RETAIL VENTURES INC
Form 10-Q
December 12, 2003

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 November 1, 2003

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

VALUE CITY DEPARTMENT STORES, INC.
(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 shares outstanding of Common Stock, without par value, as of

December 5, 2003 was 33,975,056.

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RETAIL VENTURES, INC.
CONDENSED CONSOLIDATED BALANCE SHEETS
(in thousands, except share amounts)
(unaudited)

	November 1, 2003	February 1, 2003
ASSETS		
Cash and equivalents	$8,529	$11,059
Accounts receivable, net	8,163	10,666
Receivables from affiliates	1,012	933
Inventories	547,718	389,825
Prepaid expenses and other assets	22,337	19,354
Deferred income taxes	57,349	51,317
Total current assets	645,108	483,154
Property and equipment, net	241,042	233,452
Goodwill	37,619	37,619
Tradenames and other intangibles, net	44,627	47,583
Other assets	29,521	29,991
	$997,917	$831,799
LIABILITIES AND SHAREHOLDERS' EQUITY		
Accounts payable	$231,683	$160,809
Accounts payable to affiliates	1,661	4,228
Accrued expenses	125,631	135,918
Current maturities of long-term obligations	799	809
Total current liabilities	359,774	301,764
Long-term obligations, net of current maturities:		
Non-affiliated	209,873	94,473
Affiliated	171,710	170,191
Other noncurrent liabilities	50,482	44,207
Commitments and contingencies	--	--
Common shares, without par value; 80,000,000 authorized; issued, including treasury shares, 33,976,707 and 33,913,374 shares, respectively	143,183	143,183
Warrants	6,074	6,074
Retained earnings	62,847	78,767
Deferred compensation expense, net	(767)	(981)
Treasury shares, at cost, 7,651 shares	(59)	(59)
Accumulated other comprehensive loss	(5,200)	(5,820)
	206,078	221,164
	$997,917	$831,799

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

RETAIL VENTURES, INC.
CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS
(in thousands, except per share amounts)
(unaudited)

	Three months ended		Nine months
	November 1, 2003	November 2, 2002	November 1, 2003
Net sales, excluding sales of licensed departments	$ 680,639	$ 616,990	$ 1,873,765
Cost of sales	(419,251)	(383,921)	(1,159,291)
Gross profit	261,388	233,069	714,474
Selling, general and administrative expenses	(250,575)	(231,241)	(717,491)
License fees and other operating income	1,454	1,257	4,246
Operating profit	12,267	3,085	1,229
Interest expense, net			
Non affiliated	(1,265)	(3,331)	(9,944)
Affiliated	(7,331)	(5,434)	(16,304)
Income (loss) before (provision) benefit for income taxes and cumulative effect of accounting change	3,671	(5,680)	(25,019)
(Provision) benefit for income taxes	(2,770)	2,184	9,099
Income (loss) before cumulative effect of accounting change	901	(3,496)	(15,920)
Cumulative effect of accounting change, net of income taxes	--	--	--
Net income (loss)	$ 901	$ (3,496)	$ (15,920)
Shares used in per share calculations:			
Basic	33,783	33,677	33,738
Diluted	34,173	33,677	33,738

Basic and diluted earnings (loss) per share:			
Income (loss) before cumulative effect of accounting change	$ 0.03	$ (0.10)	$ (0.47)
Cumulative effect of accounting change, net of income taxes	--	--	--
Basic and diluted earnings (loss) per share	$ 0.03	$ (0.10)	$ (0.47)

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

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RETAIL VENTURES, INC.
CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS
(in thousands)
(unaudited)

	Nine months ended	
	November 1, 2003	November 2, 2002
Cash flows from operating activities:		
Net loss	$ (15,920)	$ (8,997)
Adjustments to reconcile net loss to net cash (used in) provided by operating activities:		
Cumulative effect of accounting change	--	2,080
Amortization of discount on debt	1,519	125
Amortization of deferred compensation	214	429
Depreciation and amortization	41,657	44,183
Deferred income taxes and other noncurrent liabilities	(5,303)	1,690
Loss on disposal of asset	252	1,372
Change in working capital, assets and liabilities:		
Receivables	2,424	(11,401)
Inventories	(157,893)	(91,101)
Prepaid expenses and other assets	11	(3,782)
Accounts payable	68,307	74,977
Accrued expenses	(15,585)	4,357
Net cash (used in) provided by operating activities	(80,317)	13,932
Cash flows from investing activities:		
Capital expenditures	(43,517)	(30,042)
Proceeds from sale of assets	41	45
Proceeds from lease incentives	5,873	6,436
Net cash used in investing activities	(37,603)	(23,561)

Cash flows from financing activities:		
Proceeds from issuance of affiliated debt	--	100,000
Debt issuance costs	--	(13,205)
Principal payments under long term obligations	--	(20,000)
Capital leases and other debt payments	(610)	(455)
Net increase (decrease) in revolving credit facility	116,000	(62,000)
Net cash provided by financing activities	115,390	4,340
Net decrease in cash and equivalents	(2,530)	(5,289)
Cash and equivalents, beginning of period	11,059	35,915
Cash and equivalents, end of period	$ 8,529	$ 30,626

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

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

1. BASIS OF PRESENTATION

The accompanying consolidated financial statements include the accounts of Retail Ventures, Inc. and its wholly owned subsidiaries. These entities are herein referred to collectively as the Company. The Company is managed in three operating segments: Value City Department Stores ("Value City"), DSW Shoe Warehouse ("DSW"), and Filene's Basement.

On October 8, 2003, the Company adopted a holding company form of organizational structure whereby Retail Ventures, Inc. became the successor issuer to Value City Department Stores, Inc. As a result of the reorganization, Value City became a wholly owned subsidiary of Retail Ventures, Inc.

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

VALUE CITY. The Company operates a chain of 116 department stores located in Ohio, Pennsylvania and 13 other 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. Our Value City stores carry men's, women's and children's apparel, housewares, giftware, home furnishings, toys, jewelry, health and beauty care items, shoes and commodities, with apparel comprising well over one-half of total sales. Our Value City stores average 87,000 square feet which allow us to offer over 100,000 different items of merchandise similar to the items found in traditional department, specialty and discount stores. Our pricing strategy is supported by our ability to purchase large quantities of goods in a variety of special buying opportunities. For many years, we have had a reputation in the marketplace as a purchaser of buy-outs and manufacturers' closeouts.

DSW. The Company also operates a chain of 137 DSW stores located throughout the United States. Our DSW stores are a chain of upscale shoe stores offering a wide selection of dress and casual footwear below traditional retail prices. These stores average 25,000 square feet with up to 45,000 pairs of women's and men's designer brand shoes and athletic footwear per store. Additionally, Shonac Corporation, the parent company of DSW, pursuant to license agreements with Value City and Filene's Basement, operates the license shoe departments in principally all Value City and Filene's Basement stores. Results of operations of licensed shoe departments are included with the Value City and Filene's Basement segments. In July 2002, Shonac Corporation entered into a Supply Agreement with Stein Mart to supply merchandise to some of Stein Mart's shoe departments. The Stein Mart Supply Agreement operations are included with the DSW segment and represent the leased operations of the segment.

FILENE'S BASEMENT. The Company operates 21 Filene's Basement stores located principally in the Northeast United States. Our Filene's Basement stores average 40,000 square feet and specialize in top tier brand name merchandise of men's and women's apparel, jewelry, shoes, accessories and home goods.

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.

2. SHAREHOLDERS' EQUITY

	Nine months ended November 1, 2003 (in thousands)
Total shareholders' equity, beginning of period	$221,164
Net loss	(15,920)
Amortization of deferred compensation expense	214
Net unrealized gain on derivative financial instruments, net of income tax provision of $413	620

Total shareholders' equity, end of period	$206,078

In 2002, the Company issued warrants ("Warrants") with a fair value of $6.1 million to purchase 2,954,792 shares of common stock at an exercise price of $4.50 per share to the Term Loan C Lenders. The number of shares issuable upon the exercise of the Warrants and the per share exercise price are subject to adjustment upon the occurrence of specified events. 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 value placed on the Warrants using the Black-Scholes model was $6.1 million and the related debt discount is amortized into interest expense over the life of the debt.

$75 Million Senior Convertible Loan

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 until June 11, 2004, 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 monthly basis and is payable in cash at 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 Company's 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 upon conversion of the advances initially made by it. The Convertible Loan is convertible at the option of the holders into shares of Retail Ventures, Inc. common stock at a conversion price of $4.50. The maturity date is June 10, 2009.

3. 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 income (loss) adjusted to remove the effect of interest, adjusted for tax, on the convertible debt.

The denominator is summarized as follows for the diluted earnings per share calculation (in thousands):

	Three months ended		Nine mont
	November 1, 2003	November 2, 2002	November 1, 2003
Weighted average shares outstanding	33,783	33,677	33,738
Assumed exercise of warrants	--	--	--
Assumed conversion of debt	--	--	--
Assumed exercise of dilutive stock options	390	--	--
Number of shares for computation of diluted earnings per share	34,173	33,677	33,738

The stock options are dilutive for the three months ended November 1, 2003. Stock options are anti-dilutive for the three months ended November 2, 2002 and the nine months ended November 1, 2003 and November 2, 2002. Warrants and convertible debt are anti-dilutive for all periods presented.

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

4. VALUATION ACCOUNT

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

	Nine months ended November 1, 2003	Year ended February 1, 2003
Balance at beginning of period	$3,996	$ 5,357
Provisions to establish reserves	--	5,950
Reductions for intended purposes	(3,996)	(7,311)
Balance at end of period	--	$ 3,996

Of the total provision for fiscal 2002, the work force reductions represented $4.3 million of the severance charge. It related to 232 employees in the areas of corporate office and Value City operations.

5. 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 April 2002, the FASB issued SFAS No. 145, "Rescission of FASB Statements No. 4, 44, and 64, Amendment of FASB Statement No. 13 and Technical Corrections". SFAS No. 145 is effective for fiscal years beginning after May 15, 2002. The adoption of SFAS No. 145 did not have a significant effect on the Company's results of operations or its financial position. However it did require that the Company reclassify the loss on the extinguishment of debt of approximately $3.3 million from extraordinary loss to selling, general and administrative expense, in the Company's consolidated financial statement of operations for the nine months ended November 2, 2002.

In May 2003, the FASB issued SFAS No. 150, "Accounting for Certain Financial Instruments with Characteristics of both Liabilities and Equity". SFAS No. 150 requires that an issuer classify a financial instrument that is within its scope as a liability (or an asset in some circumstances), many of which were previously classified as equity. This statement is effective for financial instruments entered into or modified after May 31, 2003 and otherwise shall be effective for the Company's 2004 financial statements. Management does not expect the initial adoption of this accounting pronouncement will have a material impact on the Company's consolidated financial statements.

In January 2003, the FASB issued FIN 46, Consolidation of Variable Interest Entities. FIN 46 clarifies the application of Accounting Research Bulletin No. 51, Consolidated Financial Statements, to certain entities in which equity investors do not have the characteristics of a controlling financial interest or do not have sufficient equity at risk for the entity to finance its activities without additional subordinated financial support from other parties. FIN 46 requires a variable interest entity to be consolidated by a company, if that company is subject to a majority of the risk of loss from the variable interest entity's activities or entitled to receive a majority of the entity's residual returns or both. FIN 46 also requires disclosures about variable interest entities that a company is not required to consolidate but in which it has a significant variable interest. The consolidation requirements of FIN 46 apply immediately to variable interest entities created after January 31, 2003 and to existing entities in the first fiscal year or interim period beginning after June 15, 2003. Certain of the disclosure requirements apply to all financial statements issued after January 31, 2003, regardless of when the variable interest entity was established. The Company has no variable interest entities as of November 1, 2003.

The FASB's Emerging Issues Task Force ("EITF") Issue No. 02-16, "Accounting By A Customer (Including A Reseller) For Cash Consideration Received From A Vendor" addressed the accounting treatment for vendor allowances. The adoption of EITF Issue No. 02-16 in 2003 did not have a material impact on the Company's financial position or results of operations.

6. 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		Nine months en	
	November 1, 2003	November 2, 2002	November 1, 2003	Nov
Net income (loss)	$901	$(3,496)	$(15,920)	
Net unrealized gain on derivative financial instruments net of income tax	--	528	620	
Minimum pension liability, net of income tax	--	(183)	--	
Other comprehensive income (loss)	$901	$(3,151)	$(15,300)	

The components of the balance sheet caption accumulated other comprehensive loss are as follows (in thousands):

	November 1, 2003	February 1, 2003
Net unrealized loss on derivative financial instruments, net of income tax	$ --	$ (620)
Minimum pension liability, net of income tax	(5,200)	(5,200)
Accumulated other comprehensive loss	$ (5,200)	$(5,820)

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

7. 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 earnings (loss) per share if the Company had applied the fair value recognition of SFAS 123, "Accounting for Stock-Based Compensation" (in thousands):

	Three months ended		Nine months en
	November 1, 2003	November 2, 2002	November 1, 2003
Net income (loss), as reported	$ 901	$(3,496)	$(15,920)
Deduct: Total stock-based employee compensation expense determined under fair value based method for all awards, net of tax	(1,065)	(1,250)	(3,374)
Pro forma net loss	$ (164)	$(4,746)	$(19,294)
Profit (loss) per share:			
Basic and diluted as reported	$ 0.03	$ (0.10)	$ (0.47)
Basic and diluted pro forma	$ 0.00	$ (0.14)	$ (0.57)

8. TAX VALUATION

The Company establishes valuation allowances for our 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 nine months ended November 1, 2003, an allowance of $9.8 million has been provided. On February 1, 2003, and for the previous fiscal year, no allowance was recorded.

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

The tax rate prior to the allowance was 75.5%, and reflects the impact of the non-deductible warrant amortization included for book income but not tax.

9. SUPPLEMENTAL DISCLOSURES OF CASH FLOW INFORMATION

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

	Nine months ended

	November 1, 2003	November 2, 2002
Cash paid during the period for:		
Interest		
Non-affiliated	$11,702	12,466
Affiliated	16,262	14,573
Income taxes	1,677	2,826
Issue of warrants	$ --	$ 6,074

In fiscal 2002, the Company issued warrants with a fair market value of $6.1 million using the Black-Scholes model to the Term Loan C Lenders to purchase 2,954,792 shares of common stock at the initial exercise price of $4.50 per share, subject to adjustment. 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.

10. 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 November 1, 2003 (in thousands):

	Value City	DSW	Filene's Basement	Total
Net sales	$375,393	$215,757	$89,489	$680,639
Operating profit (loss)	5,507	9,137	(2,377)	12,267
Capital expenditures	7,816	8,582	3,615	20,013
Depreciation and amortization	6,557	5,601	1,706	13,864

Three-month period ended November 2, 2002 (in thousands):

	Value City	DSW	Filene's Basement
Net sales	$367,010	$170,193	$79,787
Operating (loss) profit	(2,122)	3,147	2,060
Capital expenditures	2,716	6,771	566
Depreciation and amortization	11,311	723	1,681

Nine-month period ended November 1, 2003 (in thousands):

	Value City	DSW	Filene's Basement	
Net sales	$1,054,809	$591,146	$227,810	$
Operating (loss) profit	(18,445)	22,669	(2,995)	
Identifiable assets	593,911	259,453	144,553	
Capital expenditures	21,294	16,798	5,425	
Depreciation and amortization	24,824	11,975	4,858	

Nine-month period ended November 2, 2002 (in thousands):

	Value City	DSW	Filene's Basement	
Net sales	$1,062,691	$485,002	$224,271	$
Operating (loss) profit	(7,875)	16,461	3,264	
Identifiable assets	581,754	277,927	117,170	
Capital expenditures	10,749	17,408	1,885	
Depreciation and amortization	33,940	4,522	5,721	

11. 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 February 1, 2003, 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 and in the future could affect our financial performance and actual results and could cause actual results for 2003 and beyond to differ materially from those expressed or implied in any such forward-looking statements: decline in demand for our merchandise, our ability to attain our fiscal 2003 business plan, expected cash 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, 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, and the ability to hire and train associates. One or more of these factors have affected, and in the future could affect, our business and financial results and could cause actual results to differ from plans and projections. Although we believe that the assumptions underlying the forward-looking statements contained herein are reasonable, any of the assumptions could be inaccurate. Therefore, there can be no assurance that the forward-looking statements included in this Quarterly Report on Form 10-Q will prove to be accurate. In light of the significant uncertainties inherent in the forward-looking statements included herein, the inclusion of such information should not be regarded as representations by us or any other person that our objectives and plans will be achieved. All forward-looking statements made in this Quarterly Report are based on information presently available to our management. We assume no obligations to update any forward-looking statements contained herein.

Historically, our operations have been seasonal, with a disproportionate amount of sales and a majority of net income occurring in the back-to-school and Christmas selling seasons. As a result of this seasonality, any factors negatively affecting us during this period, 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 February 1, 2003 that is filed with the Securities and Exchange Commission, the preparation of

financial statements 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 our historical trends by our customers.

- 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, or when reserves are established. The amount of the reserve is equal to the difference between "retail method cost" of the inventory and the estimated market value based on significant assumptions about future demand and market conditions.

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

Reserves to value inventory at the lower of cost or market were $36.7 million on November 1, 2003 and $32.5 million at the end of fiscal 2002.

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, excluding goodwill, we perform an analysis of the anticipated undiscounted future cash flows of the related long-lived asset. If impairment is indicated, we reduce the carrying value by the excess of the recorded value over the fair value. Goodwill is tested on an annual basis using a fair value based approach.

  For the nine months ended November 1, 2003, we recorded no impairments related to long-lived assets. During fiscal 2002, we implemented SFAS 142 which required that goodwill no longer be amortized, but would be subject to annual fair value based impairment tests. The initial tests for goodwill impairment, as of February 3, 2002, resulted in a non-cash charge of $3.4 million, $2.1 million net of taxes, that was recorded effective for the quarter ended May 4, 2002.

  We believe at this time that the 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 or casualty insurance increase beyond what was anticipated, reserves recorded may not be sufficient and additional costs to the consolidated financial statements could be required.

- Pension. The obligations and related assets of defined benefit retirement plans are included in the Condensed Consolidated Financial Statements. 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 November 1, 2003, the actual assumption of our plans has remained unchanged from our Annual Report on Form 10-K for the year ended February 1, 2003 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. Upon reaching the target level, customers may redeem these discounts on a future purchase. Generally, these future discounts must be redeemed in 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. The accrued liability was $3.4 million as of November 1, 2003 and $2.2 million as of February 1, 2003. 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 net income (loss) determined by the application of generally accepted accounting principles for items that are treated differently by the applicable taxing authorities. We establish valuation allowances for our 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 nine months ended November 1, 2003, an allowance of $9.8 million has been provided. On February 1, 2003, and for the previous fiscal year, no allowance was recorded. 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.

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

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		Nine months
	November 1, 2003	November 2, 2002	November 1, 2003
Net sales, excluding sales of licensed departments	100.0%	100.0%	100.0%
Cost of sales	(61.6)	(62.2)	(61.9)
Gross profit	38.4	37.8	38.1
Selling, general and administrative expenses	(36.8)	(37.5)	(38.3)
License fees and other operating income	0.2	0.2	0.3
Operating profit	1.8	0.5	0.1
Interest expense, net	(1.3)	(1.4)	(1.4)
Income (loss) before (provision) benefit for income taxes and cumulative effect of accounting change	0.5	(0.9)	(1.3)
(Provision) benefit for income taxes	(0.4)	0.3	0.5

Income (loss) before cumulative effect of accounting change	0.1	(0.6)	(0.8)
Cumulative effect of accounting change, net of income taxes	--	--	--
Net income (loss)	0.1%	(0.6)%	(0.8)%

THREE MONTHS ENDED NOVEMBER 1, 2003 COMPARED TO THREE MONTHS ENDED NOVEMBER 2, 2002

Net sales increased $63.6 million, or 10.3%, from $617.0 million to $680.6 million. Comparable stores sales for the quarter were positive for each segment. Comparable store sales by segment were:

	Three months ended	
	November 1, 2003	November 2, 2002
Value City	2.3%	(7.2)%
DSW	11.7%	1.8%
Filene's Basement	8.5%	0.0%
Total	5.4%	(4.6)%

Value City's sales were $375.4 million, an increase of $8.4 million from the prior year quarter. Apparel sales improved 1.4% in the quarter. The apparel divisions categories of ladies', men's and children's represent 60.4% of total retail sales in the quarter and had comparative sales of 0.9%, -1.3% and 6.7%, respectively. Non-apparel sales improved 5.1% in the quarter primarily as a result of the strong sales performance in the domestics and housewares categories. which increased 7.2% and 13.3%, respectively.

DSW sales were $215.8 million, a 26.8% increase in the quarter, which includes a net increase of 13 DSW stores and the addition of 98 leased locations. DSW's leased department operations represented 6.9% of the total DSW sales in the quarter, up from 1.0% in the prior year quarter.

Filene's Basement sales were $89.5 million, a 12.2% increase in the quarter. Sales increases in the segment were primarily the result of a broader assortment of brand name merchandise available in the period.

Gross profit increased by $28.3 million to $261.4 million, from $233.1 million, and increased as a percentage of sales from 37.8% to 38.4%. The Value City segment gross profit remained relatively unchanged as compared to the prior year quarter. The DSW segment increase is a result of improved initial markups on merchandise purchased during the quarter. Filene's Basement segment gross profit improved as markdowns as a percent of sales decreased in the current year quarter. Gross profit, as a percent to sales by segments in the third quarter, was:

	Three months ended	
	November 1, 2003	November 2, 2002
Value City	38.0%	37.9%
DSW	40.8%	39.7%
Filene's Basement	34.2%	33.0%
Total	38.4%	37.8%

Selling, general and administrative expenses ("SG&A") increased $19.4 million, from $231.2 million to $250.6 million, and decreased as a percentage of sales from 37.5% to 36.8%. This increase includes $8.6 million attributable to 14 new stores and 98 new leased shoe departments in operation in the DSW segment. SG&A, as a percent of sales by segment in the third quarter, was:

	Three months ended	
	November 1, 2003	November 2, 2002
Value City	36.8%	38.8%
DSW	36.7%	37.9%
Filene's Basement	37.2%	30.8%
Total	36.8%	37.5%

License fees and other operating income increased $0.2 million, from $1.3 million to $1.5 million, and remained as a percentage of sales at 0.2%. License fees and layaway fees represent

income received from leased departments in Value City and Filene's Basement operations and layaway sales at Value City.

Operating profit increased to $12.3 million, from $3.1 million, and increased as a percentage of sales from 0.5% to 1.8%.

Net interest expense for the quarter decreased $0.2 million to $8.6 million. The decrease is due primarily to a 1.2% decrease in our weighted average borrowing rate partially offset by the increase of $46.5 million in average borrowings from last year to this year primarily used in inventories and capital additions.

The effective tax rate for the three months ended November 1, 2003 is 75.5% versus 38.5% for the three months ended November 2, 2002. During the period, the Company did not change the valuation allowance for our deferred tax assets. The tax rate reflects the impact of the non-deductible warrant amortization included for book income but not tax.

NINE MONTHS ENDED NOVEMBER 1, 2003 COMPARED TO NINE MONTHS ENDED NOVEMBER 2, 2002

Net sales increased $101.8 million, or 5.7%, from $1,772.0 million to $1,873.8 million. Comparable stores sales for the nine-month period were negative for Value City segment and positive for the DSW and Filene's Basement segments. Comparable store sales by segment were:

	Nine months ended	
	November 1, 2003	November 2, 2002
Value City	(0.4)%	(4.9)%
DSW	4.2%	0.3%
Filene's Basement	0.6%	1.9%
Total	0.9%	(3.0)%

Value City's sales were $1,054.8 million, a decrease of 0.7% in the period. Apparel sales decreased 2.2% in the nine month period. The apparel divisions categories of ladies', men's and children's represent 58.3% of total retail sales in the year to date period, and had comparative sales of -2.0%, -3.7% and 0.5%, respectively. Non-apparel sales improved 3.1% in the period primarily as a result of the strong sales performance in the domestics and housewares categories, which increased 6.2% and 14.2%, respectively.

DSW sales were $591.1 million, a 21.9% increase in the nine-month period, which includes a net increase of 13 DSW stores and the addition of 98 leased locations. The leased department operations included in the segment account for 6.7% of the total segment sales in the nine-month period up from 0.4% in the prior nine-month period.

Filene's Basement sales were $227.8 million, a 1.6% increase in the nine-month period. This improvement reflects the repositioning of our merchandising plan to improve brand mix and merchandise presentation.

RETAIL VENTURES, INC.
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Gross profit increased by $34.6 million to $714.5 million, from $679.9 million, and decreased as a percentage of sales from 38.4% to 38.1%. All segments were negatively impacted by the highly competitive retail environment and the unseasonably cooler early spring/summer season. The Value City segment gross profit decrease is attributable to the lower initial markups on merchandise purchased during the nine-month period and higher markdowns. The DSW segment increase is a result of improved initial markups on merchandise purchased during the first nine months of the fiscal year. Filene's Basement segment gross profit was negatively impacted by markdowns required to sell transitional merchandise and a planned lowering of the initial markup. Gross profit, as a percent of sales by segment in the nine-month period, was:

	Nine months ended	
	November 1, 2003	November 2, 2002
Value City	37.9%	38.5%
DSW	40.2%	39.9%
Filene's Basement	33.7%	34.5%
Total	38.1%	38.4%

Selling, general and administrative expenses ("SG&A") increased $43.6 million, from $673.9 million to $717.5 million, and increased as a percentage of sales from 38.0% to 38.3%. This increase includes $28.9 million attributable to 14 new stores and 98 new leased shoe departments in operation in the DSW segment. The increase in SG&A as a percentage of sales is due in part to additional marketing efforts to promote sales and create brand awareness particularly in the Value City and DSW segments particularly through the use of electronic media. The prior year SG&A expenses include the $3.3 million debt extinguishment expense reported in the prior year nine-month period as extraordinary item. SG&A as a percent of sales by segment in the nine-month period were:

	Nine months ended	
	November 1, 2003	November 2, 2002
Value City	39.9%	39.6%
DSW	36.5%	36.5%
Filene's Basement	35.4%	33.7%
Total	38.3%	38.0%

License fees and other operating income decreased $1.7 million, from $5.9 million to $4.2 million, and remained as a percentage of sales at 0.3%.

Operating profit decreased $10.6 million to a profit of $1.2 million, from a profit of $11.8 million, and decreased as a percentage of sales from 0.7% to 0.1%. The decrease is attributable to sales and margin shortfalls and increased SG&A as a percent to sales during the nine-month period.

Net interest expense for the nine-month period increased $3.3 million to $26.2 million. The increase is due primarily to a 1.5% increase in our weighted average borrowing rate, a result of new term debt entered into June 11, 2002, and an increase of $14.9 million in average borrowings from last year to this year. The increase in average borrowings from last year to this year was used primarily for inventories and capital additions.

The effective tax rate for the nine months ended November 1, 2003 is 36.4% versus 37.8% for the nine months ended November 2, 2002. During the current nine-month period the Company established a valuation allowance for our deferred tax assets of $9.8 million. Our tax rate prior to the allowance was 75.5%, and reflects the impact of the non-deductible warrant amortization included for book income but not tax.

LIQUIDITY AND CAPITAL RESOURCES

Net working capital was $285.3 million at November 1, 2003 and $247.1 million at November 2, 2002. Current ratios at those dates were 1.79 and 1.67. Net cash used in operating activities totaled $80.3 million in year-to-date fiscal 2003 compared to $13.9 million provided by operations in year-to-date fiscal 2002. The decrease in operating cash flow for the first nine months of fiscal 2003, compared with that for the comparable period in fiscal 2002, resulted primarily from the increased net loss in fiscal 2003, increased inventory levels of $157.9 million in fiscal 2003 and a decrease in accrued expenses of $15.6 million for the fiscal 2003 period. During the period the inventory increase was the result of new DSW stores and increased inventories in the Value City and Filene's Basement segments. These increases in inventories, reductions in accrued expenses and operating shortfalls are funded from operations, payables leverage and borrowings under Revolving Credit Facility. The facility increased $116.0 million in the first nine months of fiscal 2003. The same period of fiscal 2002 had a $91.1 million increase in inventory levels. The increase in inventory is principally a result of the new stores in operation at the DSW segment, the addition of 70 leased shoe departments we supply and a planned increase in average per store inventory levels at the Value City segment. This increase in inventories was funded from operations, payables leverage and borrowings under the Company's Revolving Credit Facility.

Net cash used for capital expenditures was $43.5 million for the nine-month period ended November 1, 2003, and $30.0 million for the nine-month period ended November 2, 2002. During the nine-month period ended November 1, 2003, capital expenditures included $11.0 million for new stores, $20.2 million for improvements in existing stores and $12.3 million for Corporate and MIS equipment and systems upgrades. Proceeds from lease incentives were $5.9 million in year-to-date fiscal 2003 compared to $6.4 million in year-to-date fiscal 2002 and are amortized as a reduction of rent expense over the life of the lease.

On June 11, 2002, we, together with our principal subsidiaries, entered into a $525.0 million refinancing that consists of three separate credit facilities: (i) a new three-year $350.0 million revolving credit facility (the "Revolving Credit Facility"), (ii) two $50.0 million term loan facilities (the "Term Loans") provided equally by Cerberus Partners, L.P. and Schottenstein Stores Corporation ("SSC"), and (iii) an amended and restated $75.0 million senior 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").

The Company is subject to numerous restrictive covenants (other than financial covenants) relating to the management and operation of the Company. The 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 modifications to debt instruments under these agreements.

$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. 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. At November 1, 2003, $122.7 million was available under the Revolving Credit Facility. Direct borrowings aggregated $180.0 million. Additionally, $12.3 million of letters of credit were issued and outstanding.

$100 Million Term Loans

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 have the same rights and privileges as the Revolving Credit Facility and the Convertible Loan. We and our principal subsidiaries are obligated on the Term Loans. 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 by PIK. During the final year of the Term Loans, the stated rate of interest is 15.0% if paid in cash or 15.5% by PIK and the PIK option is limited to 50% of the interest due.

In 2002, we issued 2,954,792 warrants ("Warrants") to purchase shares of common stock, at an 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 value placed on the Warrants, using the Black-Scholes model, was $6.1 million and the related debt discount is amortized into interest expense over the life of the debt. The numbers of shares issuable upon the occurrence of any of the following:

The issuance of additional shares of common stock without consideration or for a consideration per share less than the Warrant exercise price, declaration of any dividend, the combination or consolidation of the outstanding shares of common stock into a lesser number of shares, 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, the issuance of convertible securities which are convertible into shares our common stock, or the exchange of shares in a merger or other business combination.

$75 Million Senior Convertible Loan

We have amended and restated our $75.0 million Senior Subordinated Convertible Loan Agreement on June 11, 2002 ("the "Convertible Loan"). As amended, borrowings under the Convertible Loan bear interest at 10% per annum. At our option, interest may be PIK until June 11, 2004, 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 monthly basis and is payable in cash at 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. 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 upon conversion of the advances initially made by it.

The Convertible Loan is convertible at the option of the holders into shares of Retail Ventures, Inc. common stock at a conversion price of $4.50. The maturity date is June 10, 2009.

Achievement of expected cash flows from operations and compliance with the covenants of our credit agreements (as discussed in the Notes to Consolidated Financial Statements that are included in our 2002 Annual Report on 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. Although operating results for the nine-month period ended November 1, 2003 were below plan, 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.

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 April 2002, the FASB issued SFAS No. 145, "Rescission of FASB Statements No. 4, 44, and 64, Amendment of FASB Statement No. 13 and Technical Corrections". SFAS No. 145 is effective

for fiscal years beginning after May 15, 2002. The adoption of SFAS No. 145 did not have a significant effect on the Company's results of operations or its financial position. However it did require that the Company reclassify the loss on the extinguishment of debt of approximately $3.3 million from extraordinary loss to selling, general and administrative expense, in the Company's consolidated financial statement of operations.

In May 2003, the FASB issued SFAS No. 150, "Accounting for Certain Financial Instruments with Characteristics of both Liabilities and Equity". SFAS No. 150 requires that an issuer classify a financial instrument that is within its scope as a liability (or an asset in some circumstances), many of which were previously classified as equity. This statement is effective for financial instruments entered into or modified after May 31, 2003 and otherwise shall be effective for the Company's 2004 financial statements. Management does not expect the initial adoption of this accounting pronouncement will have a material impact on the Company's consolidated financial statements.

In January 2003, the FASB issued FIN 46, Consolidation of Variable Interest Entities. FIN 46 clarifies the application of Accounting Research Bulletin No. 51, Consolidated Financial Statements, to certain entities in which equity investors do not have the characteristics of a controlling financial interest or do not have sufficient equity at risk for the entity to finance its activities without additional subordinated financial support from other parties. FIN 46 requires a variable interest entity to be consolidated by a company, if that company is subject to a majority of the risk of loss from the variable interest entity's activities or entitled to receive a majority of the entity's residual returns or both. FIN 46 also requires disclosures about variable interest entities that a company is not required to consolidate but in which it has a significant variable interest. The consolidation requirements of FIN 46 apply immediately to variable interest entities created after January 31, 2003 and to existing entities in the first fiscal year or interim period beginning after June 15, 2003. Certain of the disclosure requirements apply to all financial statements issued after January 31, 2003, regardless of when the variable interest entity was established. We have no variable interest entities as of November 1, 2003.

The FASB's Emerging Issues Task Force ("EITF") Issue No. 02-16, "Accounting By A Customer (Including A Reseller) For Cash Consideration Received From A Vendor" addressed the accounting treatment for vendor allowances. The adoption of EITF Issue No. 02-16 in 2003 did not have a material impact on our financial position or results of operations.

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.

ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

Our primary market risk results from fluctuations in interest rates. The Company is exposed to interest rate risk through borrowings under its revolving credit agreement.

A hypothetical 100 basis point increase in interest rates, net of taxes, would have an approximate $0.6 million impact to the financial position, liquidity and results of operations for the nine months ended November 1, 2003.

Our interest rate swap expired during the quarter ended May 3, 2003, and was not renewed.

ITEM 4. CONTROLS AND PROCEDURES

Disclosure Controls and Procedures. Disclosure controls and procedures are controls and other procedures that are designed to ensure that information required to be disclosed by us in the reports that we file or submit under the Securities Exchange Act of 1934, as amended (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 we are required to disclose in the reports that we file under the Exchange Act is accumulated and communicated to our management as appropriate to allow timely decisions regarding required disclosure.

As of end of the period covered by this report, our management, with the participation of our chief executive officer and chief financial officer, carried out an evaluation of the effectiveness of our disclosure controls and procedures pursuant to Rule 13a-15 promulgated under the Exchange Act. Based upon this evaluation, our chief executive officer and our chief financial officer concluded that our disclosure controls and procedures were (1) designed to ensure that material information relating to our company is accumulated and made known to our management, including our chief executive officer and chief financial officer, in a timely manner, particularly during the period in which this report was being prepared and (2) effective, in that they provide reasonable assurance that information we are required to disclose in the reports that we file or submit under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in the SEC's rules and forms.

Management believes, however, that a controls system, no matter how well designed and operated, cannot provide absolute assurance that the objectives of the controls system are met, and no evaluation of controls can provide absolute assurance that all control issues and instances of fraud, if any, within a company have been detected.

Internal Controls. There has been no change in our internal control over financial reporting (as defined in Rules 13a-15(f) and 15d-15(f) promulgated under the Exchange Act) during our fiscal quarter ended November 1, 2003, that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.

PART II. OTHER INFORMATION

Item 1. LEGAL PROCEEDINGS. Not applicable

Item 2. CHANGES IN SECURITIES AND USE OF PROCEEDS.

On October 8, 2003, the Company adopted a holding company form of organizational structure whereby Retail Ventures, Inc. became the successor issuer to Value City Department Stores, Inc. As a result of the reorganization, Value City became a wholly owned subsidiary of Retail Ventures.

In connection with the restructuring, holders of common stock of Value City became holders of an identical number of shares of common stock of Retail Ventures. The restructuring was effected by a merger which was previously approved by the Company's shareholders. Effective October 8, 2003, shares of the Company's common stock trade under the ticker symbol "RVI" on the New York Stock Exchange.

Item 3. DEFAULTS UPON SENIOR SECURITIES. Not applicable

Item 4. SUBMISSION OF MATTERS TO A VOTE OF SECURITY HOLDERS.

(a) The Company held its 2003 Annual Meeting of Shareholders on September 10, 2003. Holders of 32,314,895 Common Shares of the Company were present representing 96% of the Company's 33,649,269 Common Shares issued and outstanding and entitled to vote at the meeting.

(b) The following persons were elected as members of the Company's Board of Directors to serve until the annual meeting following their election or until their successors are duly elected and qualified. Each person received the number of votes for or the number of votes with authority withheld indicated below.

Name	Votes For	Votes Withheld
Henry L. Aaron	32,201,778	113,117
Ari Deshe	32,200,524	114,371
Jon P. Diamond	32,200,674	114,221
Elizabeth M. Eveillard	31,874,023	440,872
Jay L. Schottenstein	30,870,248	1,444,647
Harvey L. Sonnenberg	31,874,124	440,771
James L. Weisman	32,211,818	103,077

Item 5. OTHER INFORMATION. Not applicable

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

(a) Exhibits.

Exhibit No.	Document
31.1*	Certification of Chief Executive Officer under Section 302 of the Sarbanes-Oxley Act of 2002.
31.2*	Certification of Chief Financial Officer under Section 302 of the Sarbanes-Oxley Act of 2002.
32.1*	Certification of Chief Executive Officer under Section 906 of the Sarbanes-Oxley Act of 2002.
32.2*	Certification of Chief Financial Officer under Section 906 of the Sarbanes-Oxley Act of 2002.

* Filed with this report.

(b) Reports on Form 8-K.

A current report on Form 8-K, dated October 8, 2003, was filed with the Securities and Exchange Commission on October 8, 2003 (Item 5).

A current report on Form 8-K, dated December 8, 2003, was filed with the Securities and Exchange Commission on December 8, 2003 (Item 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: December 12 , 2003

By: /s/ James A. McGrady

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