4.50 per share, to Cerberus Partners, L.P., Schottenstein Stores Corporation and Back Bay Capital Funding LLC (the "Term Loan C Lenders"). The Warrants are exercisable at any time prior to June 11, 2012. The Company

has granted the Term Loan C Lenders registration rights with respect to the shares issuable upon exercise of the Warrants. The $6.1 million value ascribed to the Warrants was estimated as of the date of issuance using the Black-Scholes pricing model with the following assumptions: risk-free interest rate of 5.6%; expected life of 10 years; expected volatility of 47%; illiquidity discount of 10%; and an expected dividend yield of 0%. The related debt discount is amortized into interest expense over the life of the debt.

The number of shares issuable varies upon the occurrence of the following: (i) the issuance of additional common shares without consideration or for a consideration per share less than the Warrant exercise price; (ii) the declaration of any dividend; (iii) the combination or consolidation of the outstanding common shares into a lesser number of shares; (iv) the issuance or sale of additional shares at a price per share less than the current market price but greater than the Warrant exercise price; (v) the issuance of convertible securities which are convertible into common shares; and/or (vi) the exchange of shares in a merger or other business combination.

$75 Million Senior Subordinated Convertible Loan - Related Parties

The Company amended and restated its $75.0 million Senior Subordinated Convertible Loan Agreement on June 11, 2002 (the "Convertible Loan"). As amended, borrowings under the Convertible Loan will bear interest at 10% per annum. At the Company's option, interest may be paid-in-kind ("PIK"), from the closing date to the second anniversary thereof, and thereafter, at the option of the Company, up to 50% of the interest due may be PIK until maturity. PIK interest accrued with respect to the Convertible Loan is added to the outstanding principal balance, on a quarterly basis and is payable in cash upon the maturity of the debt. The Convertible Loan is guaranteed by all principal subsidiaries and is secured by a lien on assets junior to liens granted in favor of the lenders on the Revolving Credit Agreement and Term Loans. The Convertible Loan is not subject to prepayment until June 11, 2007. The agent has the right to designate two observers to the Board of Directors for so long as the agent is the beneficial owner of at least 50% of the advances initially made by it and has the right to designate two individuals to the Board of Directors for so long as the agent is the beneficial owner of at least 50% of the conversion shares issued or issuable upon conversion of the advances initially made by it.

The Convertible Loan is convertible at the option of the holders into common shares of the Company and has a conversion price of $4.50. The maturity date is June 10, 2009.

6. EARNINGS PER SHARE

Basic earnings per share are based on the net loss and a simple weighted average of common shares outstanding. Diluted earnings per share reflects the potential dilution of common shares, related to both outstanding stock options and warrants, calculated using the treasury stock method and convertible debt calculated using the if-converted method. The numerator for the diluted earnings per share calculation is the net loss adjusted to remove the effect of

interest, adjusted for tax, on the convertible debt. For the three months ended May 1, 2004 and May 3, 2003 all potentially dilutive instruments: stock options, warrants and convertible debt, were anti-dilutive.

7. VALUATION ACCOUNT

Reserves established and used for severance costs are as follows (in thousands):

	Twelve months ended January 31, 2004
Balance at beginning of period	$ 3,996
Provisions to establish reserves	--
Reductions for intended purposes	(3,996)
Balance at end of period	--

8. ADOPTION OF ACCOUNTING STANDARDS

The Financial Accounting Standards Board ("FASB") periodically issues Statements of Financial Accounting Standards ("SFAS"), some of which require implementation by a date falling within or after the close of the fiscal year.

In January 2003, the FASB issued Interpretation No. 46, "Consolidation of Variable Interest Entities" (FIN 46), which requires the consolidation of certain entities considered to be variable interest entities (VIEs). An entity is considered to be a VIE when it has equity investors who lack the characteristics of having a controlling financial interest, or its capital is insufficient to permit it to finance its activities without additional subordinated financial support. Consolidation of a VIE by an investor is required when it is determined that the investor will absorb a majority of the VIE's expected losses or residual returns if they occur. FIN 46 provides certain exceptions to these rules, relating to qualifying special purpose entities (QSPE's) subject to the requirements of SFAS No. 140. Upon its original issuance, FIN 46 required that VIEs created after January 31, 2003 would be consolidated immediately, while VIEs created prior to February 1, 2003 were to be consolidated as of July 1, 2003.

In October 2003, the FASB deferred the effective date for consolidation of VIEs created prior to February 1, 2003 to December 31, 2003 for calendar year-end companies, with earlier application encouraged.

In December 2003, the FASB published a revision to FIN 46 (FIN 46R) to clarify some of the provisions of the original interpretation and to exempt certain entities from its requirements. FIN 46R provides special effective date provisions to enterprises that fully or partially applied to FIN 46 prior to the issuance of the revised interpretation. In particular, entities that have already adopted FIN 46 are not required to adopt FIN 46R until the quarterly reporting period

ended May 1, 2004. Adoption of the required sections of FIN 46, as modified and interpreted, including the provisions of FIN 46R, did not have any effect on the Company's consolidated financial statements or disclosures.

9. ACCUMULATED OTHER COMPREHENSIVE LOSS

Comprehensive loss represents net loss plus the results of certain non-shareholders' equity changes not reflected in the Consolidated Statement of Operations. The components of comprehensive loss, net of tax are as follows (in thousands):

	Three months ended	
	May 1, 2004	May 3, 2003
Net loss	$ (1,547)	$ (13,173)
Net unrealized gain on derivative financial instruments net of income tax	--	620
Other comprehensive loss	$ (1,547)	$ (12,553)

The balance sheet caption accumulated other comprehensive loss of $6.0 million at May 1, 2004 and January 31, 2004, respectively. Such loss relates to the minimum pension liability, net of income tax.

The Company's interest rate swap expired during the three months ended May 3, 2003 and was not renewed.

10. STOCK BASED COMPENSATION

The Company has various stock-based employee compensations plans. The Company accounts for those plans in accordance with APB No. 25. "Accounting For Stock Issued to Employees," and related Interpretations. No stock-based employee compensation cost is reflected in net loss, as no options granted under those plans had an exercise price less than the market value of the underlying common stock on the date of grant. The following table illustrates the effect on net loss and loss per share if the Company had applied the fair value recognition of SFAS 123, "Accounting for Stock-Based Compensation."

RETAIL VENTURES, INC.
NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
(UNAUDITED)

	Three Months Ended	
	May 1, 2004	May 3, 2003
Net loss, as reported	$ (1,547)	$ (13,173)
Deduct: Total stock-based employee compensation expense determined under fair value based method for all awards, net of tax	(651)	(1,029)
Pro forma net loss	$ (2,198)	$ (14,202)
Loss per share:		
Basic and diluted as reported	$ (0.05)	$ (0.39)
Basic and diluted pro forma	$ (0.06)	$ (0.42)

11. TAX VALUATION

The Company establishes valuation allowances for deferred tax assets when the amount of expected future taxable income is not likely to support the use of the deduction or credit. For the three months ended May 1, 2004, no additional allowance has been provided. During the previous fiscal year ended January 31, 2004 an allowance of $1.5 million was provided for as the Company determined that there was a probability that future taxable income may not be sufficient to fully utilize deferred tax assets.

The tax rate of 40.7% reflects the impact of the non-deductible warrant amortization included for book income but not tax.

12. SUPPLEMENTAL DISCLOSURES OF CASH FLOW INFORMATION

A supplemental schedule of non-cash investing and financing activities is presented below (in thousands):

	Three months ended	
	May 1, 2004	May 3, 2003
Cash paid during the period for:		
Interest		
Non-related	$ 1,222	$ 4,930
Related parties	5,375	5,336
Income taxes	$ 5,523	$ 556

RETAIL VENTURES, INC.
NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
(UNAUDITED)

13. SEGMENT REPORTING

The Company is managed in three operating segments: Value City, DSW and Filene's Basement. All of the operations are located in the United States. The Company has identified such segments based on management responsibility and measures segment profit as operating (loss) profit, which is defined as income before interest expense and income taxes.

Three-month period ended May 1, 2004 (in thousands):

	Value City	DSW	Filene's Basement	Total
Net sales	$ 339,096	$ 227,277	$ 79,927	$ 646,3
Operating (loss) profit	(4,361)	12,990	(2,898)	5,7
Identifiable assets	492,374	302,157	139,222	933,7
Capital expenditures	4,114	5,558	4,346	14,0
Depreciation and amortization	7,273	4,304	1,692	13,2

Three-month period ended May 3, 2003 (in thousands):

	Value City	DSW	Filene's Basement	Total
Net sales	$ 342,894	$ 183,051	$ 62,587	$ 588,5
Operating (loss) profit	(13,354)	2,601	(2,067)	(12,8
Identifiable assets	544,964	256,571	108,380	909,9
Capital expenditures	4,026	6,193	628	10,8
Depreciation and amortization	9,098	3,105	1,601	13,8

14. COMMITMENTS AND CONTINGENCIES

The Company is involved in various legal proceedings that are incidental to the conduct of its business. The Company estimates the range of liability related to pending litigation where the amount and range of loss can be estimated. The Company records its best estimate of a loss when the loss is considered probable. Where a liability is probable and there is a range of estimated loss, the Company records the minimum estimated liability related to the claim. In the opinion of management, the amount of any liability with respect to these proceedings will not be material. As additional information becomes available, the Company assesses the potential liability related to its pending litigation and revises the estimates. Revisions in the Company's estimates and potential liability could materially impact its results of operations.

RETAIL VENTURES, INC.
MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION
AND RESULTS OF OPERATIONS

ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS.

RISK FACTORS AND SAFE HARBOR STATEMENT

We caution that any forward-looking statements (as such term is defined in the Private Securities Litigation Reform Act of 1995) contained in this Report and/or other risk factors that may be described in the Safe Harbor Statement and Business Risks section of the Company's Annual Report on Form 10-K for the year ended January 31, 2004, or contained in other filings with the Securities and Exchange Commission or made by our management involve risks and uncertainties, and are subject to change based on various important factors. The following factors, among others, in some cases have affected the matters discussed in Management's Discussion and Analysis of Financial Condition and Results of Operations. These same factors could cause our future financial performance in fiscal 2004 and beyond to differ materially from those expressed or implied in any such forward-looking statements. These factors include: decline in demand for our merchandise, our ability to achieve our business plans, expected cash flow from operations, vendor and their factor relations, flow of merchandise, compliance with our credit agreements, our ability to strengthen our liquidity and increase our credit availability, the availability of desirable store locations on suitable terms, changes in consumer spending patterns, marketing strategies, consumer preferences and overall economic conditions, the impact of competition and pricing, changes in weather patterns, changes in existing or potential duties, tariffs or quotas, paper and printing costs, the ability to hire and train associates and development of management information systems.

Our operations have been historically seasonal, with a disproportionate amount of sales and a majority of net income occurring in the back-to-school and Christmas selling seasons for Value City and Filene's Basement. DSW seasonal sales occur both in early Spring and Fall. As a result of seasonality, any factors negatively affecting us during these periods, including adverse weather, the timing and level of markdowns or unfavorable economic conditions, could have a material adverse effect on our financial condition and results of operations for the entire year.

CRITICAL ACCOUNTING POLICIES

Management's Discussion and Analysis discusses the results of operations and financial condition as reflected in our consolidated financial statements, which have been prepared in accordance with generally accepted accounting principles. As discussed in Notes to Consolidated Financial Statements that are included in our Annual Report on Form 10-K for the year ended January 31, 2004 that is filed with the Securities and Exchange Commission, the preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of commitments and contingencies at the date of the financial statements and reported amounts of revenues and expenses during the reporting period. On an ongoing basis, management evaluates its estimates and judgments, including, but not limited to, those related to inventory valuation, depreciation, amortization, recoverability of long-lived assets including intangible assets, the calculation of retirement benefits, estimates for self insurance

reserves for health and welfare, workers' compensation and casualty insurance, income taxes, contingencies, litigation and revenue recognition. Management bases its estimates and judgments on its historical experience and other relevant factors, the results of which form the basis for making judgments about the carrying values of assets and liabilities that are not readily apparent from other sources. The process of determining significant estimates is fact specific and takes into account factors such as historical experience, current and expected economic conditions, product mix, and in some cases, actuarial and appraisal techniques. We constantly re-evaluate these significant factors and make adjustments where facts and circumstances dictate.

While we believe that our historical experience and other factors considered provide a meaningful basis for the accounting policies applied in the preparation of the consolidated statements, we cannot guarantee that our estimates and assumptions will be accurate. As the determination of these estimates requires the exercise of judgment, actual results inevitably will differ from those estimates, and such differences may be material to the financial statements.

We believe the following represent the most critical estimates and assumptions, among others, used in the preparation of our consolidated financial statements. We have discussed the selection, application and disclosure of the critical accounting policies with our audit committee.

- Revenue recognition. Revenues from our retail operations are recognized at the latter of point of sale or the delivery of goods to the customer. Retail revenues are reduced by a provision for anticipated returns based on historical trends.

- Cost of sales and merchandise inventories. We use the retail method of accounting for substantially all of our merchandise inventories. Merchandise inventories are stated at the lower of cost, determined using the first-in, first-out basis, or market, using the retail inventory method. The retail method is widely used in the retail industry due to its practicality. Under the retail inventory method, the valuation of inventories at cost and the resulting gross margins are calculated by applying a calculated cost to retail ratio to the retail value of inventories. The cost of the inventory reflected on our consolidated balance sheet is decreased by charges to cost of sales at the time the retail value of the inventory is lowered through the use of markdowns. Hence, earnings are negatively impacted as merchandise is marked down prior to sale. Reserves to value inventory at the lower of cost or market were $38.4 million on May 1, 2004 and $34.2 million at the end of fiscal 2003.

Inherent in the calculation of inventories are certain significant management judgments and estimates including, setting the original merchandise retail value or markon, markups of initial prices established, reduction of pricing due to customer's value perception or perceived value known as markdowns, and estimates of losses between physical inventory counts or shrinkage, which, combined with the averaging process within the retail method, can significantly impact the ending inventory valuation at cost and the resulting gross margins.

- Long-lived assets. In evaluating the fair value and future benefits of long-lived assets, we perform an analysis of the anticipated undiscounted future cash flows of the related long-lived asset and reduce the carrying value by the excess where the recorded value exceeds the fair value. Goodwill is tested on an annual basis using a fair value based approach.

  For the three months ended May 1, 2004 we recorded an impairment of $0.7 million related to the Value City segment for store assets. For the period ended May 3, 2003, we recorded no impairments related to long-lived assets.

  We believe at this time that the remaining long-lived assets' carrying values and useful lives continue to be appropriate. To the extent these future projections or our strategies change, the conclusion regarding impairment may differ from our current estimates.

- Self-insurance reserves. We record estimates for certain health and welfare, workers compensation and casualty insurance costs that are self-insured programs. These estimates are based on actuarial assumptions and are subject to change based on actual results. Should a greater amount of claims occur compared to what was estimated for costs of certain health and welfare, workers compensation and casualty insurance increase beyond what was anticipated, reserves recorded may not be sufficient and to the extent actual results vary from assumptions, earnings would be impacted.

- Pension. The obligations and related assets of defined benefit retirement plans are included in the Company's Annual Report on Form 10-K Notes to Condensed Consolidated Financial Statements for the year ended January 31, 2004. Plan assets, which consist primarily of marketable equity and debt instruments, are valued using market quotations. Plan obligations and the annual pension expense are determined by independent actuaries and through the use of a number of assumptions. Key assumptions in measuring the plan obligations include the discount rate, the rate of salary increases and the estimated future return on plan assets. In determining the discount rate, we utilize the yield on fixed-income investments currently available with maturities corresponding to the anticipated timing of the benefit payments. Salary increase assumptions are based upon historical experience and anticipated future management actions. Asset returns are based upon the anticipated average rate of earnings expected on the invested funds of the plans. At May 1, 2004, the actual assumption of our plans has remained unchanged from our Annual Report on Form 10-K for the year ended January 31, 2004 filed with the Securities and Exchange Commission. To the extent actual results vary from assumptions, earnings would be impacted.

- Customer loyalty program. We maintain a customer loyalty program for our DSW operations in which customers receive a future discount on qualifying purchases. The "Reward Your Style" program is designed to promote customer

awareness and loyalty plus provide the Company with the ability to communicate with our customers and enhance our understanding of their spending trends. Upon reaching the target level, customers may redeem these discounts on a future purchase. Generally, these future discounts must be redeemed within one year. We accrue the estimated costs of the anticipated redemptions of the discount earned at the time of the initial purchase and charge such costs to selling, general and administrative expense based on historical experience. The estimates of the costs associated with the loyalty program require us to make assumptions related to customer purchase levels and redemption rates. Accrued liability as of May 1, 2004 and January 31, 2004 was $3.0 million and $3.0 million, respectively. To the extent assumptions of purchases and redemption rates vary from actual results, earnings would be impacted.

- Income taxes. We do business in numerous jurisdictions that impose taxes. Management is required to determine the aggregate amount of income tax expense to accrue and the amount which will be currently payable based upon tax statutes of each jurisdiction. The estimation process involves adjusting income determined by the application of generally accepted accounting principles for items that are treated differently by the applicable taxing authorities. Deferred tax assets and liabilities are reflected on our balance sheet for temporary differences that will reverse in subsequent years. If different management judgments had been made, our tax expense, assets and liabilities could be different. During fiscal 2003, we established a reserve for deferred income tax assets of $1.5 million for carry forwards related to state and local net operating losses and for excess contribution carry forwards.

RESULTS OF OPERATIONS

The following table sets forth, for the periods indicated, the percentage relationships to net sales of the listed items included in the Company's

Consolidated Statements of Operations.

	Three months ended (1)	
	May 1, 2004	May 3, 2003
Net sales, excluding sales of licensed departments	100.0%	100.0%
Cost of sales	(59.9)	(63.2)
Gross profit	40.1	36.8
Selling, general and administrative expenses	(39.5)	(39.3)
License fees and other income	0.3	0.3
Operating profit (loss)	0.9	(2.2)
Interest expense, net	(1.3)	(1.6)
Loss before income taxes	(0.4)	(3.8)
Benefit for income taxes	0.2	1.6
Net loss	(0.2)%	(2.2)%

(1) Because of the seasonal nature of our retail business cycle, the results of operations for the 13 weeks ended May 1, 2004 and May 3, 2003 (which do not include the Christmas holiday season) are not necessarily indicative of such results for the fiscal year.

THREE MONTHS ENDED MAY 1, 2004 COMPARED TO THREE MONTHS ENDED MAY 3, 2003

Net sales increased $57.8 million, or 9.8%, from $588.5 million to $646.3 million. Comparable store sales increased 4.2% and were by segment:

	Three months ended	
	May 1, 2004	May 3, 2003
Value City Department Stores	(1.1)%	(4.0)%
DSW	10.6%	(3.6)%
Filene's Basement	15.8%	(8.1)%
Total	4.2%	(4.4)%

Value City comparable stores sales for the quarter were negative 1.1% due to a weaker Easter selling season. DSW and Filene's Basement sales increased for the same period above expectations due to early presentation of spring merchandise and improved merchandise mix in the stores. Comparative sales for the segments were compared against the prior year's weak retail environment and severe weather conditions that existed in our market areas.

Value City's sales decreased $3.8 million to $339.1 million, a 1.1% decrease in the quarter. The decrease in comparable sales is comprised of a decrease in non-apparel hardlines of (0.8)%, a

decrease in apparel of (1.8)% and an increase of 0.9% in jewelry. The merchandise categories of men's and ladies had decreases of (1.8%) and (4.9%), respectively while children's increased 7.1%. Shoe sales in the Value City segment were a positive 0.5% in the quarter.

DSW segment sales were $227.3 million a 24.2% increase in the quarter which includes a net increase of 22 stores over the comparable period along with the comparable store sales increase of 10.6%. The women's categories of dress, casual and sandals and the accessories category had favorable results in the period. During the quarter we had a net decrease of 10 leased shoe departments due to store reductions under the supply agreement.

Filene's Basement sales increased 27.7% in the quarter to $79.9 million which includes a net increase of 4 stores over the prior year's period and comparable store sales increased 15.8%. Merchandise categories of men's, ladies and children's had comparative increases of 15.5%, 10.3% and 37.4%, respectively, while other categories of jewelry, shoes and home had increases of 9.6%, 22.9% and 7.5%, respectively.

Gross profit, as a percentage of sales, increased to 40.1% compared to 36.8% for the prior year. The increase in our overall margin rate is attributable to higher initial markups in Value City, DSW and Filene's Basement operations. The Value City segment improved average unit retail and initial retail markup to obtain the gross margin increase. The improvement in comparative sales in DSW and Filene's Basement segments reduced the need for promotional markdowns during the period. Total gross profit increased $42.7 million to $259.4 million or 19.7%. Gross profit, as a percent of sales by segment in the first quarter, was:

	Three months ended	
	May 1, 2004	May 3, 2003
Value City Department Stores	39.0%	36.6%
DSW	43.5%	38.6%
Filene's Basement	35.4%	32.8%
Total	40.1%	36.8%

Selling, general and administrative expenses ("SG&A") increased $24.2 million from $231.0 to $255.3 million. Approximately, $3.6 million is associated with the pre-opening expenses for 9 new DSW stores and the 3 new Filene's Basement stores since year end. Total SG&A expense associated with stores opened subsequent to May 3, 2003 and through May 1, 2004 was $13.3 and represents approximately 55% of the increase in SG&A expense. Other costs increasing from the previous year include employee related health and welfare costs for medical and retirement. As a percentage of sales SG&A was 39.5% compared to 39.3% in the 1st quarter of 2003. SG&A as a percent of sales by segment in the first quarter were:

	Three months ended	
	May 1, 2004	May 3, 2003
Value City Department Stores	40.6%	40.8%
DSW	37.8%	37.3%
Filene's Basement	39.5%	36.7%
Total	39.5%	39.3%

License fees and other income were $1.6 million and $1.5 million for the comparative periods. License fees and other income are comprised of fees from licensees, layaway fees and vending income. These sources of income can vary based on customer traffic and contractual arrangements.

Operating profit increased to a $5.7 million profit, from a loss of $12.8 million and increased as a percentage of sales from a loss of 2.2% to a profit of 0.9%.

Net interest expense for the quarter decreased $1.2 million to $8.3 million. The decrease is due primarily to a decrease in our weighted average borrowing rate offset by an increase of $33.6 million in average borrowings from last year to this year.

The effective tax rate for the three months ended May 1, 2004 was 40.7% as compared to 41.2% for the three months ended May 3, 2003.

LIQUIDITY AND CAPITAL RESOURCES

Our primary ongoing cash requirements are for seasonal and new store inventory purchases, capital expenditures in connection with expansion, remodeling and infrastructure growth, primarily information technology development. The primary sources of funds for these liquidity needs are cash flow from operations and credit facilities. Our working capital and inventory levels typically build throughout the year and reach the highest level in the fall, peaking during the holiday selling season.

Net working capital was $248.0 million and $242.5 million at May 1, 2004 and May 3, 2003, respectively. Current ratios at those dates were 1.8 for both periods. Net cash provided by operations was $0.6 million in year-to-date fiscal 2004 as compared to $38.1 million used in operations in year-to-date fiscal 2003.

Net cash used for capital expenditures was $14.0 million and $10.8 million for the three months ended May 1, 2004 and May 3, 2003, respectively. During the three months ended May 1, 2004, capital expenditures included $7.4 million for new stores, $4.2 million for improvements in existing stores and $2.4 million for information technology equipment upgrades and new systems. In addition to the capital expenditures during the three month period, we acquired a tradename for $4.0 million. A source of cash from investing activities is the proceeds from lease incentives which are amortized as a reduction of rent expense over the life of the lease.

On June 11, 2002, Value City Department Stores, Inc., together with certain other principal subsidiaries of Retail Ventures, Inc., entered into a $525.0 million refinancing that consists of three

separate credit facilities (collectively, the "Credit Facilities"): (i) a three-year $350.0 million revolving credit facility (the "Revolving Credit Facility"), (ii) two $50.0 million term loan facilities provided equally by Cerberus Partners, L.P. and Schottenstein Stores Corporation (the "Term Loans"), and (iii) an amended and restated $75.0 million senior subordinated convertible loan, initially entered into by us on March 15, 2000, which is held equally by Cerberus Partners, L.P. and SSC (the "Convertible Loan"). These Credit Facilities are guaranteed by Retail Ventures, Inc. and substantially all of its subsidiaries.

We are not subject to any financial covenants under these credit facilities, however, there are numerous restrictive covenants relating to our management and operation. These non-financial covenants include, among other restrictions, limitations on indebtedness, guarantees, mergers, acquisitions, fundamental corporate changes, financial reporting requirements, budget approval, disposition of assets, investments, loans and advances, liens, dividends, stock purchases, transactions with affiliates, issuance of securities and the payment of and modification to debt instruments. These Credit Facilities are also subject to an Intercreditor Agreement, which provides for an established order of payment of obligations from the proceeds of collateral upon default (the "Intercreditor Agreement").

$350 Million Revolving Credit Facility

Under the Revolving Credit Facility, the borrowing base formula is structured in a manner that allows us and our subsidiaries availability based on the value of inventories and receivables. Primary security for the Revolving Credit Facility is provided by a first priority lien on all of our inventory and accounts receivable, as well as certain intercompany notes and payment intangibles. Subject to the Intercreditor Agreement, the Revolving Credit Facility also has a second priority perfected interest in all of the collateral securing the Term Loans. Interest on borrowings is calculated at the bank's base rate or Eurodollar rate plus 2.00% to 2.75%, depending upon the level of average excess availability we maintain. The maturity date is June 11, 2005. At May 1, 2004 and January 31, 2004, $161.1 million and $137.7 million were available under the Revolving Credit Facility, respectively. Direct borrowings aggregated $140.0 million and $125.0 million at May 1, 2004 and at January 31, 2004, respectively, while $13.9 million and $23.4 million letters of credit were issued and outstanding at May 1, 2004 and January 31, 2004, respectively.

$100 Million Term Loans - Related Parties

The Term Loans are comprised of a $50.0 million Term Loan B and a $50.0 million Term Loan C. All obligations under the Term Loans are senior debt and, subject to the Intercreditor Agreement, have the same rights and privileges as the Revolving Credit Facility and the Convertible Loan. We and our principal subsidiaries are obligated on the facility. The maturity date is June 11, 2005.

The Term Loans' stated rate of interest per annum during the initial two years is 14% if paid in cash and 15% if we elect a paid-in-kind ("PIK") option. During the first two years of the Term Loans, we may pay all interest in PIK. During the final year of the Term Loans, the stated rate of interest is 15.0% if paid in cash or 15.5% if PIK and the PIK option is limited to 50% of the interest due. At the three months ended May 1, 2004 and for the year ended January 31, 2004, we elected to pay interest in cash.

We issued 2,954,792 warrants ("Warrants") to purchase shares of common stock, at an initial exercise price of $4.50 per share, to the Term Loan C Lenders. The Warrants are exercisable at any time prior to June 11, 2012. We have granted the Term Loan C Lenders registration rights with respect to the shares issuable upon exercise of the Warrants. The $6.1 million value ascribed to the Warrants was estimated as of the date of issuance using the Black-Scholes Pricing Model with the following assumptions: risk-free interest rate of 5.6%; expected life of 10 years; expected volatility of 47%; illiquidity discount of 10%; and an expected dividend yield of 0%. The related debt discount is amortized into interest expense over the life of the debt.

The number of shares issuable varies upon the occurrence of the following: (i) the issuance of additional shares of common stock without consideration or for a consideration per share less than the Warrant exercise price; (ii) the declaration of any dividend; (iii) the combination or consolidation of the outstanding shares of common stock into a lesser number of shares; (iv) the issuance or sale of additional shares at a price per share less than the current market price but greater than the Warrant exercise price; (v) the issuance of convertible securities which are convertible into shares of common stock; and/or (vi) the exchange of shares in a merger or other business combination.

$75 Million Senior Subordinated Convertible Loan - Related Parties

We have amended and restated our $75.0 million Convertible Loan dated March 15, 2000. As amended, borrowings under the Convertible Loan bears interest at 10% per annum. At our option, interest may be PIK during the first two years, and thereafter, at our option, up to 50% of the interest due may be PIK until maturity. PIK interest accrued with respect to the convertible loan is added to the outstanding principal balance, on a quarterly basis, and is payable in cash upon the maturity of the debt. The Convertible Loan is guaranteed by all principal subsidiaries and is secured by a lien on assets junior to liens granted in favor of the Revolving Credit Facility and Term Loans. The Convertible Loan is not prepayable until June 11, 2007, and has a maturity date of June 10, 2009. The agent has the right to designate two observers to our Board of Directors for so long as the agent is the beneficial owner of at least 50% of the advances initially made by it and has the right to designate two individuals to our Board of Directors for so long as the agent is the beneficial owner of at least 50% of the conversion shares issued or issuable upon conversion of the advances initially made by it.

The Convertible Loan is convertible at the option of the holders into shares of our common stock at an initial conversion price of $4.50. The conversion price is subject to adjustment upon the occurrence of specified events.

Achievement of expected cash flows from operations and compliance with the restrictive covenants of our credit agreements (as discussed in the Notes to

Consolidated Financial Statements that are included in our 2003 Annual Report Form 10-K filed with the Securities and Exchange Commission) are dependent upon a number of factors, including the attainment of sales, gross profit, expense levels, vendor relations, and flow of merchandise that are consistent with our financial projections. Future limitations of credit availability by factor organizations and/or vendors will restrict our ability to obtain merchandise and services and may impair operating results. We believe that cash generated by operations, along with the available proceeds from our credit

agreements and other sources of financing will be sufficient to meet our obligations for working capital, capital expenditures, and debt service. However, there is no assurance that we will be able to meet our projections. Further, there is no assurance that extended financing will be available in the future if we fail to meet our projections or on terms acceptable to us.

Contractual Obligations and Off-Balance Sheet Arrangements

We have made no material changes to our contractual obligations outside the ordinary course of business.

ADOPTION OF ACCOUNTING STANDARDS

In January 2003, the FASB issued Interpretation No. 46, "Consolidation of Variable Interest Entities" (FIN 46), which requires the consolidation of certain entities considered to be variable interest entities (VIEs). An entity is considered to be a VIE when it has equity investors who lack the characteristics of having a controlling financial interest, or its capital is insufficient to permit it to finance its activities without additional subordinated financial support. Consolidation of a VIE by an investor is required when it is determined that the investor will absorb a majority of the VIE's expected losses or residual returns if they occur. FIN 46 provides certain exceptions to these rules, relating to qualifying special purpose entities (QSPE's) subject to the requirements of SFAS No. 140. Upon its original issuance, FIN 46 required that VIEs created after January 31, 2003 would be consolidated immediately, while VIEs created prior to February 1, 2003 were to be consolidated as of July 1, 2003.

In October 2003, the FASB deferred the effective date for consolidation of VIEs created prior to February 1, 2003 to December 31, 2003 for calendar year-end companies, with earlier application encouraged.

In December 2003, the FASB published a revision to FIN 46 (FIN 46R) to clarify some of the provisions of the original interpretation and to exempt certain entities from its requirements. FIN 46R provides special effective date provisions to enterprises that fully or partially applied to FIN 46 prior to the issuance of the revised interpretation. In particular, entities that have already adopted FIN 46 are not required to adopt FIN 46R until the quarterly reporting period ended May 1, 2004. Adoption of the required sections of FIN 46, as modified and interpreted, including the provisions of FIN 46R, did not have any effect on the Company's consolidated financial statements or disclosures.

INFLATION

The results of operations and financial condition are presented based upon historical cost. While it is difficult to accurately measure the impact of inflation because of the nature of the estimates required, management believes that the effect of inflation, if any, on the results of operations and financial condition has been minor; however, there can be no assurance that the business will not be affected by inflation in the future.

RETAIL VENTURES, INC.
MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION
AND RESULTS OF OPERATIONS

ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

We are exposed to market risk from changes in interest rates, which may adversely affect our financial position, results of operations and cash flows. In seeking to minimize the risks from interest rate fluctuations, we manage exposures through our regular operating and financing activities and, when deemed appropriate, through the use of derivative financial instruments. We do not use financial instruments for trading or other speculative purposes and are not party to any leveraged financial instruments.

We are exposed to interest rate risk primarily through our borrowings under our Revolving Credit Facility. At May 1, 2004, direct borrowings aggregated $140.0 million and an additional $13.9 million of letters of credit were outstanding against the facility. The Revolving Credit Facility permits debt commitments up to $350.0 million, matures on June 11, 2005 and generally bears interest at a floating rate of LIBOR plus 2.0% to 2.75% based on the average excess availability during the previous quarter.

A hypothetical 100 basis point increase in interest rates, net of taxes, would have an approximate $0.4 million impact to our financial position, liquidity and results of operation.

ITEM 4. CONTROLS AND PROCEDURES

The Company, under the supervision, and with the participation, of its management, including its Chief Executive Officer and Chief Financial Officer, performed an evaluation of the Company's disclosure controls and procedures, as contemplated by Securities Exchange Act Rule 13a-15. Based on that evaluation, the Company's Chief Executive Officer and Chief Financial Officer concluded, as of the end of the period covered by this report, that such disclosures and procedures were effective.

No change was made in the Company's internal control over financial reporting during the Company's most recent fiscal quarter that has materially affected, or is reasonable likely to affect, the Company's internal control over financial reporting.

PART II. OTHER INFORMATION

Item 1. LEGAL PROCEEDINGS. Not applicable

Item 2. CHANGES IN SECURITIES, USE OF PROCEEDS AND ISSUER PURCHASES OF EQUITY SECURITIES. Not applicable

Item 3. DEFAULTS UPON SENIOR SECURITIES. Not applicable

Item 4. SUBMISSION OF MATTERS TO A VOTE OF SECURITY HOLDERS. Not applicable

Item 5. OTHER INFORMATION. Not applicable

Item 6. EXHIBITS AND REPORTS ON FORM 8-K.

Part A Index to Exhibits on page 27.

Part B Reports on Form 8-K.

A current report on Form 8-K, dated May 6, 2004, was filed with the Securities and Exchange Commission on May 6, 2004 (Items 7 and 12).

A current report on Form 8-K, dated June 7, 2004, was filed with the Securities and Exchange Commission on June 7, 2004 (Items 7 and 12).

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.

RETAIL VENTURES, INC.
(Registrant)

Date: June 7, 2004

By: /s/ James A. McGrady

James A. McGrady,
Executive Vice President, Chief Financial Officer, Treasurer and Secretary of Retail Ventures, Inc.

INDEX TO EXHIBITS

Exhibit Number	Description	Page No.
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