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

FORM 10 - K

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

For the fiscal year ended January 28, 1995
Commission file number 1-8897

CONSOLIDATED STORES CORPORATION

A Delaware Corporation
IRS No. 06-1119097
1105 North Market Street, Suite 1300
P.O. Box 8985
Wilmington, Delaware 19899
(302) 478-4896

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

Title of each class	Name of each Exchange on which registered
Common Stock $.01 par value	New York Stock Exchange
Preferred Stock Purchase Rights	New York Stock Exchange

Indicate 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 if the disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of the registrant's knowledge, in a definitive proxy or information statement incorporated by reference in Part III of this FORM 1O-K or any amendment to this FORM 1O-K [   ]

The aggregate market value (based on the closing price on the New York Stock Exchange) of the Common Stock of the Registrant held by non affiliates of the Registrant was $948,695,418 on March 31, 1995. For purposes of this response, executive officers and directors are deemed to be the affiliates of the Registrant and the holdings by non affiliates was computed as 47,140,145 shares.

The number of shares of Common Stock $.01 par value per share, outstanding as of March 31, 1995, was 47,255,618 and there were no shares of Non-Voting Common Stock, $.01 par value per share outstanding at that date.

Documents Incorporated By Reference

Portions of the Registrant's Proxy Statement are incorporated into Part III.

FORM 10 - K

ANNUAL REPORT
FOR THE FISCAL YEAR ENDED JANUARY 28, 1995

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PART I

ITEM 1 BUSINESS

GENERAL

At January 28, 1995, Consolidated Stores Corporation (Company) operated 752 retail stores in 38 states and is the largest close-out retail company in the world. Retail stores operate under the names Odd Lots, Big Lots, All for One (AFO), iTZADEAL! (IAD), Toy Liquidators, and Toys Unlimited. The Company considers the general economic conditions of all markets in which it has retail operations to be good. Consumer goods are also sold on a wholesale basis throughout the continental United States.

The Company purchases and sells large quantities of close-out merchandise generally obtained at a fraction of the initial wholesale price. Merchandise is comprised of new, primarily brand name products, obtained from manufacturers' excess inventories and overruns, packaging changes, or discontinued goods that have not been sold successfully through traditional retail channels. Manufacturers' reconditioned merchandise is also sold on a regular basis.

As a result of the holiday selling season the fourth quarter generally reflects higher net income and net sales than the other quarters. The first quarter of the fiscal year is usually the least profitable representing a traditional softness in retail sales following the holiday season.

Substantially all operations are conducted through subsidiaries, and references to the "Company" in this Item 1 include the Company and its subsidiaries.

PURCHASING

Purchasing for the retail operations is conducted by a single group of buyers. This buying group purchases merchandise from sources throughout the world and continually seeks values created by any close-out circumstances. The primary sources of merchandise are manufacturers, distributors, and importers. Many manufacturers and wholesalers offer some or all of their close-out merchandise to the Company prior to attempting to dispose of it through other channels. Historically, there have been various sources of supply available for each category of merchandise sold.

In many cases, the Company has developed valuable sources from which it obtains certain lines of merchandise on a continuing basis. The Company has purchase commitments to acquire certain lines of paper products over the next four years or as later may be extended. Utilization of purchase commitments in the future will be evaluated based on the general availability of the line of merchandise offered and other economic and operational factors. Long term purchase commitments are not, and are not foreseen to become, a major source of merchandise in the future.

RETAIL OPERATIONS - ODD LOTS AND BIG LOTS

Certain general categories of merchandise are offered on a continual basis, although specific lines, products and manufacturers change frequently. Inventories depend primarily on the types of merchandise available for acquisition at any given time.

Historically, Odd Lots and Big Lots stores have offered substantial savings on housewares, electronics, hardware, tools, automotive supplies, food items, health and beauty aids, sporting goods, toys, jewelry and softgoods. The stores also carry on a regular basis consumer items such as paint, batteries, electrical wire and accessories, trash bags, pet food, hand tools, greeting cards, and seasonal goods, including Christmas items, which are purchased directly from manufacturers, suppliers and importers on a recurring basis.

The stores advertise primarily in circulars and have also engaged in a limited amount of advertising on television and radio. During the fiscal year ended January 28, 1995, advertising expenditures were approximately 3.0% of net sales.

All Odd Lots and Big Lots stores are leased facilities which are located in strip shopping centers or are free standing. Generally, locations of 20,000 to 40,000 square feet are solicited with emphasis on locations of 22,000 to 30,000 square feet. Primary in selecting suitable store locations are existing structures which can be refurbished in a manner consistent with the intended merchandising concept. Stores range in total size from 10,080 to 81,193 square feet and average approximately 27,900 square feet in size. Approximately 71.8% of the area of each store represents selling space.

During the fiscal year ended January 28, 1995, 79 Odd Lots and Big Lots stores were opened, 23 closed, and it is estimated that by the end of the current fiscal year approximately 65 (50 - 55 net of store closings) new stores will be opened. Generally, a new store is profitable in its first full year of operation. Stores considered for closing are selectively evaluated by a committee comprised of management, to established profitability standards. The cost of opening a new store in a leased facility is approximately $550,000 to $650,000, including inventory.

ALL FOR ONE AND ITZADEAL! (AFO/IAD)

All AFO/IAD stores are located in fully enclosed malls or high traffic strip centers with major anchor stores. The AFO/IAD concept draws on pedestrian traffic in these locations to attract the value shopper who buys on impulse. Each store carries a varied line of value-oriented general consumer merchandise, similar to the categories available in Odd Lots and Big Lots stores. AFO stores combine the value of quality merchandise, in a lively exciting environment, principally at a single price point of one dollar. A limited amount of floor space in selected AFO stores is dedicated to offering merchandise at a price point above one dollar. The area dedicated to price points over one dollar in any particular store is dependent on available space, lease restrictions, if any, and the demographics of a particular location. IAD stores offer a range of close-out consumer merchandise at various price points generally under $10.

In general, the AFO operations do not independently advertise merchandise available for sale. Advertising by participation in mall or strip center sponsored programs are the only regularly scheduled advertising promotions.

During fiscal 1994, the Company opened 15 IAD stores, converted 12 AFO formats to IAD and closed 10 AFO stores. All stores are located in leased facilities and range in total size from 1,833 to 8,450 square feet and average approximately 3,850 square feet. Approximately 75.2% of the area of each store represents selling space. Generally, locations of 3,000 to 7,000 square feet are considered desirable for lease.

The cost of opening a store in a leased facility averages approximately $150,000 to $300,000, including inventory. Approximately 35 net new IAD store openings are anticipated in 1995.

TOY LIQUIDATORS AND TOYS UNLIMITED (TOYS)

In May 1994, the Company acquired certain assets (consisting primarily of inventories, leases, store fixtures and equipment) of 82 toy stores in 35 states. These stores were, and continue to be, operated under the name Toy Liquidators and Toys Unlimited. Each store offers a varied line of close-out toys to consumers. Many of the items offered in the toy stores are acquired from vendors offering similar merchandise to other retail operations of the Company. Purchasing for the toy business is centralized with all other purchasing operations of the Company.

Retail toy store operations are conducted from leased facilities, with 80 located in manufacturers' outlet malls and 2 in strip shopping centers. The stores average 4,888 square feet in total size and range from 3,496 to 7,578 square feet. Approximately, 84.2% of the stores total square footage is selling space. The Company estimates 35 net new toy store openings in 1995.

DISTRIBUTION AND TRANSPORTATION

Substantially all merchandise distribution activities are conducted from central distribution facilities located in Columbus, Ohio. A majority of the merchandise purchased for the stores is shipped by common carrier directly to the distribution facilities and from there is shipped by truck and rail to the stores utilizing a dedicated fleet of outside transportation companies and contract carriers.

OTHER OPERATIONS

The Company also sells goods wholesale from its corporate office in Columbus, Ohio. The inventory consists almost entirely of merchandise obtained through the same or shared opportunistic purchases of the retail operation.

Advertising of wholesale merchandise is conducted primarily at trade shows and by mailings to past and potential customers. Wholesale customers include a wide and varied range of major national and regional retailers, as well as smaller retailers, manufacturers, distributors, and wholesalers.

ASSOCIATES

At January 28, 1995, the Company had 18,837 active associates. At any time throughout fiscal 1994, approximately two-thirds of the associates were employed on a part-time basis. Temporary associates hired during the Christmas selling season increased the number of associates to a peak of 24,240 in fiscal 1994. The relationship with associates is considered to be good and the Company is not a party to any labor agreements.

COMPETITIVE CONDITIONS

The retail operations compete with discount department stores, deep discount drugstore chains, and other value oriented specialty retailers. The Company also competes with numerous distributors, jobbers, exporters, dealers, and others which sell many of the items sold wholesale by the registrant. Competition is often intense; however, by reason of the ability to make opportunistic purchases of close-out, bulk, and surplus items, the Company believes its prices compare favorably with those of its competitors.

There is increasing competition for the purchase of such merchandise. The Company believes that it has, and will continue to have, sufficient sources to enable it to continue purchasing such merchandise at favorable prices in the future.

ITEM 2 PROPERTIES

CORPORATE, WAREHOUSE AND DISTRIBUTION

The Company owns a 2,887,000 square foot fully mechanized office, warehouse and distribution facility located in Columbus, Ohio. Approximately 150,000 square feet of this facility is utilized as office space for corporate offices. The balance represents warehouse and distribution space. Warehousing and distribution is also conducted from leased locations principally located in central Ohio which total approximately 626,000 square feet. Substantially all merchandise sold by the Company is received at a distribution center and is processed for retail sale, as necessary, and distributed to the retail location or wholesale customer.

STORES

All stores are in leased facilities. Store leases generally provide for fixed monthly rental payments plus the payment, in most cases, of real estate taxes, utilities, liability insurance and maintenance. In some locations, the leases provide formulas requiring the payment of a percentage of sales as additional rent. Such payments are generally only required when sales reach a specified level. The typical store lease is for an initial term of three to five years with a five-year renewal option. The following tables set forth store lease expiration and state location information for existing leases at January 28, 1995.

	Number of Leases Expiring				Number of Leases Expiring Without Renewal Options			
Fiscal Year	Odd Lots Big Lots	AFO IAD	Toys	Total	Odd Lots Big Lots	AFO IAD	Toys	Total
1995	63	12	14	89	11	4	4	19
1996	92	21	12	125	21	9	4	34
1997	108	81	16	205	24	28	3	55
1998	73	25	20	118	22	14	14	50
1999	98	18	10	126	31	17	5	53
2000 and beyond	54	25	10	89	27	25	6	58
	488	182	82	752	136	97	36	269

Of the 182 AFO leases 104 are in enclosed malls and 78 are in strip centers.

Number of Stores Open

	Odd Lots and Big Lots	AFO and IAD	Toys	Total		Odd Lots and Big Lots	AFO and IAD	Toys	Total
Alabama	13	--	2	15	Missouri	12	--	2	14
Arizona	--	--	3	3	Mississippi	2	--	--	2
California	--	--	10	10	N. Carolina	20	--	1	21
Colorado	--	5	1	6	Nebraska	--	2	2	4
Connecticut	--	--	1	1	Nevada	--	--	1	1
Delaware	--	--	1	1	New York	5	--	4	9
Florida	51	12	5	68	Ohio	105	56	2	163
Georgia	31	--	3	34	Oklahoma	--	--	1	1
Iowa	--	7	2	9	Oregon	--	--	3	3
Idaho	--	--	1	1	Pennsylvania	21	9	3	33
Illinois	20	22	--	42	S. Carolina	14	--	3	17
Indiana	36	15	3	54	Tennessee	35	1	2	38
Kansas	3	--	1	4	Texas	--	--	5	5
Kentucky	29	12	3	44	Utah	--	--	2	2
Louisiana	--	--	2	2	Virginia	24	3	2	29
Maryland	3	2	1	6	Washington	--	--	2	2
Maine	--	--	1	1	Wisconsin	10	--	1	11
Michigan	32	23	3	58	West Virginia	22	6	1	29
Minnesota	--	6	2	8	Wyoming	--	1	--	1

	Odd Lots and Big Lots	AFO and IAD	Toys	Total
Total Stores	488	182	82	752
Number of states	20	16	35	38

ITEM 3 LEGAL PROCEEDINGS

The Company is party to various legal proceedings arising from its ordinary course of operations and believes that the outcome of these proceedings, individually and in aggregate, will be immaterial.

ITEM 4 SUBMISSION OF MATTERS TO A VOTE OF SECURITY HOLDERS

No matters were submitted to a vote of security holders during the fourth quarter of the fiscal year covered by this report.

EXECUTIVE OFFICERS OF THE COMPANY
(Included pursuant to Instruction 3 to paragraph (b) of Item 401 of Regulation S-K.)

Name	Age	Offices Held	Officer Since
William G. Kelley	49	Chairman of the Board and Chief Executive Officer	1990
Brady J. Churches	36	President	1981
Jerry D. Sommers	44	Executive Vice President, Merchandising	1987
Albert J. Bell	35	Sr. Vice President, Legal, Real Estate, Secretary and General Counsel	1988
Michael J. Potter	33	Sr. Vice President and Chief Financial Officer	1991
James A. McGrady	44	Vice President and Treasurer	1991
Mark D. Shapiro	35	Vice President and Controller	1994
James E. Eggenschwiler	36	Director - Legal, Assistant General Counsel and Assistant Secretary	1992

PART II

ITEM 5 MARKET FOR THE REGISTRANT'S COMMON EQUITY AND RELATED STOCKHOLDER MATTERS

The Company's common stock is listed on the New York Stock Exchange (NYSE) under the symbol "CNS." The following table reflects the high and low sales price per share of common stock as quoted from the NYSE composite transactions for the fiscal period indicated.

	1994		1993	
	High	Low	High	Low
First Quarter	$ 20	$ 16-3/4	$ 20-1/8	$ 14-1/8
Second Quarter	17-1/4	11-1/2	19-1/2	14-3/4
Third Quarter	18-1/2	11-7/8	22-1/8	16-1/2
Fourth Quarter	19-3/8	15-3/4	22-1/4	17-1/4

The Company has followed a policy of reinvesting earnings in the business and consequently has not paid any cash dividends. At the present time, no change in this policy is under consideration by the Board of Directors. The payment of cash dividends in the future will be determined by the Board of Directors in consideration of business conditions then existing, including the Company's earnings, financial requirements and condition, opportunities for reinvesting earnings, and other factors.

ITEM 6 SELECTED FINANCIAL DATA

The statement of earnings data and the balance sheet data has been derived from the Company's consolidated financial statements and should be read in conjunction with Management's Discussion and Analysis of Financial Condition and Results of Operations and the Consolidated Financial Statements and Notes thereto included elsewhere herein.

	Six Year Annual Growth Rate	Fiscal Year Ended January 28, 1995	January 29, 1994	January 30, 1993	February 1, 1992	February 2, 1991	February 3, 1990*	January 28, 1989
		($ In thousands except earnings per share and sales per sq. ft.)						
STATEMENT OF OPERATIONS DATA:								
Net sales:								
Odd Lots and Big Lots	10.8%	$1,112,087	$ 941,471	$ 837,805	$ 744,896	$ 662,050	$ 593,519	$ 601,008
All for One and iTZADEAL!	**	93,590	92,283	72,986	7,685	--	--	--
Toy Liquidators and Toys Unlimited	**	45,937	--	--	--	--	--	--
Total Retail	13.0	1,251,614	1,033,754	910,791	752,581	662,050	593,519	601,008
Other	0.9	27,030	21,537	18,489	18,916	17,253	15,162	25,549
	12.6	1,278,644	1,055,291	929,280	771,497	679,303	608,681	626,557
Cost of sales:								
Odd Lots and Big Lots	10.3	638,533	531,605	479,536	441,351	405,919	352,783	355,190
All for One and iTZADEAL!	**	47,331	45,275	36,973	4,084	--	--	--
Toy Liquidators and Toys Unlimited	**	22,467	--	--	--	--	--	--
Total Retail	12.2	708,331	576,880	516,509	445,435	405,919	352,783	355,190
Other	1.6	20,163	16,358	13,895	14,047	14,267	10,999	18,362
	11.8	728,494	593,238	530,404	459,482	420,186	363,782	373,552
Gross profit	13.8	550,150	462,053	398,876	312,015	259,117	244,899	253,005
Selling and administrative expenses	13.5	451,411	386,116	334,494	273,704	243,878	233,442	211,407
Unusual items	**	--	--	--	--	--	16,692	--
Operating profit (loss)	15.5	98,739	75,937	64,382	38,311	15,239	(5,235)	41,598
Other expense - net	6.7	(6,706)	(4,221)	(4,116)	(5,896)	(8,608)	(9,280)	(4,536)
Income (loss) before income taxes	16.4	92,033	71,716	60,266	32,415	6,631	(14,515)	37,062
Income taxes (credit)	16.9	36,813	28,689	23,156	12,317	2,086	(7,561)	14,434
Net income (loss)	16.0%	$ 55,220	$ 43,027	$ 37,110	$ 20,098	$ 4,545	$ (6,954)	$ 22,628
Earnings (loss) per common and common equivalent share of stock	14.9%	$ 1.15	$ 0.90	$ 0.78	$ 0.44	$ 0.10	$ (0.15)	$ 0.50
Weighted average common and common equivalent shares outstanding (In thousands)	1.0%	48,077	47,976	47,676	45,797	45,615	45,456	45,238
BALANCE SHEET DATA:								
Working capital		$ 210,601	$ 174,529	$ 142,305	$ 120,275	$ 100,033	$ 126,542	$ 108,757
Current ratio		2.2	2.3	2.2	2.2	2.3	3.0	2.4
Total assets		$ 551,620	$ 468,220	$ 390,942	$ 329,321	$ 288,119	$ 308,231	$ 286,156
Long-term obligations		$ 40,000	$ 50,000	$ 50,000	50,000	$ 50,125	$ 91,087	$ 53,292
Stockholders' equity		$ 315,234	$ 258,535	$ 209,459	$ 170,520	$ 149,940	$ 144,776	$ 150,998
STORE OPERATING DATA:								
Average sales per square foot ***		$ 121.71	$ 119.86	$ 115.64	$ 108.57	$ 100.68	$ 93.26	$ 103.14
New stores opened								
Odd Lots and Big Lots		79	71	47	37	24	46	28
All for One and iTZADEAL!		15	21	120	41	--	--	--
Toy Liquidators and Toys Unlimited		82	--	--	--	--	--	--
		176	92	167	78	24	46	28
Stores closed								
Odd Lots and Big Lots		23	20	24	16	23	18	15
All for One		10	4	--	1	--	--	--
Toy Liquidators and Toys Unlimited		--	--	--	--	--	--	--
		33	24	24	17	23	18	15
Stores open at end of year								
Odd Lots and Big Lots		488	432	381	358	337	336	308
All for One and iTZADEAL!		182	177	160	40	--	--	--
Toy Liquidators and Toys Unlimited		82	--	--	--	--	--	--
		752	609	541	398	337	336	308

* Consists of 53 weeks. ** Not applicable. *** Based on stores open the full period.

ITEM 7 MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

OVERVIEW AND TRENDS

The Company's business operations are comprised of one primary segment: the retail sale of "close-out" merchandise. At January 28, 1995, retail sales were conducted through 488 Odd Lots and Big Lots specialty retail stores offering merchandise at substantial discounts in addition to 27 iTZADEAL! (IAD) specialty close-out retail and 155 All for One (AFO) single price point retail stores. In May of 1994, 82 close-out toy stores were acquired which operate under the names of Toy Liquidators and Toys Unlimited (TOYS). Operations of Odd Lots and Big Lots have annually comprised in excess of 86% of the total sales and gross profit in each of the past three fiscal years. The number of stores in operation has significantly expanded over the past three years increasing from 398 at the start of fiscal 1992 to 752 in fiscal 1994. Funding for this store expansion, in addition to other capital requirements, has been provided by internally generated funds from operations supplemented on an interim basis by utilization of available credit facilities.

The retail operation is somewhat seasonal due to the fourth quarter holiday selling season. As such, the fourth quarter generally reflects higher net sales and income. In contrast, the first quarter of the fiscal year is generally the least profitable displaying the customary softness in retail sales following the holiday season. Quarterly fluctuations of inventory balances reflect the opportunistic purchases available at any given time and the increase in the number of stores. On a per store basis, inventories have traditionally been lower at the end of the fiscal year and build throughout the next three quarters to a peak level in anticipation of the holiday season.

RESULTS OF OPERATIONS

The table below compares components of the statements of earnings as a percent to sales and presents the percentage change to the prior year.

	Percent of Net Sales			Percent Change	
	1994	1993	1992	1994-93	1993-92
Sales	100.0%	100.0%	100.0%	21.2%	13.6%
Costs and expenses:					
Cost of sales	57.0	56.2	57.1	22.8	11.8
Selling and administrative expenses	35.3	36.6	36.0	16.9	15.4
Interest expense	0.5	0.6	0.6	24.5	2.0
Other income - net	--	(0.2)	(0.2)	(66.6)	0.6
	92.8	93.2	93.5	20.6	13.2
Income before income taxes	7.2	6.8	6.5	28.3	19.0
Provision for income taxes	2.9	2.7	2.5	28.3	23.9
Net income	4.3%	4.1%	4.0%	28.3%	15.9%

SALES

Significant increases in sales have been realized over the past three fiscal years. These increases have resulted primarily from the expanded number of retail stores in operation and increases in comparable store sales (stores open more than two years at the beginning of the year).

Sales increased 21.2% to a record $1.279 billion in 1994 compared to $1.055 billion in 1993, which was 13.6% above 1992. Store sales from 176 new stores, including sales of $45.9 million from 82 toy stores acquired in May of 1994, contributed $178.4 million, 79.9% of the 1994 increase. The $106.7 million in sales from 92 new stores opened in 1993 accounted for 84.6% of that year's sales gain. Comparable store sales increases of 3.5%, $24.3 million, in 1994 and 1.8%, $11.2 million, in 1993 contributed approximately 10.9% and 8.9% of those respective years' overall sales increases.

Components of sales are presented below:

($ in thousands)	1994 Sales	1994 Pct. to Total	1994 No. of Stores	1993 Sales	1993 Pct. to Total	1993 No. of Stores	1992 Sales	1992 Pct. to Total	1992 No. of Stores
Stores open two or more years at the beginning of the fiscal year	$ 719,728	56.3%	326	$ 635,423	60.2%	277	$ 604,681	65.1%	273
Stores open less than two years at the beginning of the fiscal year	329,093	25.7	250	270,624	25.7	240	163,767	17.6	101
Stores opened in the fiscal period	178,382	14.0	176	106,661	10.1	92	114,825	12.3	167
Total retail sales for stores open at end of fiscal year	1,227,203	96.0	752	1,012,708	96.0	609	883,273	95.0	541
Stores closed in the fiscal period	24,411	1.9	33	21,046	2.0	24	27,518	3.0	24
Total retail sales	1,251,614	97.9	785	1,033,754	98.0	633	910,791	98.0	565
Other	27,030	2.1	=====	21,537	2.0	=====	18,489	2.0	=====
Total sales	$ 1,278,644	100.0%		$ 1,055,291	100.0%		$ 929,280	100.0%	
Comparable store sales percent increase	3.5%			1.8%			4.3%		

Net sales of Odd Lots and Big Lots increased 18.1%, $170.6 million, compared to a 12.4%, $103.7 million, increase in 1993. AFO/IAD sales increased $1.3 million, 1.4%, in 1994 compared to a 26.4%, $19.3 million, increase in 1993. The AFO/IAD sales increase in 1994 slowed primarily as a result of net store openings which have been reduced from 120 in 1992 to 17 and 5 in 1993 and 1994, respectively.

GROSS PROFIT

Gross profit for 1994 was $550.2 million, 43.0% of sales, compared to $462.1 million, or 43.8% of 1993 sales. Contributing to the 1994 gross profit percent decline was a planned reduction of softlines, primarily apparel, achieved in the first and second quarters, and a move to improve merchandise mix by utilization of slightly lower margin, higher turn goods. Improved inventory shrink results also enhanced gross profits in 1993 and 1992. On an ongoing basis the age and other relevant considerations relating to merchandise presented for sale is reviewed. As a result, inventory valuation allowances, primarily for inventory aging and similar items, are adjusted throughout the year.

An analysis by division of the contribution to total gross profit follows:

($ in thousands)	1994 Gross Profit	1994 Pct. to Total	1993 Gross Profit	1993 Pct. to Total	1992 Gross Profit	1992 Pct. to Total
Odd Lots and Big Lots	$ 473,554	86.1%	$ 409,866	88.7%	$ 358,269	89.8%
All for One and ITZADEAL!	46,259	8.4	47,008	10.2	36,013	9.0
Toy Liquidators and Toys Unlimited	23,470	4.3	--	--	--	--
Total retail	543,283	98.8	456,874	98.9	394,282	98.8
Other	6,867	1.2	5,179	1.1	4,594	1.2
Total gross profit	$ 550,150	100.0%	$ 462,053	100.0%	$ 398,876	100.0%

SELLING AND ADMINISTRATIVE EXPENSES

Selling and administrative expenses as a percent to sales decreased to 35.3% from 36.6% and 36.0% in 1993 and 1992, respectively. The decrease in 1994 reflects a 16.9% increase in cost compared to 1993 which is less than the 21.2% overall sales dollar increase. This has been accomplished principally from continued expense controls, the benefits realized from consolidation of administrative functions, and leveraging of fixed operating expenses on the higher sales. The increase of 15.4% between 1993 and 1992 is slightly higher than the 13.6% comparative increase in net sales reflecting the effect of fixed store operating expenses on a lower than planned 1993 sales base.

INTEREST EXPENSE

Interest expense as a percent to net sales was .5% in 1994, and .6% in 1993 and 1992. The volume of interest expense increased 24.5% in 1994 compared to a 2.0% increase in 1993. For 1994 the volume increase is associated with greater weighted average seasonal borrowings throughout the year associated with higher inventory levels to support the increased number of stores in operation and the acquisition of the toy operations. Higher effective interest rates on seasonal borrowings also impacted the volumes in 1994 and 1993.

INCOME TAXES

The effective tax rate was 40.0% in fiscal 1994 and 1993 compared to 38.4% in 1992. In 1993, the Omnibus Budget Reconciliation Act of 1993 (Act) was signed into law. Major provisions of the Act affecting the Company increased the Federal income tax rate from 34.0% to 35.0% and provided for the retroactive extension of the Targeted Jobs Tax Credit (TJTC) to January 1, 1995. Benefits recognized from TJTC as a reduction of the effective tax rate in the prior three fiscal years have been 1.1%, .7%, and 1.0%, respectively. Realization of any future TJTC benefits are subject to Federal legislation. The Company acquired a corporate owned life insurance investment in 1994 which reduced the effective tax rate by .5%.

CAPITAL RESOURCES AND LIQUIDITY

Sources of liquidity over the past three years have been derived from two primary sources: operations and borrowings from available credit facilities. Net cash provided from operating activities over the last three fiscal years, as detailed in the consolidated statements of cash flows, have been $59.7 million, $29.4 million, and $34.9 million. As necessary, the Company utilized its available credit facilities to supplement cash provided from operations, principally for store expansion, seasonal inventory purchases, and capital expenditure programs. In 1994 and 1993, long-term purchase commitments provided a source of capital not previously utilized. Future use of such long-term commitments are not anticipated to provide any significant capital resources. The cash provided from operations over the past three fiscal years has been sufficient whereby the Company has fully liquidated the balance of its outstanding credit agreements prior to the fiscal year end. Total debt as a percent of total capitalization, i.e., total debt and stockholders' equity, was 13.7% at January 28, 1995, compared with 16.2% and 19.3% at each of the respective prior fiscal year ends. Working capital for each of the past three fiscal years has increased from $142.3 million in 1992 to $210.6 million in 1994. This data reflects the strength of the Company's balance sheet and the capacity to absorb debt financing as, and if, required. Capital expenditures for the last three fiscal years were $41.6 million, $46.0 million, and $40.4 million, respectively. The capital expenditure program in fiscal 1995 is anticipated to be approximately $50.0 million. New store expansion of net 120-135 locations will utilize most of the balance of the 1995 capital program.

At January 28, 1995, available committed credit facilities were $90.0 million under a revolving credit facility plus $2.5 million from an associated $50 million letter of credit facility. Seasonally, the revolving credit facility and letter of credit facility are increased to $110 million and $75 million, respectively. Additionally, $55.0 million of uncommitted credit facilities are available, subject to terms of the revolving credit facility. The Company believes capital resources from currently available cash, cash generated from future operations, and the availability of existing credit facilities will be sufficient to meet its foreseeable capital and seasonal operating requirements.

PROSPECTIVE INFORMATION

Management is not aware of any current trends, events, demands, commitments or uncertainties which reasonably can be expected to have a material impact on the liquidity, capital resources, financial position or results of operations of the Company.

ITEM 8 FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA

INDEPENDENT AUDITORS' REPORT

To the Board of Directors of Consolidated Stores Corporation:

We have audited the accompanying consolidated balance sheets of CONSOLIDATED STORES CORPORATION and subsidiaries as of January 28, 1995, and January 29, 1994, and the related consolidated statements of earnings, stockholders' equity and cash flows for each of the three fiscal years in the period ended January 28, 1995. Our audits also included the financial statement schedule listed in the Index at Item 14(a)2. These consolidated financial statements and financial statement schedule are the responsibility of the Company's management. Our responsibility is to express an opinion on these consolidated financial statements and financial statement schedule based on our audits.

We conducted our audits in accordance with generally accepted auditing standards. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the consolidated financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, such consolidated financial statements present fairly, in all material respects, the consolidated financial position of CONSOLIDATED STORES CORPORATION and subsidiaries at January 28, 1995, and January 29, 1994, and the consolidated results of their operations and their cash flows for each of the three fiscal years in the period ended January 28, 1995, in conformity with generally accepted accounting principles. Also, in our opinion, such financial statement schedule, when considered in relation to the basic consolidated financial statements taken as a whole, presents fairly in all material respects the information set forth therein.

Deloitte & Touche LLP

Dayton, Ohio
February 20, 1995

CONSOLIDATED STORES CORPORATION AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF EARNINGS
(In thousands, except per share data)

	Fiscal Year		
	1994	1993	1992
Net sales	$1,278,644	$1,055,291	$ 929,280
Costs and expenses:			
Cost of sales	728,494	593,238	530,404
Selling and administrative expenses	451,411	386,116	334,494
Interest expense	7,238	5,812	5,697
Other income - net	(532)	(1,591)	(1,581)
	1,186,611	983,575	869,014
Income before income taxes	92,033	71,716	60,266
Income taxes	36,813	28,689	23,156
Net income	$ 55,220	$ 43,027	$ 37,110
Earnings per common and common equivalent share of stock	$ 1.15	$ 0.90	$ 0.78

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

CONSOLIDATED STORES CORPORATION AND SUBSIDIARIES
CONSOLIDATED BALANCE SHEETS
(In thousands, except share data)

	January 28, 1995	January 29, 1994
ASSETS		
Current Assets:		
Cash and cash equivalents	$ 40,356	$ 24,873
Accounts receivable	5,524	4,865
Inventories	302,132	252,880
Prepaid expenses	13,999	11,670
Deferred income taxes	19,262	16,541
Total current assets	381,273	310,829
Property and equipment - net	161,500	147,848
Other assets	8,847	9,543
	$ 551,620	$ 468,220
LIABILITIES AND STOCKHOLDERS' EQUITY		
Current Liabilities:		
Accounts payable	$ 103,401	$ 81,545
Accrued liabilities	38,289	31,632
Income taxes	18,982	23,123
Current maturities of long-term obligations	10,000	--
Total current liabilities	170,672	136,300
Long-term obligations	40,000	50,000
Deferred income taxes	17,114	16,305
Other noncurrent liabilities	8,600	7,080
Commitments and contingencies	--	--
Stockholders' equity:		
Preferred stock - authorized 2,000,000 shares, $.01 par value; none issued	--	--
Common stock - authorized 90,000,000 shares, $.01 par value; issued 46,866,303 shares and 46,485,428 shares, respectively	469	465
Non-voting common stock - authorized 8,000,000 shares, $.01 par value; none issued	--	--
Additional paid-in capital	93,872	89,817
Retained earnings	220,699	165,479
Other adjustments	194	2,774
Total stockholders' equity	315,234	258,535
	$ 551,620	$ 468,220

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

CONSOLIDATED STORES CORPORATION AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF STOCKHOLDERS' EQUITY
(in thousands)

	Fiscal Year 1994	1993	1992
Common stock:			
Balance at beginning of year	$ 465	$ 462	$ 459
Contribution to savings plan	1	--	--
Exercise of stock options	3	3	3
Balance at end of year	$ 469	$ 465	$ 462
Additional paid-in capital:			
Balance at beginning of year	$ 89,817	$ 86,545	$ 84,719
Exercise of stock options	2,655	2,608	1,468
Contribution to savings plan	1,400	664	358
Balance at end of year	$ 93,872	89,817	$ 86,545
Retained earnings:			
Balance at beginning of year	$ 165,479	$ 122,452	85,342
Net income for the year	55,220	43,027	37,110
Balance at end of year	$ 220,699	165,479	$ 122,452
Other adjustments:			
Balance at beginning of year	$ 2,774	$ --	$ --
Change in unrealized investment gain	(3,048)	4,188	--
Minimum pension liability adjustment	468	(1,414)	--
Balance at end of year	$ 194	$ 2,774	$ --

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

CONSOLIDATED STORES CORPORATION AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF CASH FLOWS
(In thousands)

	Fiscal Year		
	1994	1993	1992
Cash flows from operating activities:			
Net income	$ 55,220	$ 43,027	$ 37,110
Adjustment for noncash items included in net income:			
Depreciation and amortization	26,477	23,685	19,542
Deferred income taxes	256	(2,236)	(319)
Other	3,398	3,031	1,868
Change in assets and liabilities	(25,693)	(38,081)	(23,280)
Net cash provided by operating activities	59,658	29,426	34,921
Cash provided (used) by investment activities:			
Capital expenditures	(41,558)	(45,994)	(40,401)
Investment in corporate owned life insurance	(4,781)	--	--
Other	(1,973)	478	1,036
Net cash used by investment activities	(48,312)	(45,516)	(39,365)
Cash provided by financing activities:			
Increase in deferred credits	3,107	4,723	--
Proceeds from exercise of stock options	1,030	986	566
Net cash provided by financing activities	4,137	5,709	566
Increase (decrease) in cash and cash equivalents	$ 15,483	$(10,381)	$ (3,878)

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

CONSOLIDATED STORES CORPORATION AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

FISCAL YEAR
The Company follows the concept of a 52/53 week fiscal year which ends on the Saturday nearest to January 31.

PRINCIPLES OF CONSOLIDATION
The consolidated financial statements include the accounts of the Company and its wholly owned subsidiaries. All significant intercompany transactions have been eliminated.

CASH AND CASH EQUIVALENTS
Cash and cash equivalents consist of highly liquid investments which are unrestricted as to withdrawal or use, and which have an original maturity of three months or less. Cash equivalents are stated at cost which approximates market value.

INVENTORIES
Retail inventories are stated at the lower of cost or market on the retail method. Other inventories are stated at the lower of cost (first-in, first-out method) or market.

DEPRECIATION AND AMORTIZATION
Depreciation and amortization are provided on the straight line method for financial reporting purposes. Service lives are principally forty years for buildings and from four to ten years for other property and equipment.

INVESTMENTS
At January 28, 1995, the non-current investment in equity securities is classified as Other assets in the consolidated balance sheets and is stated at fair value. Unrealized gains on equity securities classified as available-for-sale are recorded as a separate component of stockholders' equity net of applicable income taxes. The Company's 1994 investment in corporate owned life insurance is recorded net of policy loans as Other assets. The net life insurance expense, including $1,836 of interest expense on policy loans, is recorded as Other income - net in the consolidated statements of earnings.

DEFERRED CREDITS
Deferred credits associated with purchase commitments are classified as other noncurrent liabilities and are recognized when earned as a reduction of the related inventory purchase cost.

PRE-OPENING COSTS
Non-capital expenditures associated with opening new stores are charged to expense over the first twelve months of store operations.

INVENTORIES

Inventories are comprised of the following:

(in thousands)	January 28, 1995	January 29, 1994
Retail	$ 287,287	$ 241,125
Other	14,845	11,755
	$ 302,132	$ 252,880

INCOME TAXES

Effective January 31, 1993, the Company adopted SFAS No. 109 "Accounting for Income Taxes." The statement requires the use of the asset and liability approach for financial reporting for income taxes. Financial statements for prior years have not been restated and the cumulative effect of the accounting change was not material. The provision for income taxes is comprised of the following:

(In thousands)	Fiscal Year 1994	1993	1992
	Liability method	Liability method	Deferred method
Federal - Currently payable	$ 31,815	$ 22,733	$ 18,775
Deferred	(1,912)	387	(319)
State and Local	6,910	5,569	4,700
	$ 36,813	$ 28,689	$ 23,156

A reconciliation between the statutory federal income tax rate and the effective tax rate follows:

	Fiscal Year 1994	1993	1992
	Liability method	liability method	Deferred method
Statutory Federal income tax rate	35.0%	35.0%	34.0%
Effect of:			
State and local income taxes	4.9	5.1	5.1
Targeted jobs tax credit	(1.1)	(0.7)	(1.0)
Corporate owned life insurance investments	(0.5)	--	--
Other	1.7	0.6	0.3
Effective tax rate	40.0%	40.0%	38.4%

Deferred taxes reflect the effects of temporary differences between carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for income tax purposes. For financial reporting purposes deferred taxes are reflected without reduction for a valuation allowance. Components of the Company's deferred tax assets and liabilities are as follows:

(In thousands)	January 28, 1995	January 29, 1994
Deferred tax assets:		
Uniform inventory capitalization	$ 7,139	$ 6,877
Inventory valuation allowance	2,193	2,831
Deferred credits	192	2,602
Other (each less than 5% of total assets)	9,738	4,231
Total deferred tax assets	19,262	16,541
Deferred tax liabilities:		
Depreciation	14,325	13,464
Unrealized gain	760	2,792
Other	2,029	49
Total deferred tax liabilities	17,114	16,305
Net deferred tax assets	$ 2,148	$ 236

INCOME TAXES - continued

Net income taxes paid were $29,613,000, $19,288,000, and $19,170,000 in 1994, 1993, and 1992, respectively.

LONG-TERM OBLIGATIONS

SENIOR NOTES

The 10.5% senior notes are due in semi-annual principal payments commencing in February 1995, until maturity in August 2002. Subject to the provisions of the Note Purchase Agreement (Agreement) the Company may prepay all or part of the outstanding principal balance. The Agreement contains provisions specifying certain limitations on the Company's operations including the amount of future long-term obligations, investments, dividends and the maintenance of specific operating ratios. At January 28, 1995, $126,286,000 of retained earnings were available for dividends under provisions of the Agreement.

The fair value of the senior notes is estimated based on the current rates offered to the Company for debt with similar terms and remaining maturities. The estimated fair value of the senior notes at January 28, 1995, was $52,351,000 and the related carrying amount was $50,000,000. Maturities of senior notes during the next five years are as follows:

(in thousands)	
1995	$ 10,000
1996	15,000
1997	5,000
1998	5,000
1999	4,500

CREDIT AGREEMENTS

The Company has a $90,000,000 unsecured revolving credit agreement through June 1, 1996, which is seasonally adjusted to $110,000,000 from August through November of the credit term. Outstanding borrowings, if any, at June 1, 1996 are payable one year thereafter. The funds available under this agreement may be used for working capital requirements and other general corporate purposes. The Company has the option to borrow at various interest rates and is required to pay a 1/8 of 1% commitment fee on the average daily unused funds. Included in the revolving credit agreement is a separate $50,000,000 letter of credit facility which is seasonally adjusted to $75,000,000 from May through July and expires June 1, 1995. The Company was contingently liable for outstanding letters of credit totaling $47,663,000 at January 28, 1995. Provisions of the revolving credit agreement include the maintenance of certain standard financial ratios similar to those described for senior notes. Additionally, $55,000,000 of uncommitted short-term credit facilities are available, subject to provisions of the revolving credit agreement, at January 28, 1995. No borrowings were outstanding under any such credit agreements.

Interest paid, including capitalized interest of $788,000 and $486,000 in 1994 and 1993, totaled $8,110,000, $6,314,000, and $5,775,000, for fiscal years 1994, 1993, and 1992, respectively.

DEFERRED CREDITS

The Company has commitments to certain vendors for future inventory purchases totaling approximately $121,000,000 at January 28, 1995. Terms of the commitments provide for these inventory purchases to be made through fiscal 1998 or later as may be extended. There are no annual minimum purchase requirements,

EMPLOYEE BENEFIT PLANS

PENSION PLAN

The Company has a defined benefit pension plan covering substantially all of its employees. Benefits are based on credited years of service and the employee's compensation during the last five years of employment. The Company's funding policy is to contribute annually the amount required to meet ERISA funding standards. Contributions are intended to provide not only for benefits attributed to service to date but also for those anticipated to be earned in the future. The Company amended its pension plan to provide benefits only to employees hired on or before March 31, 1994.

The components of net periodic pension cost are comprised of the following:

(In thousands)	1994	1993	1992
Service cost - benefits earned in the period	$ 1,671	$ 944	$ 1,248
Interest cost on projected benefit obligation	689	592	492
Investment return on plan assets	(575)	(557)	(373)
Net amortization and deferral	529	96	175
Net periodic pension cost	$ 2,314	$ 1,075	$ 1,542
Assumptions used in each year of the actuarial computations were:			
Discount rate	8.4%	7.2%	8.5%
Rate of increase in compensation levels	5.0%	5.0%	5.5%
Expected long-term rate of return	9.0%	9.0%	9.0%

The following table sets forth the funded status of the Company's defined benefit plan.

(In thousands)	1994	1993
Actuarial present value of:		
Vested benefit obligation	$ 6,362	$ 6,097
Non-vested benefits	1,352	1,943
Accumulated benefit obligation	$ 7,714	$ 8,040
Actuarial present value of projected benefit obligation	$ 10,278	$ 10,325
Plan assets at fair value, primarily cash equivalents, U.S. Government securities and obligations, and publicly traded stocks and mutual funds	6,848	6,451
Projected benefit obligation in excess of plan assets	(3,430)	(3,874)
Unrecognized prior service cost	(1,082)	(1,218)
Unrecognized net obligation at transition	252	265
Unrecognized net loss	4,006	5,595
Recognition of minimum pension liability	--	(2,357)
Accrued pension cost	$ (254)	$(1,589)

Provisions of SFAS No. 87 "Employers' Accounting for Pensions," require recognition of a minimum pension liability relating to certain unfunded pension obligations. Principally as a result of the decrease in discount rate and change in plan benefits in 1993, the Company recorded a minimum pension liability of $2,357,000 with a corresponding reduction of stockholders' equity, net of tax benefits. At January 28, 1995, the minimum pension liability was $1,576,000.

EMPLOYEE BENEFIT PLANS - continued

SAVINGS PLAN
The Company has a savings plan with a 401(k) deferral feature for all eligible employees. Provisions of $1,564,000, $1,390,000, and $920,000 have been charged to operations in fiscal 1994, 1993, and 1992, respectively.

LEASES

Leased property consists primarily of the Company's retail stores. Store leases generally provide for fixed monthly rental payments plus, in most cases, the payments of real estate taxes, utilities, liability insurance and maintenance. Certain leases provide for contingent rents, in addition to the fixed monthly rent, based on a percentage of store sales above a specified level. Additionally, leases generally provide options to extend the original terms for an additional two to twenty years. Minimum operating lease commitments as of January 28, 1995, are as follows:

(In thousands)	
1995	$ 56,809
1996	48,355
1997	37,184
1998	25,586
1999	15,613
Subsequent to 1999	18,418
Total minimum operating lease payments	$201,965

Total rental expense consisted of the following:

	Fiscal Year		
(in thousands)	1994	1993	1992
Buildings	$ 62,555	$ 51,105	$ 42,339
Equipment	4,695	2,807	2,017
	$ 67,250	$ 53,912	$ 44,356

STOCKHOLDERS' EQUITY

EARNINGS PER COMMON AND COMMON EQUIVALENT SHARE
Earnings per common and common equivalent share are based on the weighted average number of shares outstanding during each period including the additional number of shares which would have been issuable upon exercise of stock options, assuming that the Company used the proceeds received to purchase additional shares at market value. The average number of common and common equivalent shares outstanding during fiscal 1994, 1993 and 1992 were 48,077,162, 47,976,396, and 47,676,377, respectively.

STOCKHOLDER RIGHTS PLAN
Each share of the Company's common stock has one Right attached. The Rights trade with the common stock and only become exercisable, or transferable apart from the common stock, ten business days after a person or group (Acquiring Person) acquires beneficial ownership of, or commences a tender or exchange offer for, 20% or more of the Company's common stock. Each Right, under certain circumstances, entitles its holder to acquire one one-hundredth of a share of Series A Junior Participating Preferred Stock at a price of $35, subject to adjustment. If 20% of the Company's common stock is acquired, or a tender offer to acquire 20% of the Company's common stock is made, each Right not owned by an Acquiring Person will entitle the holder to purchase Company common stock having a market value of twice the exercise price of the Rights.

STOCKHOLDERS' EQUITY - continued

In addition, if the Company is involved in a merger or other business combination at any time there is a 20% or more stockholder of the Company, the Rights will entitle a holder to buy a number of shares of common stock of the acquiring company having a market value of twice the exercise price of each Right. The Rights may be redeemed by the Company at $.01 per Right at any time until the tenth day following public announcement that a 20% position has been acquired. The Rights expire on April 18, 1999, and at no time have voting power.

PREFERRED STOCK
In conjunction with the Stockholder Rights Plan the Company has reserved 600,000 shares of preferred stock for issuance thereunder.

STOCK PLANS

STOCK OPTION PLANS
The Company has a Stock Option Plan (Plan) which provides for the grant of options to executives for the purchase of up to 6,800,000 shares of the Company's common stock. The Plan requires that all options be granted at an exercise price at least equal to the fair market value of the common stock at the date of grant. The options generally become exercisable one year following the original date of grant in five equal annual installments. However, upon an effective change in control of the Company all options granted become exercisable.

The Company has a Director Stock Option Plan (DSOP), for non-employee directors, pursuant to which up to 200,000 shares of the Company's common stock may be issued upon exercise of options granted thereunder. The DSOP is administered by the Compensation Committee of the Board of Directors pursuant to an established formula. Neither the Board of Directors, nor the Compensation Committee, exercise any discretion in administration of the DSOP. Grants are made annually, 90 days following the annual meeting of stockholders, at an exercise price equal to 100% of the fair market value on the date of grant. The present formula provides for an annual grant of 5,000 options to each non-employee director which becomes fully exercisable over a three year period, beginning one year subsequent to grant.

The following table reflects transactions for all plans:

	Shares	Price Range
Outstanding February 1, 1992	3,759,162	$ 2.12 - 13.13
Granted	653,180	$10.13 - 15.38
Canceled	176,840	$ 2.12 - 13.38
Exercised	207,790	$ 2.12 - 9.38
Outstanding January 30, 1993	4,027,712	$ 2.12 - 15.38
Granted	708,600	$15.00 - 20.00
Canceled	107,160	$ 2.12 - 16.13
Exercised	283,945	$ 2.12 - 13.38
Outstanding January 29, 1994	4,345,207	$ 2.12 - 20.00
Granted	668,550	$12.00 - 18.75
Canceled	77,080	$ 2.50 - 18.75
Exercised	310,405	$ 2.12 - 16.13
OUTSTANDING JANUARY 28, 1995	4,626,272	$ 2.12 - 20.00
EXERCISABLE JANUARY 28, 1995	2,390,261	$ 2.12 - 20.00
AVAILABLE FOR GRANT AT JANUARY 28, 1995	931,268	

STOCK PLANS - continued

RESTRICTED STOCK

The Company's Restricted Stock Plan (Plan) permits the granting of 500,000 shares of restricted stock awards to key employees, officers and directors. The shares are restricted as to the right of sale and other disposition until vested as determined by the Board of Directors. The Plan provides that on any event that results in a change in effective control of the Company, all awards of restricted stock would become vested as of the date of such change in effective control. The Plan terminates in 1997 or when sooner terminated by the Company's Board of Directors.

The cost of the awards, determined at the date of grant, is charged to income over the period the restriction lapses. As of January 28, 1995, no restricted shares were outstanding with respect to restrictions which had not lapsed and shares available for grant totaled 391,822.

ADDITIONAL DATA

The following is a summary of certain financial data:

(In thousands)	January 28, 1995	January 29, 1994
Other assets:		
Investment in equity securities - at fair market value	$ 1,900	$ 7,428
Net cash surrender value of life insurance policies	4,190	1,392
Other	2,757	723
	$ 8,847	$ 9,543
Property and equipment - at cost:		
Land	$ 7,577	$ 5,260
Buildings	62,097	52,062
Fixtures and equipment	203,745	165,764
Transportation equipment	6,437	7,203
	279,856	230,289
Construction-in-progress	--	14,393
	279,856	244,682
Less accumulated depreciation	118,356	96,834
	$ 161,500	$ 147,848
Accrued liabilities:		
Salaries and wages	$ 11,303	$ 8,771
Property, payroll and other taxes	24,279	20,014
Other	2,707	2,847
	$ 38,289	$ 31,632

CONSOLIDATED STORES CORPORATION AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued)

ADDITIONAL DATA - continued

The following analysis supplements changes in assets and liabilities presented in the consolidated statements of cash flows.

(In thousands)	Fiscal Year 1994	1993	1992
Accounts receivable	$ (659)	$ (3,251)	$ 151
Inventories	(49,252)	(50,037)	(40,899)
Prepaid expenses	(2,329)	(1,778)	(2,905)
Accounts payable	24,031	3,901	14,414
Accrued liabilities	6,657	1,924	2,390
Income taxes	(4,141)	11,160	3,569
	$ (25,693)	$ (38,081)	$ (23,280)

SELECTED QUARTERLY FINANCIAL DATA (unaudited)

Summarized quarterly financial data for fiscal 1994 and 1993 is presented below:

	Quarter First	Second	Third	Fourth	Year
	(In thousands except per share data)				
Net sales					
1994	$ 242,278	$ 272,813	$ 310,108	$ 453,445	$ 1,278,644
1993	210,190	234,430	261,058	349,613	1,055,291
Gross profit					
1994	101,682	117,655	135,624	195,189	550,150
1993	89,353	103,259	115,059	154,382	462,053
Net income					
1994	2,384	6,709	8,075	38,052	55,220
1993	1,326	6,595	6,802	28,304	43,027
Earnings per common and common equivalent share					
1994	0.05	0.14	0.17	0.79	1.15
1993	0.03	0.14	0.14	0.59	0.90

ITEM 9 CHANGES IN AND DISAGREEMENTS WITH ACCOUNTANTS ON ACCOUNTING AND FINANCIAL DISCLOSURES

None.

PART III

ITEMS 10- 13

Pursuant to Instruction G(3) to Form 10-K, the information required in Items 10 - - 13 is incorporated by reference from the Company's definitive proxy statement which will be filed with the Commission pursuant to Regulation 14A on or about May 5, 1995.

PART IV

ITEM 14 EXHIBITS, FINANCIAL STATEMENT SCHEDULES, AND REPORTS ON FORM 8-K

(a) Index to Consolidated Financial Statements, Financial Statement Schedules and Exhibits

All other financial statements and schedules not listed in the preceding indexes are omitted as the information is not applicable or the information is presented in the consolidated financial statements or notes thereto.

(B) REPORTS ON FORM 8-K

There were no reports on Form 8-K filed during the last quarter of the fiscal year ended January 28, 1995.

(c) Exhibits

Exhibits marked with an asterisk (*) are filed herewith.

Exhibit No.	Document
3(a)	Form of Restated Certificate of Incorporation of the Company (Exhibit 4(a) to the Company Registration Statement (No. 33-6086) on Form S-8 and incorporated herein by reference)
3(b)	Amended and Restated By-laws of the Company (Exhibit 3(c) to the Company's Annual Report on Form 10-K for the year ended February 3, 1990 and incorporated herein by reference)
3(c)	Amendment to By-laws dated April 14, 1992 (Exhibit 3(c) to the Company's Annual Report on Form 10-K for the year ended February 1, 1992 and incorporated herein by reference)
4(a)	Specimen Stock Certificate (Exhibit 4(a) to the Company's Annual Report on Form 10-K for the year ended February 1, 1992 and incorporated herein by reference)
4(b)	Summary of Rights to Purchase Preferred Stock (Exhibit 4(b) to the Company's Annual Report on Form 10-K for the year ended February 3, 1990 and incorporated herein by reference)
4(c)	Rights Agreement between the Company and National City Bank (Exhibit 4(c) to the Company's Annual Report on Form 10-K for the year ended February 3, 1990 and incorporated herein by reference)
4(d)	Form of Certificate of Designation, Preferences and Rights of Series A Junior Participating Preferred Stock of the Company (Exhibit 4(d) to the Company's Annual Report on Form 10-K for the year ended February 3, 1990 and incorporated herein by reference)
10(a)	Executive Stock Option and Stock Appreciation Rights Plan as amended and restated October 9, 1990 (Exhibit 10(c) to the Company's Annual Report on Form 10-K for the year ended February 1, 1992 and incorporated herein by reference)
10(a)(i)	Consolidated Stores Corporation Directors Stock Option Plan (Exhibit 10(q) to the Company's Registration statement (No. 33-42502) on Form S-8 and incorporated herein by reference)
10(a)(ii)	Consolidated Stores Corporation Amended and Restated Directors Stock Option Plan (Exhibit 10(c)(ii) to the Company's Annual Report on Form 10-K for the year ended February 1, 1992 and incorporated herein by reference)
10(b)	Consolidated Stores Corporation Supplemental Savings Plan (Exhibit 10(r) to the Company's Registration Statement (No. 33-42692) on Form 10-K for the year ended February 1, 1992 and incorporated herein by reference)
10(c)	CSIC Pension Plan and Trust dated March 1, 1976 (Exhibit 10(h)(ii) to the Company's Registration Statement (No. 2-97642) on Form S-1 and incorporated herein by reference)
10(c)(i)	Amendment to CSIC Pension Plan and Trust (Exhibit 10(h)(ii) to the Company's Registration Statement (No. 2-97642) on Form S-1 and incorporated herein by reference)
10(c)(ii)	Amendment No. 2 to CSIC Pension Plan and Trust (Filed as an Exhibit to the Company's Registration Statement (No. 33-6086) on Form S-8 and incorporated herein by reference)
10(d)	Credit Guarantee dated May 27, 1994, among Consolidated Stores Corporation and C.S. Ross Company and National City Bank, Columbus, NBD Bank, N.A., Bank One, Columbus, N.A., and The Bank of Tokyo Trust Company (Exhibit 10 to the Company's Quarterly Report on Form 10-Q for the quarter ended July 30, 1994, and incorporated herein by reference)

Exhibit No.	Document
10(d)(i)	Credit Guarantee dated May 27, 1994, among Consolidated Stores Corporation and TRO, Inc. in favor of National City Bank, Columbus, NBD Bank, N.A., Bank One, Columbus, N.A., and The Bank of Tokyo Trust Company (Exhibit 10(a) to the Company's Quarterly Report on Form 10-Q for the quarter ended July 30, 1994, and incorporated herein by reference)
10(d)(ii)	Credit Guarantee dated as of May 27, 1994, made by subsidiaries of Consolidated Stores Corporation jointly and severally in favor of National City Bank, Columbus, NBD Bank, N.A., Bank One, Columbus, N.A., and The Bank of Tokyo Trust Company (Exhibit 10(b) to the Company's Quarterly Report on Form 10-Q for the quarter ended July 30, 1994, and incorporated herein by reference)
1O(e)	Form of Note Purchase Agreement dated as of August 1, 1987 relating to CSIC 10.50% Senior Notes due August 1, 2002 (Exhibit 10(m) to the Company's Annual Report on Form 10-K for the vear ended January 30, 1988 and incorporated herein by reference)
10(f)	Employment Agreement with William G. Kelley (Exhibit 10(r) to the Company's Annual Report on Form 10-K for the year ended February 3, 1990 and incorporated herein by reference)
10(f)(i)*	Amendment No. 1 to Employment Agreement with William G. Kelley
10(g)	Employment Agreement as of February 21, 1994, with Brady J. Churches
10(i)	Employment Agreement as of February 21, 1994, with Jerry D. Sommers
10(j)	Employment Agreement as of February 21, 1994, with Mark N. Hanners
10(k)	Promissory Note dated July 12, 1991 between William G. Kelley and Lois Ellen Kelley and Consolidated Stores Corporation (Exhibit 10(k) to the Company's Annual Report on Form 10-K for the year ended February 1, 1992 and incorporated herein by reference)
10(l)	Consolidated Stores Corporation 1987 Restricted Stock Plan as amended and restated (Exhibit 10(p)(i) to the Company's Annual Report on Form 10-K for the year ended February 3, 1990 and incorporated by reference herein)
10(m)	Consolidated Stores Corporation Savings Plan and Trust, as amended and restated (Exhibit 10(q)(i) to the Company's Annual Report on Form 10-K for the year ended February 3, 1990 and incorporated by reference herein)
10(n)	Form of Executive Severance Agreement of the Company (Exhibit 10(s)(i) to the Company's Annual Report on Form 10-K for the year ended February 3, 1990 and incorporated herein by reference)
10(o)	Form of Senior Executive Severance Agreement of the Company (Exhibit 10(s)(i) to the Company's Annual Report on Form 10-K for the year ended February 3, 1990 and incorporated herein by reference)
10(p)	Consolidated Stores Executive Benefits Plan (Exhibit 10(t) to the Company's Annual Report on Form 10-K for the year ended February 3, 1990 and incorporated herein by reference)
21*	List of subsidiaries of the Company
23*	Consent of Deloitte & Touche LLP
27*	Financial Data Schedule

CONSOLIDATED STORES CORPORATION AND SUBSIDIARIES
SCHEDULE II - VALUATION AND QUALIFYING ACCOUNTS
(In thousands)

	Balance at Beginning of Period	Additions: Charged to Cost and Expense	Additions: Charged to Other Accounts	Deductions	Balance at End of Period
Fiscal year ended January 28, 1995:					
Inventory valuation allowance (1)	$ 6,644	$ 2,573	$ --	$ 3,785	$ 5,432
Fiscal year ended January 29, 1994:					
Inventory valuation allowance (1)	$ 10,258	$ 3,376	$ --	$ 6,990	$ 6,644
Fiscal year ended January 30, 1993:					
Inventory valuation allowance (1)	$ 10,515	$ 12,479	$ --	$ 12,736	$ 10,258

(1) Consists of reserve for markdowns of aged goods and similar inventory reserves.

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on behalf by the undersigned, thereunto duly authorized.

CONSOLIDATED STORES CORPORATION

Date: April 25, 1995	By: /s/ William G. Kelley William G. Kelley Chairman of the Board and Chief Executive Officer

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the Registrant and in the capacities and on the date indicated.

Date: April 25, 1995	By: /s/ William G. Kelley William G. Kelley Chairman of the Board and Chief Executive Officer
Date: April 25, 1995	By: /s/ Brady J. Churches Brady J. Churches President and Director
Date: April 25, 1995	By: /s/ Sheldon M. Berman Sheldon M. Berman Director
Date: April 25, 1995	By: /s/ Michael L. Glazer Michael L. Glazer Director
Date: April 25, 1995	By: /s/ David T. Kollat David T. Kollat Director

Date: April 25, 1995	By: /s/ Nathan Morton -------------------------------- Nathan Morton Director
Date: April 25, 1995	By: /s/ John L. Sisk -------------------------------- John L. Sisk Director
Date: April 25, 1995	By: /s/ Dennis B. Tishkoff -------------------------------- Dennis B. Tishkoff Director
Date: April 25, 1995	By: /s/ William A. Wickham -------------------------------- William A. Wickham Director
Date: April 25, 1995	By: /s/ Michael J. Potter -------------------------------- Michael J. Potter Sr. Vice President, Chief Financial and Accounting Officer

EMPLOYMENT AGREEMENT AMENDMENT NO. 1

This Amendment ("Amendment") is made and entered by and between Consolidated Stores Corporation ("CSC"), a Delaware corporation, and its wholly owned subsidiary, CONSOLIDATED STORES CORPORATION (f/k/a/ Consolidated Stores International Corporation), an Ohio corporation ("CSIC") (CSC and CSIC are hereinafter jointly referred to as "Employer"), and William G. Kelley ("Employee"), an individual, this 26th day of January, 1995, with the intent to modify specific portions of that certain Employment Agreement dated December 12, 1989 (the "Agreement").

WITNESSETH

WHEREAS, Employer desires to provide greater consistency in its approach to compensation of its senior executives;

WHEREAS, the Agreement provides for bonus compensation based upon criteria different from that used for other senior executives of the Company; and,

WHEREAS, Employee desires the method of calculating bonus compensation as provided in this Amendment.

NOW, THEREFORE, in consideration of the mutual promises herein contained, the parties agree as follows:

1. Section 3(b) is hereby amended in its entirety to read as follows:

(b) BONUS. In addition to the salary compensation as above stated, Employer shall pay to Employee bonus compensation during the term of this Employment Agreement in amounts to be determined and paid as follows:

(i) For the period ending February 3, 1996, and all subsequent fiscal years of Employer, Paragraph 3(b)(ii) shall replace Employee's current bonus plan.

(ii) Retroactive to the fiscal year beginning January 29, 1995 ("fiscal year 1995") and for each subsequent fiscal year Employee completed during the term of this Employment Agreement Employee shall have the opportunity to earn up to one hundred thirty-five percent (135%) of an amount equal to the Salary Rate at the end of such fiscal year. The Compensation Committee of the Board of Directors shall determine the bonus plan for each fiscal year.

(iii) Any bonus paid for a fiscal year under Paragraph 3(b)(ii) shall be paid within forty-five (45) days after Employer's independent auditor has delivered its opinion with respect to the financial statements of Employer for such fiscal year (whether or not Employee is then in the employ of Employer). Employer shall use all reasonable efforts to cause such auditor to deliver such opinion within ninety (90) days after the close of such fiscal year.

(iv) For purposes of this Employment Agreement, the term "fiscal year" shall mean with respect to any year, the period commencing on the Sunday next following the Saturday closest to January 31 in a calendar year and ending in the next following calendar year on the Saturday closest to January 31.

2. Employer and Employee hereby respectively waive their rights to any payment of Employee's bonus compensation pursuant to the terms of the Agreement as in effect prior to this Amendment for any period commencing January 29, 1995, and thereafter.

3. All other provisions of the Agreement shall continue as therein provided, except that to the extent that any provision of the Agreement shall conflict with this Amendment the provisions of this Amendment shall control.

IN WITNESS WHEREOF, the parties have caused this Amendment to be signed as of the date first above written.

Consolidated Stores Corporation, a Delaware corporation	Consolidated Stores Corporation, an Ohio corporation
By: /s/ Brady J. Churches Brady J. Churches, President	By: /s/ Brady J. Churches Brady J. Churches, President

/s/ William G. Kelley

William G. Kelley, an individual

CONSOLIDATED STORES CORPORATION
LIST OF SUBSIDIARIES

COMPANY	JURISDICTION OF ORGANIZATION
T.R.O., INC.	IL
CONSOLIDATED STORES CORPORATION	OH
C.S. ROSS COMPANY	OH
CSIC VENTURE, INC.	DE
INDUSTRIAL PRODUCTS OF NEW ENGLAND, INC.	ME
BARN ACQUISITION CORPORATION	DE
FASHION BARN, INC.	NY
MIDWESTERN HOME PRODUCTS, INC.	DE
TOOL AND SUPPLY COMPANY OF NEW ENGLAND, INC.	DE
SS INVESTMENTS CORPORATION	DE
CONSOLIDATED INTERNATIONAL EXPORT CORPORATION	BARBADOS
FASHION BARN OF NEW JERSEY, INC. *	NJ
FASHION BARN OF FLORIDA, INC. *	FL
FASHION BARN OF INDIANA, INC. *	IN
FASHION BARN OF PENNSYLVANIA, INC. *	PA
FASHION BARN OF OKLAHOMA, INC. *	OK
FASHION BARN OF CALIFORNIA, INC. *	CA
FASHION BARN OF TEXAS, INC. *	TX
FASHION BARN OF OHIO, INC. *	OH
FASHION OUTLETS, CORP. *	NY
FASHION BARN OF VERMONT, INC. *	VT
FASHION BARN OF VIRGINIA, INC. *	VA
FASHION BARN OF SOUTH CAROLINA, INC. *	SC
FASHION BARN OF NORTH CAROLINA, INC. *	NC
FASHION BARN OF WEST VIRGINIA, INC. *	WV
FASHION BONANZA, INC. *	NY
ROGERS FASHION INDUSTRIES, INC. *	NY and NJ
SADDLE BROOK DISTRIBUTORS, INC. *	NY and NJ
DTS, INC. *	NY and TN
FASHION BARN OF MISSOURI, INC. *	MO
FASHION BARN, INC. *	MA
FASHION BARN OF GEORGIA *	GA

* Subsidiary of Fashion Barn Inc.

INDEPENDENT AUDITORS' CONSENT

We hereby consent to the incorporation by reference in (i) Registration Statement (No. 33-42502) on Form S-8 pertaining to Consolidated Stores Corporation Director Stock Option Plan (ii) Registration Statement (No. 33-42692) on Form S-8 pertaining to Consolidated Stores Corporation Supplemental Savings Plan (iii) Post Effective Amendment No. 2 to Registration Statement (No. 33-6068) on Form S-8 pertaining to Consolidated Stores Corporation Executive Stock Option and Stock Appreciation Rights Plan (iv) Post Effective Amendment No. 1 to Registration Statement (No. 33-19378) on Form S-8 pertaining to Consolidated Stores Corporation to Consolidated Stores Corporation Savings Plan of our report, dated February 20, 1995, appearing in the Annual Report on Form 10-K of Consolidated Stores Corporation for the year ended January 28, 1995.

Deloitte & Touche LLP

Dayton, Ohio
April 21, 1995

This schedule contains summary financial data extracted from Consolidated Stores Corporation and Subsidiaries Consolidated Financial Statements filed in FORM 10-K as of January 28, 1995, and the fiscal year then ended, and is qualified in its entirety by reference to such financial statements.

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YEAR
JAN-28-1995
JAN-30-1994
JAN-28-1995
40,356
0
5,524
0
302,132
381,273
279,856
118,356
551,620
170,672
50,000
469
0
0
314,765
551,620
1,278,644
1,278,644
728,494
1,179,905
(532)
0
7,238
92,033
36,813
55,220
0
0
0
55,220
1.15
1.15