

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

FORM 10 K/A

☒ AMENDMENT NO. 1 TO ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF
THE SECURITIES EXCHANGE ACT OF 1934

for the fiscal year ended February 1, 1997

OR

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

For the period _____ to _____

Commission file number 1-8897

CONSOLIDATED STORES CORPORATION

Delaware 06-1119097
State of incorporation I. R. S. Employer Identification Number
1105 North Market Street, Suite 1300
P.O. Box 8985
Wilmington, Delaware 19899
(Address of principal executive offices)
(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 ☒ 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 10-K or any amendment to this FORM 10-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 \$2,441,296,449 on April 3, 1997. 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 67,114,679 shares.

The number of shares of Common Stock \$.01 par value per share, outstanding as of April 3, 1997, was 67,339,903 and there were no shares of Non-Voting Common Stock, \$.01 par value per share outstanding at that date.

Pursuant to Rule 15d-21 under the Securities Exchange Act of 1934, the undersigned registrant hereby amends its annual report on Form 10-K for the fiscal year ended February 1, 1997, to include the following information and financial statements required by Form 11-K with respect to the Consolidated Stores Corporation Savings Plan (Plan) for the year ended December 31, 1996.

CONSOLIDATED STORES CORPORATION SAVINGS PLAN
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INDEPENDENT AUDITORS' REPORT

To the Plan Administrator of the Consolidated Stores Corporation Savings Plan:

We have audited the accompanying statements of net assets available for benefits of the CONSOLIDATED STORES CORPORATION SAVINGS PLAN (the Plan) as of December 31, 1996 and 1995, and the related statement of changes in net assets available for benefits for the year ended December 31, 1996. These financial statements are the responsibility of the Plan Administrator. Our responsibility is to express an opinion on these financial statements 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 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 financial statements present fairly, in all material respects, the net assets available for benefits of the Plan as of December 31, 1996 and 1995, and the changes in net assets available for benefits for the year ended December 31, 1996, in conformity with generally accepted accounting principles. Our audits were conducted for the purpose of forming an opinion on the basic financial statements taken as a whole. The supplemental schedules of (1) assets held for investment as of December 31, 1996, and (2) reportable transactions in excess of five percent of the current value of Plan assets for the year ended December 31, 1996, are presented for the purpose of additional analysis and are not a required part of the basic financial statements, but are supplemental information required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. These schedules are the responsibility of the Plan's administrator. Such schedules have been subjected to the auditing procedures applied in our audit of the basic 1996 financial statements and, in our opinion, are fairly stated in all material respects when considered in relation to the basic financial statements taken as a whole.

DELOITTE & TOUCHE LLP

Dayton, Ohio,
June 23, 1997

CONSOLIDATED STORES CORPORATION SAVINGS PLAN
STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS

	December 31,	
	----- 1996 -----	----- 1995 -----
ASSETS		
Investment in Securities (at market):		
Consolidated Stores Corporation		
Common Shares	\$22,402,365	\$10,094,107
Investment in Mutual Funds:		
Basic Value Fund	9,004,813	3,193,925
Capital Fund	5,494,263	1,017,587
Global Allocation Fund	4,844,805	1,018,709
Growth Fund	5,932,163	--
Investment in Money Market Funds	12,371,535	3,614,944
Cash and temporary cash investments	--	18,689
Contribution receivable from:		
Consolidated Stores Corporation	3,059,590	1,651,869
Participants	167,232	110,071
Interest receivable	--	152
Loans receivable	3,874,634	1,606,193
Receivable from nonqualified plan	249,144	254,788
	----- 67,400,544 -----	----- 22,581,034 -----
LIABILITIES		
Payable to Plan participants	22,603	72,398
	----- 22,603 -----	----- 72,398 -----
	----- \$67,377,941 =====	----- \$22,508,636 =====

See notes to financial statements.

CONSOLIDATED STORES CORPORATION SAVINGS PLAN
STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS

December 31,
1996

INCREASE IN PLAN ASSETS:

Contributions:

Participant contributions	\$33,500,911
Company contributions	3,059,590

Investment Income:

Interest	206,687
Dividend	1,845,267
Net appreciation in fair value of investments	11,910,328
Loan repayments	1,211,772

TOTAL INCREASES	51,734,555
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DECREASES IN PLAN ASSETS:

Distributions to Plan participants	6,865,250
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TOTAL DECREASES	6,865,250
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NET INCREASE IN PLAN ASSETS	44,869,305
NET ASSETS - BEGINNING OF YEAR	22,508,636

NET ASSETS - END OF YEAR	\$67,377,941
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See notes to financial statements.

CONSOLIDATED STORES CORPORATION SAVINGS PLAN
NOTES TO FINANCIAL STATEMENTS

PLAN DESCRIPTION

On December 31, 1996, there were 13,276 employees eligible to participate in the Plan. On that date 6,796 were participating.

The following brief description of the Consolidated Stores Corporation Savings Plan ("Plan") provides only general information. Participants should refer to the Plan document for more complete information.

The purposes of the Plan are to encourage employee savings, to facilitate employee ownership of the Common Stock of Consolidated Stores Corporation, and to provide benefits during the employee's participation in the Plan and upon retirement, death, disability or termination of employment.

The administrator of the Plan is Consolidated Stores Corporation Savings Plan Committee ("Committee"). Effective January 31, 1996, The Fifth Third Bank of Columbus was appointed as successor trustee to State Street Bank and Trust Company. (see TRUST AGREEMENT).

All employees of Consolidated Stores Corporation and any of its subsidiaries ("Company") which have adopted the Plan are eligible to participate. Participants must have attained age twenty-one and have completed one year of service prior to eligibility. Eligible employees may begin participation on the first day of the month following satisfaction of eligibility requirements. For any plan year, participants may contribute to the Plan any whole dollar amount not less than 1% of their compensation for such plan year but not more than the lesser of \$7,000 (or such larger amount in accordance with Code Section 415(d) which is \$9,500 as of January 1, 1996) or 15% of their compensation for the plan year. For the year 1996 the Company made matching contributions to the Plan on behalf of participants in an amount equal to 100% of the first 2% and 50% of the next 4%, of the employee's first 6% contribution. For the year 1995 the Company made matching contributions to the Plan on behalf of participants in an amount equal to 100% of the first 1%, 75% of the second 1%, and 50% of the next 4%, of the employee's first 6% contribution. The Company's matching contributions will always be made in the form of Common Stock of the Company.

Participants may elect to allocate their elective contribution to any of the Investment Funds (See INVESTMENT PROGRAMS) in increments of 1%. Additionally, this allocation may be revised or investment balances may be transferred by the participant upon notifying participant services by telephone.

Each participant shall be fully vested in the Company's matching contributions allocable to their account in the event of retirement or other termination of employment on or after his or her 65th birthday, on account of disability, as defined, or by reason of death.

A participant whose employment terminates under circumstances other than those described in the preceding paragraph will be vested in a portion of the Company's matching contribution based on years of service as follows:

CONSOLIDATED STORES CORPORATION SAVINGS PLAN
NOTES TO FINANCIAL STATEMENTS
(CONTINUED)

PLAN DESCRIPTION - CONTINUED

Years of Service	Vested Percentage

Less than 2	--
At least 2 but less than 3	25
At least 3 but less than 4	50
At least 4 but less than 5	75
5 or more	100

The portion of the Company's matching contribution that is not fully vested will be forfeited at the time employment terminates. The Company has the right to terminate or amend the Plan at any time. In the event of termination, the Plan assets will be distributed to the participants, after payment of any expenses properly chargeable thereto, in proportion to their respective account balances.

Participants may borrow from their fund accounts a minimum of \$1,000 up to a maximum equal to the lesser of \$50,000 or 50% of their vested account balance. Loan transactions are treated as a transfer to the Loan and Short Term Investment fund from the Participant investment funds. One loan per participant may be outstanding at any time and the loan term may not exceed 5 years. Loans are secured by the balance in the participant's account and bear interest at the prime rate plus 1% (rounded to the next 1/4%) as quoted in The Wall Street Journal as of the most recent quarters end when the loan application is approved. Loan repayments, including interest, are through regular payroll deductions. Loan balance may be paid off at any time without penalty.

SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

BASIS OF ACCOUNTING. The financial statements of the Plan are prepared on the accrual basis of accounting.

INVESTMENTS. Investments are reflected in the accompanying statement of net assets available for benefits at market value, which is the valuation of the security or interest in an equity fund at year-end as determined by the quoted market price.

NET APPRECIATION (DEPRECIATION) ON INVESTMENTS. Realized gains and losses are determined on a first-in, first-out basis utilizing a revalued cost which is calculated using beginning of the year market values, or purchase price if acquired during the year. Unrealized appreciation (depreciation) of investments is calculated as the market value at the end of the year less the market value at the beginning of the year, or purchase price if acquired during the year.

BENEFITS PAYABLE. As of December 31, 1996, net assets available for benefits included benefits of \$22,603 due to participants who have withdrawn from participation in the Plan.

CONSOLIDATED STORES CORPORATION SAVINGS PLAN
NOTES TO FINANCIAL STATEMENTS
(CONTINUED)

TRUST AGREEMENT

Under a trust agreement effective January 31, 1996, The Fifth Third Bank of Columbus is responsible for investing the participants' contributions in the funds designated by each participant. In addition, the trustee processes and distributes all distributions from the Plan based on information provided by the Company. Administrative fees due under the trust agreement are paid by the Company.

INVESTMENT PROGRAMS

During the years ended December 31, 1996 and 1995, with the exception of the Merrill Lynch Growth Fund in 1995, participants could direct their contributions to different funds of the Plan as described below:

MONEY MARKET FUNDS

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MERRILL LYNCH RETIREMENT PRESERVATION TRUST. The Merrill Lynch Retirement Preservation Trust ("RP Trust") is a collective trust fund that invests primarily in Investment Contracts (GLCs) and United States Government and United States Government Agency securities. The RP Trust invests a lesser portion of the portfolio in high quality, money market instruments. The RP Trusts primary objective is to achieve high current income consistent with preservation of capital and liquidity. Dividends are declared and invested daily.

MUTUAL FUNDS

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MERRILL LYNCH BASIC VALUE FUND, INC. The Merrill Lynch Basic Value Fund, Inc. ("BV Fund") is a diversified, open-end, investment company seeking capital appreciation and, secondarily, income by investing in securities, primarily equities, that management of the BV Fund believes are undervalued and therefore represent basic investment value. The BV Fund seeks special opportunities in securities that are selling at a discount either from book values or historical price/earnings ratios, or seem capable of recovering from temporarily out of favor conditions. Particular emphasis is placed on securities which provide an above average dividend return and sell at below average price/earnings ratio.

MERRILL LYNCH CAPITAL FUND, INC. The Merrill Lynch Capital Fund, Inc. ("Capital Fund") seeks to achieve the highest total investment return consistent with prudent risk through a fully managed investment policy utilizing equity, debt (including money market) and convertible securities. This permits management of the Capital Fund to vary investment policy based on evaluation of changes in economic and market trends. Total investment return is the aggregate of income and capital value changes. Consistent with this policy, the Capital Fund's portfolio may, at any given time, be invested substantially in equity securities, corporate bonds or money market securities. It is the expectation of the Capital Fund's management that, over a longer period, a major portion of the Capital Fund's portfolio will consist of equity securities of larger market capitalization, quality companies.

MERRILL LYNCH GLOBAL ALLOCATION FUND, INC. The Merrill Lynch Global Allocation Fund, Inc. ("Global Fund") is a non-diversified mutual fund seeking high total investment return, consistent with prudent risk, through a fully-managed investment policy utilizing United States and foreign equity, debt, and money market securities, the combination of which will be varied from time to time both with respect to types of securities and markets in response to changing market and economic trends. Total investment return is the aggregate of capital value changes and income. The Global Fund may employ a variety of instruments and techniques to enhance income and to hedge against market and currency risk.

CONSOLIDATED STORES CORPORATION SAVINGS PLAN
NOTES TO FINANCIAL STATEMENTS
(CONTINUED)

MUTUAL FUNDS - CONTINUED

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MERRILL LYNCH GROWTH FUND. The Merrill Lynch Growth Fund ("Growth Fund") is a mutual fund seeking to provide growth of capital and, secondarily, income by investing in a diversified portfolio of primarily equity securities placing principal emphasis on those securities that management of the Growth Fund believes to be undervalued. Undervalued issues include securities selling at discounts from the price-to-book value ratios and price/earnings ratio computed with respect to popular stock market averages (primarily the Standard & Poor's 400 Industrial Stock Price Index). The Growth Fund may also consider as undervalued securities selling at a discount from their historic price-to-book value or price/earnings ratio, even though these ratios may be above the stock market averages. Securities offering dividend yields higher than the yields or the popular stock market averages or higher than such securities historic yields may also be considered to be undervalued. In selecting securities believed to be undervalued, the securities of issuers having a stock market capitalization of \$500 million or more are emphasized.

COMPANY STOCK FUND

- - - - -

CONSOLIDATED STORES CORPORATION STOCK FUND. Contributions are invested in Common Shares of Consolidated Stores Corporation. All employer matching contributions are made to this fund.

TAX STATUS

The Plan and its Trust qualify for special tax treatment under Sections 401(a), 401(k), and 501(a) of the Internal Revenue Code of 1986, as amended. Qualification under these sections means the Plan is exempt from Federal income tax. Accordingly, no provision for Federal income taxes has been made in the accompanying financial statements.

TRANSFERRED ASSETS

Effective May 5, 1996, the Company acquired Kay-Bee Center, Inc. from Melville Corporation. As a result of this combination Melville plan assets relating to Kay-Bee participants of approximately \$24 million were transferred at the participants election to the Plan. These assets were invested at the participants direction in the Investment Programs available in the Plan.

CONSOLIDATED STORES CORPORATION SAVINGS PLAN

NOTES TO FINANCIAL STATEMENTS

(CONTINUED)

NET ASSETS AVAILABLE FOR BENEFITS BY INVESTMENT PROGRAM

	December 31, 1996					
	Number of Shares	Loan and Short-term Investment Fund	Retirement Preservation Trust	Basic Value Fund	Capital Fund	Global Allocation Fund
ASSETS						
Investment in Securities (at market):						
Consolidated Stores Corporation						
Common Stock	694,647	\$ --	\$ --	\$ --	\$ --	\$ --
Investment in Mutual Funds:						
Basic Value Fund	290,478	--	--	9,004,813	--	--
Capital Fund	176,949	--	--	--	5,494,263	--
Global Allocation Fund	332,976	--	--	--	--	4,844,805
Growth Fund	227,025	--	--	--	--	--
Investment in Money Market Funds	12,371,535	--	12,371,535	--	--	--
Cash and temporary cash investments		--	--	--	--	--
Contribution receivable from:						
Consolidated Stores Corporation		--	--	--	--	--
Participants		--	33,993	30,943	17,602	16,407
Interest receivable		--	--	--	--	--
Loans receivable		3,874,634	--	--	--	--
Receivable from nonqualified plan		--	36,874	34,524	18,985	20,931
		3,874,634	12,442,402	9,070,280	5,530,850	4,882,143
LIABILITIES						
Payable to Plan participants		--	3,262	4,880	4,323	--
		--	3,262	4,880	4,323	--
		\$ 3,874,634	\$12,439,140	\$ 9,065,400	\$ 5,526,527	\$ 4,882,143

	December 31, 1996		
	Growth Fund	Company Stock Fund	Plan Total
ASSETS			
Investment in Securities (at market):			
Consolidated Stores Corporation			
Common Stock	\$ --	\$22,402,365	\$22,402,365
Investment in Mutual Funds:			
Basic Value Fund	--	--	9,004,813
Capital Fund	--	--	5,494,263
Global Allocation Fund	--	--	4,844,805
Growth Fund	5,932,163	--	5,932,163
Investment in Money Market Funds	--	--	12,371,535
Cash and temporary cash investments	--	--	--
Contribution receivable from:			
Consolidated Stores Corporation	--	3,059,590	3,059,590
Participants	17,015	51,272	167,232
Interest receivable	--	--	--
Loans receivable	--	--	3,874,634
Receivable from nonqualified plan	19,407	118,423	249,144
	5,968,585	25,631,650	67,400,544
LIABILITIES			
Payable to Plan participants	6,194	3,944	22,603
	6,194	3,944	22,603
	\$ 5,962,391	\$25,627,706	\$67,377,941

CONSOLIDATED STORES CORPORATION SAVINGS PLAN

NOTES TO FINANCIAL STATEMENTS

(CONTINUED)

NET ASSETS AVAILABLE FOR BENEFITS BY INVESTMENT PROGRAM - CONTINUED

	December 31, 1995				
	Number of Shares	Loan and Short-term Investment Fund	Retirement Preservation Trust	Basic Value Fund	Capital Fund
ASSETS					
Investment in Securities (at market):					
Consolidated Stores Corporation					
Common Stock	466,780	\$ --	\$ --	\$ --	\$ --
Investment in Mutual Funds:					
Basic Value Fund	112,820	--	--	3,193,925	--
Capital Fund	33,309	--	--	--	1,017,587
Global Allocation Fund	73,394	--	--	--	--
Investment in Money Market Funds	3,614,944	--	3,614,944	--	--
Cash and temporary cash investments		3,180	582	148	221
Contribution receivable from:					
Consolidated Stores Corporation		--	--	--	--
Participants		--	24,358	16,767	6,134
Interest receivable		--	--	--	--
Loans receivable		1,606,193	--	--	--
Receivable from nonqualified plan		--	29,258	62,659	31,281
		1,609,373	3,669,142	3,273,499	1,055,223
LIABILITIES					
Payable to Plan participants		--	9,857	24,026	8,810
		--	9,857	24,026	8,810
		\$ 1,609,373	\$ 3,659,285	\$ 3,249,473	\$ 1,046,413

	December 31, 1995		
	Global Allocation Fund	Company Stock Fund	Plan Total
ASSETS			
Investment in Securities (at market):			
Consolidated Stores Corporation			
Common Stock	\$ --	\$ 10,094,107	\$10,094,107
Investment in Mutual Funds:			
Basic Value Fund	--	--	3,193,925
Capital Fund	--	--	1,017,587
Global Allocation Fund	1,018,709	--	1,018,709
Investment in Money Market Funds	--	--	3,614,944
Cash and temporary cash investments	188	14,370	18,689
Contribution receivable from:			
Consolidated Stores Corporation	--	1,651,869	1,651,869
Participants	6,562	56,250	110,071
Interest receivable	--	152	152
Loans receivable	--	--	1,606,193
Receivable from nonqualified plan	41,187	90,403	254,788
	1,066,646	11,907,151	22,581,034
LIABILITIES			
Payable to Plan participants	8,836	20,869	72,398
	8,836	20,869	72,398
	\$ 1,057,810	\$11,886,282	\$22,508,636

CONSOLIDATED STORES CORPORATION SAVINGS PLAN
NOTES TO FINANCIAL STATEMENTS
(CONTINUED)

CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS BY INVESTMENT PROGRAM

	December 31, 1996				
	Loan and Short-term Investment Fund	Retirement Preservation Trust	Basic Value Fund	Capital Fund	Global Allocation Fund
INCREASE IN PLAN ASSETS:					
Contributions:					
Participant contributions	\$2,058,574	\$11,176,412	\$5,181,657	\$4,246,411	\$3,725,879
Company contributions	--	--	--	--	--
Investment Income:					
Interest	206,687	--	--	--	--
Dividend	--	347,776	388,933	304,265	384,967
Loan repayments, including interest	--	285,469	181,868	81,034	85,324
Net appreciation in fair value of investments	--	--	651,798	137,002	24,290
TOTAL INCREASES	2,265,261	11,809,657	6,404,256	4,768,712	4,220,460
DECREASES IN PLAN ASSETS:					
Distributions to Plan participants	--	3,826,204	511,688	268,358	420,303
Interfund transfers - net	--	(796,402)	76,641	20,240	(24,176)
TOTAL DECREASES	--	3,029,802	588,329	288,598	396,127
NET INCREASE IN PLAN ASSETS	2,265,261	8,779,855	5,815,927	4,480,114	3,824,333
NET ASSETS - BEGINNING OF YEAR	1,609,373	3,659,285	3,249,473	1,046,413	1,057,810
NET ASSETS - END OF YEAR	\$3,874,634	\$12,439,140	\$9,065,400	\$5,526,527	\$4,882,143
	=====	=====	=====	=====	=====

	December 31, 1996		
	Growth Fund	Company Stock Fund	Plan Total
INCREASE IN PLAN ASSETS:			
Contributions:			
Participant contributions	\$4,907,050	\$ 2,204,928	\$33,500,911
Company contributions	--	3,059,590	3,059,590
Investment Income:			
Interest	--	--	206,687
Dividend	419,326	--	1,845,267
Loan repayments, including interest	100,432	477,645	1,211,772
Net appreciation in fair value of investments	1,117,959	9,979,279	11,910,328
TOTAL INCREASES	6,544,767	15,721,442	51,734,555
DECREASES IN PLAN ASSETS:			
Distributions to Plan participants	205,009	1,633,688	6,865,250
Interfund transfers - net	377,367	346,330	--
TOTAL DECREASES	582,376	1,980,018	6,865,250
NET INCREASE IN PLAN ASSETS	5,962,391	13,741,424	44,869,305
NET ASSETS - BEGINNING OF YEAR	--	11,886,282	22,508,636
NET ASSETS - END OF YEAR	\$5,962,391	\$25,627,706	\$67,377,941
	=====	=====	=====

CONSOLIDATED STORES CORPORATION SAVINGS PLAN
SCHEDULE OF ASSETS HELD FOR INVESTMENT
DECEMBER 31, 1996

Security Description	No. of Shares or Units	Purchase Cost		Market Value	
		Share or Unit	Total	Share or Unit	Total

COMPANY STOCK FUND					

Consolidated Stores Corporation Common Stock	694,647	\$16.619	\$11,544,341	\$32.250	\$22,402,365
MUTUAL FUNDS					

Merrill Lynch Basic Value Fund	290,478	\$27.354	7,945,720	\$31.000	9,004,813
Merrill Lynch Global Allocation Fund	332,976	\$14.372	4,785,454	\$14.550	4,844,805
Merrill Lynch Capital Fund	176,949	\$30.017	5,311,550	\$31.050	5,494,263
Merrill Lynch Growth Fund	227,025	\$24.456	5,552,135	\$26.130	5,932,163
MONEY MARKET FUNDS					

Merrill Lynch Retirement Preservation Trust	12,371,535	\$ 1.000	12,371,535	\$ 1.000	12,371,535

CONSOLIDATED STORES CORPORATION SAVINGS PLAN
SCHEDULE OF REPORTABLE TRANSACTIONS IN EXCESS OF
FIVE PERCENT OF CURRENT VALUE OF PLAN ASSETS
YEAR ENDED DECEMBER 31, 1996

Security Description	Type/ No. of Transactions	No. of Shares or Units	Purchase Cost	Proceeds	Gain (Loss)

COMPANY STOCK FUND					

Consolidated Stores Corporation Common Stock	Purchase/85	145,062	\$ 4,270,400	\$ --	\$ --
Consolidated Stores Corporation Common Stock	Sales/136	51,212	981,136	1,850,777	869,640
MUTUAL FUNDS					

Merrill Lynch Basic Value Fund	Purchase/77	185,655	5,405,443	--	--
Merrill Lynch Basic Value Fund	Sales/84	20,910	530,206	633,373	103,167
Merrill Lynch Basic Value Fund	Purchase/1	139,387	4,007,377	--	--
Merrill Lynch Global Allocation Fund	Purchase/74	260,362	3,826,415	--	--
Merrill Lynch Global Allocation Fund	Sales/75	26,916	372,563	400,250	27,687
Merrill Lynch Global Allocation Fund	Purchase/1	198,539	2,908,598	--	--
Merrill Lynch Capital Fund	Purchase/70	149,245	4,513,639	--	--
Merrill Lynch Capital Fund	Sales/81	15,419	451,608	473,553	21,945
Merrill Lynch Capital Fund	Purchase/1	114,749	3,445,902	--	--
Merrill Lynch Growth Fund	Purchase/97	220,956	5,375,581	--	--
Merrill Lynch Growth Fund	Sales/40	10,229	242,772	258,826	16,054
Merrill Lynch Growth Fund	Purchase/1	167,772	4,019,812	--	--
MONEY MARKET FUNDS					

Merrill Lynch Retirement Preservation Trust	Purchase/55	10,898,201	10,898,201	--	--
Merrill Lynch Retirement Preservation Trust	Sale/107	2,548,005	2,548,005	2,548,005	--
Merrill Lynch Retirement Preservation Trust	Purchase/1	9,120,826	9,120,826	--	--

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 and (iv) Post Effective Amendment No. 1 to Registration Statement No. 33-19378 on Form S-8 pertaining to Consolidated Stores Corporation Savings Plan and (v) Post Effective Amendment No. 2 to Registration Statement No. 333-2545 on Form S-3 pertaining to the issuance of Consolidated Stores Corporation Common Shares of our report, dated June 23, 1997, accompanying the financial statements of the Consolidated Stores Corporation Savings Plan on Form 10-K/A Amendment No. 1 to the Annual Report on Form 10-K of Consolidated Stores Corporation for the fiscal year ended February 1, 1997.

DELOITTE & TOUCHE LLP

Dayton, Ohio
June 23, 1997

SIGNATURES

Pursuant to the requirements of the Securities and Exchange Act of 1934, the Registrant and the administrators of the Plan have duly caused this amendment to its annual report on Form 10-K to be signed on its behalf by the undersigned hereunto duly authorized.

CONSOLIDATED STORES CORPORATION

By: /s/ Michael L. Glazer

Michael L. Glazer,
President

By: /s/ Michael J. Potter

Michael J. Potter,
Senior Vice President, Chief
Financial Officer and Principal
Accounting Officer

CONSOLIDATED STORES CORPORATION SAVINGS PLAN

By: /s/ Brad A. Waite

Brad A. Waite,
Senior Vice President Human Resources

Dated: June 23, 1997