

RETAIL VENTURES INC  
Form 10-Q  
December 08, 2010

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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549  
FORM 10-Q**

**QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**  
**For the quarterly period ended October 30, 2010**  
**OR**

**TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**  
**For the transition period from \_\_\_\_\_ to \_\_\_\_\_**  
**Commission file number 1-10767**  
**RETAIL VENTURES, INC.**  
(Exact name of registrant as specified in its charter)

Ohio

20-0090238

(State or other jurisdiction of incorporation or organization)

(I.R.S. Employer Identification No.)

4150 E. Fifth Avenue, Columbus, Ohio

43219

(Address of principal executive offices)

(Zip Code)

(614) 238-4148

Registrant's telephone number, including area code

Not applicable

(Former name, former address and former fiscal year, if changed since last report)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.  Yes  No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files).  Yes  No

Indicate by checkmark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act.

Large accelerated filer

Accelerated filer

Non-accelerated filer

Smaller reporting company

(Do not check if a smaller reporting company)

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

The number of outstanding Common Shares, without par value, as of November 29, 2010 was 50,254,551.



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

	<b>October 30, 2010</b>	<b>January 30, 2010</b>
<b>ASSETS</b>		
Cash and equivalents	\$ 113,927	\$ 141,773
Short-term investments	206,065	164,265
Accounts receivable, net	11,592	6,509
Accounts receivable from related parties, net	39	154
Inventories	332,446	262,284
Prepaid expenses and other current assets	30,218	22,478
Deferred income taxes	34,571	29,560
<b>Total current assets</b>	<b>728,858</b>	<b>627,023</b>
Long-term investments, net	11,767	1,151
Property and equipment, net	208,804	208,813
Goodwill	25,899	25,899
Conversion feature of long-term debt		28,029
Deferred income taxes	14,191	5,657
Other assets	10,224	6,893
<b>Total assets</b>	<b>\$ 999,743</b>	<b>\$ 903,465</b>

The accompanying Notes are an integral part of the Condensed Consolidated Financial Statements.

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

	<b>October 30, 2010</b>	<b>January 30, 2010</b>
<b>LIABILITIES AND SHAREHOLDERS EQUITY</b>		
Accounts payable	\$ 138,846	\$ 120,038
Accounts payable to related parties	1,087	1,239
Accrued expenses:		
Compensation	23,264	27,056
Taxes	19,138	29,682
Gift cards and merchandise credits	16,293	17,774
Guarantees from discontinued operations	463	2,800
Other	51,560	36,162
Current maturities of long-term obligations	131,519	
Warrant liability	34,328	23,068
Conversion feature of short-term debt	6,553	
<b>Total current liabilities</b>	<b>423,051</b>	<b>257,819</b>
Long-term obligations		129,757
Other noncurrent liabilities	100,013	112,599
Deferred income taxes	14,157	
Commitments and contingencies		
Shareholders equity:		
Common shares, without par value; 160,000,000 authorized; issued and outstanding, including 7,551 treasury shares, 49,047,530 and 48,964,530, respectively	313,864	313,147
Accumulated deficit	(79,272)	(100,277)
Treasury shares, at cost, 7,551 shares	(59)	(59)
Accumulated other comprehensive loss	(6,942)	(6,942)
Total Retail Ventures shareholders equity	227,591	205,869
Noncontrolling interests	234,931	197,421
<b>Total shareholders equity</b>	<b>462,522</b>	<b>403,290</b>
<b>Total liabilities and shareholders equity</b>	<b>\$ 999,743</b>	<b>\$ 903,465</b>

The accompanying Notes are an integral part of the Condensed Consolidated Financial Statements.

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

	<b>Three months ended</b>		<b>Nine months ended</b>	
	<b>October 30, 2010</b>	<b>October 31, 2009</b>	<b>October 30, 2010</b>	<b>October 31, 2009</b>
Net sales	\$ 489,269	\$ 444,621	\$ 1,353,926	\$ 1,199,957
Cost of sales (exclusive of depreciation included below in selling, general and administrative expenses)	(268,485)	(238,549)	(737,626)	(666,416)
Selling, general and administrative expenses	(171,883)	(164,862)	(479,947)	(531,140)
Change in fair value of derivative instruments	(31,681)	(30,701)	(45,843)	(40,778)
Operating profit (loss)	17,220	10,509	90,510	(38,377)
Interest expense	(3,335)	(3,236)	(10,032)	(9,678)
Interest income	1,258	626	2,671	1,891
Interest expense, net	(2,077)	(2,610)	(7,361)	(7,787)
Non-operating income (expense), net	1,500	(754)	1,500	(621)
Income (loss) from continuing operations before income taxes	16,643	7,145	84,649	(46,785)
Income tax expense	(8,726)	(11,079)	(38,532)	(13,507)
Income (loss) from continuing operations	7,917	(3,934)	46,117	(60,292)
Income (loss) from discontinued operations, net of tax				
Value City	2,187	(498)	2,152	83
Income from discontinued operations, net of tax				
Filene s Basement	4	203	3,009	44,581
Total income (loss) from discontinued operations, net of tax	2,191	(295)	5,161	44,664
Net income (loss)	10,108	(4,229)	51,278	(15,628)
Less: net income attributable to the noncontrolling interests	(13,428)	(9,900)	(33,642)	(15,359)
Net (loss) income attributable to Retail Ventures, Inc.	\$ (3,320)	\$ (14,129)	\$ 17,636	\$ (30,987)
Basic and diluted (loss) earnings per share:				
Basic (loss) earnings per share from continuing operations attributable to Retail Ventures, Inc. common shareholders	\$ (0.11)	\$ (0.28)	\$ 0.25	\$ (1.55)



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Diluted (loss) earnings per share from continuing operations attributable to Retail Ventures, Inc. common shareholders	\$ (0.11)	\$ (0.28)	\$ 0.25	\$ (1.55)
Basic earnings (loss) per share from discontinued operations attributable to Retail Ventures, Inc. common shareholders	\$ 0.04	\$ (0.01)	\$ 0.11	\$ 0.91
Diluted earnings (loss) per share from discontinued operations attributable to Retail Ventures, Inc. common shareholders	\$ 0.04	\$ (0.01)	\$ 0.10	\$ 0.91
Basic (loss) earnings per share attributable to Retail Ventures, Inc. common shareholders	\$ (0.07)	\$ (0.29)	\$ 0.36	\$ (0.63)
Diluted (loss) earnings per share attributable to Retail Ventures, Inc. common shareholders	\$ (0.07)	\$ (0.29)	\$ 0.36	\$ (0.63)
Shares used in per share calculations:				
Basic	49,037	48,938	49,028	48,855
Diluted	49,037	48,938	49,315	48,855
Amounts attributable to Retail Ventures, Inc. common shareholders:				
(Loss) income from continuing operations, net of tax	\$ (5,511)	\$ (13,834)	\$ 12,475	\$ (75,651)
Discontinued operations, net of tax	2,191	(295)	5,161	44,664
Net (loss) income	\$ (3,320)	\$ (14,129)	\$ 17,636	\$ (30,987)

The accompanying Notes are an integral part of the Condensed Consolidated Financial Statements.

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**RETAIL VENTURES, INC.**  
**CONDENSED CONSOLIDATED STATEMENTS OF SHAREHOLDERS EQUITY**  
(in thousands)  
(unaudited)

	Number of Shares		Retail Ventures, Inc. Shareholders						Total
	Common Shares	in Treasury	Common Shares	Retained Earnings (Accum- ulated Deficit)	Treasury Shares	Warrants	Comprehen- sive Loss	Non- controlling Interests	
<b>Balance, January 31, 2009</b>	48,691	8	\$ 306,868	\$ (76,930)	\$ (59)	\$ 124	\$ (7,389)	\$ 172,572	\$ 395,186
Net (loss) income from continuing operations				(75,651)				15,359	(60,292)
Net income from discontinued operations				44,664					44,664
Unrealized loss on available-for-sale securities							(99)		(99)
<i>Total comprehensive loss</i>									<i>\$ (15,727)</i>
Reclassification of unrealized losses on available-for-sale securities to an other-than temporary impairment							754		754
Capital transactions of subsidiary Stock based compensation expense, before related tax effects			949					3,274	5,261
Exercise of stock options	256		511						511
Cumulative effect of adoption of new accounting pronouncement						(115)	115		
Reclassification of warrants to liability						(9)			(9)
<b>Balance, October 31, 2009</b>	48,947	8	\$ 308,328	\$ (105,930)	\$ (59)	\$	\$ (6,619)	\$ 191,205	\$ 386,925

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<b>Balance, January 30, 2010</b>	48,964	8	\$ 313,147	\$ (100,277)	\$ (59)	\$ (6,942)	\$ 197,421	\$ 403,290
Net income from continuing operations				12,475			33,642	46,117
Net income from discontinued operations				5,161				5,161
<i>Total comprehensive income</i>								\$ 51,278
Capital transactions of subsidiary				3,369			3,868	7,237
Stock based compensation expense, before related tax effects				218				218
Net issuance of restricted shares	70		414					414
Exercise of stock options	13		85					85
<b>Balance, October 30, 2010</b>	49,047	8	\$ 313,864	\$ (79,272)	\$ (59)	\$ (6,942)	\$ 234,931	\$ 462,522

The accompanying Notes are an integral part of the Condensed Consolidated Financial Statements.

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

	<b>Nine months ended</b>	
	<b>October 30, 2010</b>	<b>October 31, 2009</b>
<b>Cash from operating activities:</b>		
Net income (loss)	\$ 51,278	\$ (15,628)
Less: income from discontinued operations, net of tax	(5,161)	(44,664)
Income (loss) before discontinued operations	46,117	(60,292)
Adjustments to reconcile net income to net cash provided by operating activities:		
Amortization of debt issuance costs and discount on debt	2,795	2,630
Stock based compensation expense	218	949
Restricted shares granted	414	
Capital transactions of subsidiary	3,369	1,987
Depreciation and amortization	34,823	34,782
Change in fair value of derivative instruments	45,843	40,778
Deferred income taxes and other non current liabilities	(13,607)	(28,053)
Loss on disposal of long-lived assets	805	387
Impairment charges on long-lived assets		481
Impairment charges on receivables from Filene's Basement		57,897
Non-operating expense		621
Other	5,525	3,274
Change in working capital, assets and liabilities:		
Accounts receivable	(4,968)	2,403
Inventories	(70,162)	(45,387)
Prepaid expenses and other current assets	(11,809)	2,951
Accounts payable	18,221	47,703
Proceeds from construction and tenant allowances	1,633	6,680
Accrued expenses	(5,098)	31,244
<b>Net cash provided by operating activities from continuing operations</b>	<b>54,119</b>	<b>101,035</b>
<b>Cash flows from investing activities:</b>		
Cash paid for property and equipment	(32,182)	(18,671)
Purchases of available-for-sale investments	(24,918)	(161,147)
Purchases of held-to-maturity investments	(147,348)	(12,105)
Maturities and sales of available-for-sale investments	68,145	101,106
Maturities and sales of held-to-maturity investments	49,876	3,675
Return of capital from equity investment related party	199	
Purchase of tradename	(225)	
Transfer of cash from restricted cash		10,261
Transfer of cash to restricted cash		(10,000)
<b>Net cash used in investing activities from continuing operations</b>	<b>(86,453)</b>	<b>(86,881)</b>

The accompanying Notes are an integral part of the Condensed Consolidated Financial Statements.

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

	Nine months ended	
	October 30, 2010	October 31, 2009
<b>Cash flows from financing activities:</b>		
Debt issuance costs	(758)	
Proceeds from exercise of stock options	85	511
Payment of current maturities on long-term obligations		(250)
<b>Net cash (used in) provided by financing activities from continuing operations</b>	<b>(673)</b>	<b>261</b>
<b>Cash and equivalents from discontinued operations:</b>		
Operating activities	5,161	20,563
Investing activities		(158)
Financing activities		(25,181)
<b>Net increase (decrease) in cash and equivalents from discontinued operations</b>	<b>5,161</b>	<b>(4,776)</b>
<b>Net (decrease) increase in cash and equivalents from continuing operations</b>	<b>\$ (33,007)</b>	<b>\$ 14,415</b>
<b>Cash and equivalents, beginning of period</b>	<b>141,773</b>	<b>99,084</b>
<b>Cash and equivalents, end of period</b>	<b>\$ 113,927</b>	<b>\$ 108,723</b>

The accompanying Notes are an integral part of the Condensed Consolidated Financial Statements.

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

**1. BUSINESS OPERATIONS**

Retail Ventures, Inc. (Retail Ventures or RVI) and its wholly-owned subsidiaries and majority-owned subsidiary are herein referred to collectively as the Company. Retail Ventures Common Shares are listed on the New York Stock Exchange (NYSE) under the ticker symbol RVI. The Company operates two segments in the United States of America (United States) as of October 30, 2010. DSW Inc. (DSW) is a specialty branded footwear retailer. The Corporate segment consists of all corporate assets, liabilities and expenses that are not attributable to the DSW segment. As of October 30, 2010, there were 313 DSW stores located throughout the United States. DSW also supplies shoes, under supply arrangements, for 351 locations for other retailers in the United States.

DSW. On July 5, 2005, DSW completed an initial public offering (IPO) of 16,171,875 Class A Common Shares sold at a price of \$19.00 per share and raised net proceeds of \$285.8 million, net of the underwriters' commission and before expenses of approximately \$7.8 million. As of October 30, 2010, Retail Ventures owned Class B Common Shares of DSW representing approximately 62.2% of DSW's outstanding Common Shares and approximately 92.9% of the combined voting power of such shares. RVI accounted for the sale of DSW as a capital transaction. Associated with this transaction, a deferred tax liability of \$65.5 million was recorded. DSW is a controlled subsidiary of Retail Ventures and its Class A Common Shares are listed on the NYSE under the ticker symbol DSW.

DSW is a leading U.S. branded footwear specialty retailer operating 313 shoe stores in 39 states as of October 30, 2010. DSW offers a wide assortment of better-branded dress, casual and athletic footwear for women and men, as well as accessories through DSW stores and dsw.com. As of October 30, 2010, DSW, pursuant to supply agreements, operated 261 leased shoe departments for Stein Mart, Inc., 68 for Gordmans, Inc., 21 for Filene's Basement and one for Frugal Fannie's Fashion Warehouse. Supply agreements results are included within the DSW segment. During the nine months ended October 30, 2010, DSW opened nine new DSW stores and three new leased departments, ceased operations in two DSW stores and seven leased departments and recategorized one combination DSW/Filene's Basement store as a DSW store.

*Corporate.* The Corporate segment represents the corporate assets, liabilities and expenses not allocated to the DSW segment, debt related expenses and income on investments.

**2. BASIS OF PRESENTATION AND SIGNIFICANT ACCOUNTING POLICIES**

**Basis of Presentation** The accompanying unaudited condensed consolidated interim financial statements should be read in conjunction with the Company's Annual Report on Form 10-K/A for the fiscal year ended January 30, 2010, as filed with the Securities and Exchange Commission (the SEC) on October 12, 2010 (the 2009 Annual Report).

In the opinion of management, the unaudited condensed consolidated interim financial statements reflect all adjustments, consisting of only normal recurring adjustments, which are necessary to present fairly the condensed consolidated financial position, results of operations and cash flows for the periods presented.

**Allowance for Doubtful Accounts** The Company monitors its exposure for credit losses and records related allowances for doubtful accounts. Allowances are estimated based upon specific accounts receivable balances, where a risk of default has been identified. As of October 30, 2010 and January 30, 2010, the Company's allowance for doubtful accounts were \$2.6 million and \$5.3 million, respectively. The decrease in the allowance was primarily related to the reversal of allowances recorded for receivables from liquidating Filene's Basement due to an initial distribution from the debtor's estates.

In addition, during the quarter ended May 2, 2009, there was an allowance recorded for \$52.6 million to fully reserve for the notes receivable from liquidating Filene's Basement. Effective November 3, 2009, RVI's claims against liquidating Filene's Basement in respect of these notes receivable were released in connection with a Settlement Agreement approved by the bankruptcy court.

**Inventories** Merchandise inventories are stated at net realizable value, determined using the first-in, first-out basis, or market, using the retail inventory method. The retail method is widely used in the retail industry due to its practicality. Under the retail inventory method, the valuation of inventories at cost and the resulting gross profits are calculated by applying a cost to retail ratio to the retail value of inventories. The cost of the inventory reflected on the balance sheet

is decreased by charges to cost of sales at the time the retail value of the inventory is lowered through the use of markdowns, which are reductions in prices due to customers' perception of value. Hence, earnings are negatively impacted as the merchandise is marked down prior to sale.



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

Inherent in the calculation of inventories are certain significant management judgments and estimates, including setting the original merchandise retail value, markdowns, and estimates of losses between physical inventory counts, or shrinkage, which combined with the averaging process within the retail method, can significantly impact the ending inventory valuation at cost and the resulting gross profit.

A reduction to inventories is charged to cost of sales for shrinkage. Shrinkage is calculated as a percentage of sales from the last physical inventory date. Estimates are based on both historical experience as well as recent physical inventory results. Physical inventory counts are taken on an annual basis and have supported the Company's shrinkage estimates.

Markdowns represent the excess of the carrying value over the amount the Company expects to realize from the ultimate disposition of the inventory. Factors considered in the determination of markdowns include customer preference and fashion trends. Changes in facts or circumstances do not result in the reversal of previously recorded markdowns or an increase in that newly established cost basis.

**Tradenames and Other Intangible Assets, Net** Tradenames and other intangible assets, net are primarily comprised of values assigned to tradenames and leases. As of October 30, 2010 and January 30, 2010, the gross balance of tradenames was \$13.0 million and \$12.8 million, respectively. During the nine months ended October 30, 2010, DSW purchased a merchandise tradename for the amount of \$0.2 million, amortizable over five years and an indefinite lived tradename for less than \$0.1 million. As of both October 30, 2010 and January 30, 2010, the gross balance of other intangible assets was \$0.1 million. Accumulated amortization for tradenames was \$10.6 million and \$10.0 million as of October 30, 2010 and January 30, 2010, respectively. Accumulated amortization for other intangible assets was \$0.1 million as of both October 30, 2010 and January 30, 2010. The average useful lives of tradenames and other intangible assets, net are 14 and 15 years as of October 30, 2010 and January 30, 2010, respectively.

Amortization expense for the nine months ended October 30, 2010 was \$0.7 million, and \$0.2 million will be amortized during the remainder of fiscal 2010. Amortization expense associated with the net carrying amount of intangible assets as of October 30, 2010 is \$0.9 million for both fiscal 2011 and fiscal 2012, \$0.3 million in fiscal 2013 and less than \$0.1 million in fiscal 2014.

**Customer Loyalty Program** DSW maintains a customer loyalty program for the DSW stores and dsw.com in which program members earn reward certificates that result in discounts on future purchases. Upon reaching the target-earned threshold, the members receive reward certificates for these discounts which expire six months after being issued. DSW accrues the anticipated redemptions of the discount earned at the time of the initial purchase. To estimate these costs, DSW is required to make assumptions related to customer purchase levels and redemption rates based on historical experience. The accrued liability as of October 30, 2010 and January 30, 2010 was \$11.9 million and \$9.0 million, respectively.

**Deferred Rent** Many of the Company's operating leases contain predetermined fixed increases of the minimum rentals during the initial lease terms. For these leases, the Company recognizes the related rental expense on a straight-line basis over the original terms of the lease. The Company records the difference between the amounts charged to expense and the rent paid as deferred rent and begins amortizing such deferred rent upon the delivery of the lease location by the lessor. The deferred rent included in noncurrent liabilities was \$34.3 million and \$34.4 million as of October 30, 2010 and January 30, 2010, respectively.

**Construction and Tenant Allowances** DSW receives cash allowances from landlords, which are deferred and amortized on a straight-line basis over the original terms of the lease as a reduction of rent expense. Construction and tenant allowances are included in noncurrent liabilities and were \$57.4 million and \$59.7 million as of October 30, 2010 and January 30, 2010, respectively.

**Noncontrolling Interests** During both the three and nine months ended October 30, 2010 and October 31, 2009, there was an immaterial impact to the net income (loss) attributable to Retail Ventures, Inc. as a result of the additional DSW common shares outstanding from DSW director stock unit grants of 432 and 765 made during each respective three month period and 31,130 and 45,895 made during each respective nine month period.



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

***Sales and Revenue Recognition*** Revenues from merchandise sales are recognized upon customer receipt of merchandise, are net of returns through period end and sales tax and are not recognized until collectability is reasonably assured. For dsw.com, the Company estimates a time lag for shipments to record revenue when the customer receives the goods and also includes revenue from shipping and handling in net sales while the related costs are included in cost of sales.

Revenue from gift cards is deferred and recognized upon redemption of the gift card. The Company's policy is to recognize income from breakage of gift cards when the likelihood of redemption of the gift card is remote. The Company recognized \$0.2 million as other operating income from gift card breakage during both of the three months ended October 30, 2010 and October 31, 2009. The Company recognized \$0.6 million as other operating income from gift card breakage during both of the nine months ended October 30, 2010 and October 31, 2009.

***Cost of Sales*** Cost of sales includes the cost of merchandise, markdowns, and inventory shrinkage. Cost of merchandise includes related inbound freight to our distribution centers, duties, commissions and outbound freight from the distribution centers to our stores and outbound freight of e-commerce sales. The classification of these expenses vary across the retail industry, thus our gross margin rates may not be comparable to those of other retailers that include warehousing and outbound distribution and transportation costs in cost of sales.

***Selling, General and Administrative Expenses*** Selling, general and administrative expenses include, and consist primarily of, store, warehousing, distribution and corporate payrolls and benefit costs, occupancy costs which include retail stores, warehousing and corporate rent costs, facility and leasehold improvement depreciation and utility costs, advertising, repair and maintenance, insurance, equipment depreciation, professional fees and other miscellaneous expenses.

***Non-operating Income, Net*** Non-operating income, net includes other-than-temporary impairments related to investments and realized gains on disposition of investments.

***Income Taxes*** Income taxes are accounted for using the asset and liability method. Under this method, deferred income taxes arise from temporary differences between the tax basis of assets and liabilities and their reported amounts in the financial statements. A valuation allowance is established against deferred tax assets when it is more likely than not that some portion or all of the deferred tax assets will not be realized.

***Sale of Subsidiary Stock*** Sales of stock by a subsidiary are accounted for by Retail Ventures as capital transactions.

### **3. ADOPTION OF ACCOUNTING STANDARDS**

In June 2009, the Financial Accounting Standards Board ( FASB ) issued an update to Accounting Standards Codification ( ASC ) 860 *Transfers and Servicing* related to accounting for transfers of financial assets. This guidance eliminates the concept of a qualifying special-purpose and removes the exception from applying ASC 810 to qualifying special-purpose entities. This guidance is effective for fiscal years beginning after November 15, 2009, and interim periods within those fiscal years, and did not impact the Company's consolidated financial statements.

In June 2009, the FASB issued an update to ASC 810 *Consolidation*. The guidance requires ongoing assessments using a primarily qualitative approach rather than the quantitative-based risks and rewards calculation in determining which entity has a controlling interest in a variable interest entity. In addition, an additional reconsideration assessment should be completed when an event causes a change in facts or circumstances. Lastly, the guidance requires additional disclosures about an entity's involvement in variable interest entities. This guidance is effective for fiscal years beginning after November 15, 2009, and interim periods within those fiscal years, and did not impact the Company's consolidated financial statements.

In January 2010, the FASB issued updates to existing guidance related to fair value measurements. As a result of these updates, entities will be required to provide enhanced disclosures about transfers into and out of level 1 and level 2 classifications, provide separate disclosures about purchases, sales, issuances and settlements relating to the tabular reconciliation of beginning and ending balances of the level 3 classification and provide greater disaggregation for each class of assets and liabilities that use fair value measurements. Except for the detailed level 3 disclosures, the new standard was effective for the Company for the first quarter of fiscal 2010. The requirement related to level 3 fair

value measurements is effective for the Company for interim and annual reporting periods beginning after January 29, 2011. The adoption of the effective portions of this new standard did not have a material impact to its consolidated financial statements and the Company does not expect a material impact to its consolidated financial statements related to the level 3 fair value disclosures.

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**4. DISCONTINUED OPERATIONS****Value City**

On January 23, 2008, Retail Ventures disposed of an 81% ownership interest in its Value City operations to VCHI Acquisition Co., a newly formed entity owned by VCDS Acquisition Holdings, LLC, Emerald Capital Management LLC and Crystal Value, LLC. Retail Ventures received no net cash proceeds from the sale and paid a fee of \$0.5 million to the purchaser. Retail Ventures recognized an aggregate after-tax loss related to the Value City disposition of \$65.1 million as of October 30, 2010.

**Filene s Basement**

On April 21, 2009, Retail Ventures disposed of Filene s Basement, Inc. and certain related entities to FB II Acquisition Corp., a newly formed entity owned by Buxbaum Holdings, Inc. ( Buxbaum ). RVI did not realize any cash proceeds from this transaction and agreed to pay a fee of \$1.3 million to Buxbaum, which has been paid, and reimbursed \$0.4 million of Buxbaum s costs associated with the transaction. RVI also agreed to indemnify Buxbaum, FB II Acquisition Corp. and their owners against certain liabilities. As of October 30, 2010, RVI had recorded a liability of \$0.2 million under lease obligations related to leases not assumed by New Filene s Basement. RVI has recognized an after-tax gain of \$84.9 million on the transaction as of October 30, 2010. The \$84.9 million gain on the disposition of Filene s Basement is comprised of the following (in thousands):

Total Investment in Filene s Basement as of April 21, 2009	\$ (90,026)
Disposition Costs:	
Selling costs to dispose of Filene s Basement	5,848
Outstanding guarantees	400
Impairment of fixed assets not sold	1,666
Total Disposition Costs	7,914
Pre-tax gain on disposition of Filene s Basement	(82,112)
Less tax effect	(2,805)
After tax gain on disposition of Filene s Basement	\$ (84,917)

In accordance with ASC 205-20, *Discontinued Operations*, changes in the carrying value of assets with residual interest in the discontinued business should be classified within continuing operations. The other accounts receivable from Filene s Basement existed prior to the disposition of Filene s Basement and the notes receivable and related interest receivable from Filene s Basement were not forgiven pursuant to the disposition transaction, but as a result of the May 4, 2009, Filene s Basement filing for bankruptcy after the disposition transaction. Therefore, the Company recorded bad debt expense in the amount of \$57.3 million for the notes receivable, related interest receivable and other accounts receivable from Filene s Basement in selling, general and administrative expenses within continuing operations. DSW recorded bad debt expense related to the impairment of certain accounts receivable from liquidating Filene s Basement of \$0.6 million. Therefore, included in the consolidated results of operations of RVI for the nine months ended October 31, 2009 is bad debt expense of \$57.9 million related to the impairment of these items. On March 3, 2010, an initial distribution from the debtor s estates of \$5.8 million to Retail Ventures and \$0.2 million to DSW was made.

On May 4, 2009, Filene s Basement Inc. filed for bankruptcy protection. On June 18, 2009, following bankruptcy court approval, SYL LLC, a subsidiary of Syms Corp ( Syms ), purchased certain assets of Filene s Basement. All references to liquidating Filene s Basement refer to the debtor, formerly known as Filene s Basement Inc., and its debtor subsidiaries remaining after the asset purchase by a subsidiary of Syms. All references to New Filene s Basement refer

to the stores operated by Syms. On September 25, 2009, RVI and DSW entered into a settlement agreement with liquidating Filene's Basement and its related debtors and the Official Committee of Unsecured Creditors appointed in the Chapter 11 case for the debtors. On November 3, 2009, the settlement agreement was approved by the Bankruptcy Court for the District of Delaware. As a result of the court's approval of the settlement agreement, RVI's claims in respect of \$52.6 million in notes receivable (comprised of two 13% Promissory Notes) from liquidating Filene's Basement were released; RVI maintained the rights and obligations related to (and agreed to indemnify liquidating Filene's Basement with regard to certain matters arising out of) the liquidating Filene's Basement defined benefit pension plan (the Pension Plan); and liquidating Filene's Basement and the creditors' committee agreed to allow certain general unsecured claims for amounts owed to RVI and DSW. The parties also agreed to certain provisions affecting the proper allocation of proceeds paid to RVI or liquidating Filene's Basement in connection with specified third party litigation and to certain provisions related to the debtors' recovery from third parties that were the beneficiaries of letters of credit or hold collateral related to workers' compensation claims. The settlement agreement also provides for certain mutual releases among the debtors, the creditors' committee, RVI, DSW and other parties.

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The following table presents the significant components of Filene's Basement operating results included in discontinued operations in each of the periods presented (in thousands):

	Three months ended		Nine months ended	
	October 30, 2010	October 31, 2009	October 30, 2010	October 31, 2009
Net sales				\$ 63,351
Loss before income taxes				\$ (31,195)
Income tax expense				(345)
Gain on sale	\$ 4	\$ 203	\$ 3,009	76,121
Income from discontinued operations, net of tax Filene's Basement	\$ 4	\$ 203	\$ 3,009	\$ 44,581

**5. STOCK BASED COMPENSATION****Retail Ventures Stock Compensation Plans**

Retail Ventures has a 2000 Stock Incentive Plan (the RVI Plan) that provides for the issuance of stock options to purchase up to 13,000,000 common shares or the issuance of restricted stock to management, key employees of Retail Ventures and affiliates, consultants (as defined in the RVI Plan), and directors of Retail Ventures. Stock options generally vest 20% per year on a cumulative basis. Stock options granted under the RVI Plan remain exercisable for a period of ten years from the date of grant.

A stock option to purchase 2,500 common shares is automatically granted to each non-employee RVI director on the first NYSE trading day in each calendar quarter. The exercise price for each stock option is the fair market value of the common shares on the date of grant. All stock options become exercisable one year after the grant date and remain exercisable for a period of ten years from the grant date, subject to continuation of the option holders' service as directors of Retail Ventures.

Retail Ventures had a 1991 Stock Option Plan. As of October 30, 2010, there were no outstanding options under this plan.

The following table summarizes the activity of RVI's stock options, stock appreciation rights (SARs) and restricted stock units (RSUs) (in thousands):

Nine months ended October 30, 2010	Stock Options	SARs	RSUs
Outstanding beginning of period	826	177	6
Granted	38		
Exercised	(13)		(6)
Forfeited	(46)	(4)	
Outstanding end of period	805	173	
Exercisable end of period	755	165	

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*Stock Options*

Retail Ventures expensed \$0.2 million for both the nine months ended October 30, 2010 and October 31, 2009, respectively, related to RVI stock options.

The following table illustrates the weighted-average assumptions used in the Black-Scholes option-pricing model for RVI stock options granted in each of the periods presented:

	Nine months ended	
	October 30, 2010	October 31, 2009
Assumptions:		
Risk-free interest rate	2.2%	2.1%
Expected volatility of Retail Ventures common shares	87.6%	84.6%
Expected option term	4.9 years	5.0 years
Expected dividend yield	0.0%	0.0%

The weighted-average grant date fair value of RVI stock options granted in the nine months ended October 30, 2010 and October 31, 2009 was \$6.78 per share and \$1.94 per share, respectively. The total aggregate intrinsic value of nonvested RVI stock options as of October 30, 2010 was \$0.2 million. As of October 30, 2010, the total compensation cost related to nonvested RVI stock options not yet recognized was approximately \$0.1 million with a weighted-average expense recognition period remaining of 0.6 years.

*Stock Appreciation Rights*

Retail Ventures expensed less than \$0.1 million and \$0.7 million in continuing operations for the nine months ended October 30, 2010 and August 1, 2009, respectively, related to RVI SARs. As of October 30, 2010, the total compensation cost related to nonvested RVI SARs not yet recognized was less than \$0.1 million with a weighted-average expense recognition period remaining of 1.4 years.

*Restricted Stock Units*

Retail Ventures expensed less than \$0.1 million in continuing operations for both the nine months ended October 30, 2010 and October 31, 2009, related to RVI restricted stock units. The restricted stock units are settled only in cash in an amount equal to the fair market value of an equivalent number of RVI's common shares on the date of vesting. Retail Ventures paid \$0.1 million to settle vested RVI restricted stock units during the nine months ended October 30, 2010. There were no RVI restricted stock units accrued as of October 30, 2010 and there were less than \$0.1 million RVI restricted stock units accrued at January 30, 2010.

*Restricted Shares*

Retail Ventures expensed \$0.4 million in continuing operations for the nine months ended October 30, 2010 related to RVI restricted shares. There was no expense related to RVI restricted shares during the nine months ended October 31, 2009. Retail Ventures issues restricted common shares to certain key employees pursuant to individual employment agreements and certain other grants from time to time, which are approved by the Board of Directors. The agreements condition the vesting of the RVI restricted shares generally upon continued employment with Retail Ventures with such restrictions generally expiring over one to three years. The market value of the RVI restricted shares at the date of grant is charged to expense on a straight-line basis over the period that the restrictions lapse. As of October 30, 2010, Retail Ventures had 70,000 restricted shares outstanding.

The total aggregate intrinsic value of nonvested RVI restricted shares at October 30, 2010 was \$1.0 million. As of October 30, 2010, the total compensation cost related to nonvested RVI restricted shares not yet recognized was approximately \$0.2 million with a weighted-average expense recognition period remaining of 0.3 years. The weighted-average exercise price for all RVI restricted shares is zero.





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**DSW Stock Compensation Plan**

DSW has a 2005 Equity Incentive Plan ( the DSW Plan ) that provides for the issuance of equity awards to purchase up to 7.6 million DSW common shares. The DSW Plan covers stock options, restricted stock units and director stock units. Eligible recipients include key employees of DSW and affiliates, as well as directors of DSW. Stock options generally vest 20% per year on a cumulative basis. Stock options granted under the DSW Plan generally remain exercisable for a period of ten years from the date of grant. Prior to fiscal 2005, DSW did not have a stock option plan or any equity units outstanding.

The following tables summarize the activity of DSW s stock options and restricted stock units ( RSUs ) (in thousands):

Nine months ended October 30, 2010	Stock Options	RSUs
Outstanding beginning of period	2,504	267
Granted	522	59
Exercised	(82)	(39)
Forfeited	(101)	(11)
Outstanding end of period	2,843	276
Exercisable end of period	1,187	

*Stock Options*

Included in the consolidated statements of operations is expense of \$3.5 million and \$3.2 million for the nine months ended October 30, 2010 and October 31, 2009, respectively, related to DSW stock options.

The following table illustrates the weighted-average assumptions used in the Black-Scholes option-pricing model for DSW stock options granted in each of the periods presented:

	Nine months ended	
	October 30, 2010	October 31, 2009
Assumptions:		
Risk-free interest rate	2.5%	1.9%
Expected volatility of DSW common shares	56.9%	57.6%
Expected option term	4.9 years	4.9 years
Expected dividend yield	0.0%	0.0%

The weighted-average grant date fair value of DSW stock options granted in the nine months ended October 30, 2010 and October 31, 2009 was \$13.40 per share and \$5.10 per share, respectively. The total aggregate intrinsic value of nonvested DSW stock options as of October 30, 2010 was \$25.5 million. As of October 30, 2010, the total compensation cost related to nonvested DSW stock options not yet recognized was approximately \$9.0 million with a weighted average expense recognition period remaining of 3.5 years.

*Restricted Stock Units*

Included in the consolidated statements of operations is expense of \$0.7 million and \$1.0 million for the nine months ended October 30, 2010 and October 31, 2009, respectively, related to DSW restricted stock units. The total aggregate intrinsic value of nonvested DSW restricted stock units as of October 30, 2010 was \$9.2 million. As of October 30, 2010, the total compensation cost related to nonvested DSW restricted stock units not yet recognized was approximately \$1.9 million with a weighted-average expense recognition period remaining of 2.6 years. The weighted-average exercise price for all DSW restricted stock units is zero.



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*Director Stock Units*

Included in the consolidated statements of operations is expense of \$0.8 million and \$0.6 million for the nine months ended October 30, 2010 and October 31, 2009, respectively, related to DSW director stock units. DSW issues stock units to directors who are not employees of DSW or RVI. During the nine months ended October 30, 2010 and October 31, 2009, DSW granted 31,130 and 45,895 director stock units, respectively. As of October 30, 2010, 160,835 DSW director stock units had been issued and no DSW director stock units had been settled.

**6. INVESTMENTS**

DSW determines the balance sheet classification of its investments at the time of purchase and evaluates the classification at each balance sheet date. If DSW has the intent and ability to hold the investments to maturity, investments are classified as held-to-maturity. Held-to-maturity securities are stated at amortized cost plus accrued interest. Otherwise, investments are classified as available-for-sale. The majority of DSW's short-term available-for-sale investments generally have renewal dates of every 7 days and longer stated maturities. Despite the long-term nature of the stated contractual maturities of these short-term investments, DSW has the ability to liquidate these securities shortly after the renewal dates. In addition to short-term investments, DSW has invested in certain longer term bonds to receive higher returns. These long-term investments have maturities greater than one year but generally shorter than two years and are classified as held-to-maturity. DSW also received a return of capital of \$0.2 million related to its related party equity investment. During the third quarter of fiscal 2010, DSW sold its fully impaired auction rate security for a gain of \$1.5 million.

The following table discloses the major categories of DSW's investments (in thousands) as of the periods presented:

	Short-term investments		Long-term investments, net	
	October 30, 2010	January 30, 2010	October 30, 2010	January 30, 2010
Available-for-sale:				
Tax exempt, tax advantaged and taxable bonds	\$ 99,822	\$ 124,107		
Tax exempt commercial paper	4,000	8,100		
Certificates of deposit		15,000		
<b>Total available-for-sale investments</b>	<b>\$ 103,822</b>	<b>\$ 147,207</b>		
Held-to-maturity:				
Term notes	\$ 102,243	\$ 17,058		
Bonds			\$ 10,815	
Equity investment related party			952	\$ 1,151
<b>Total investments</b>	<b>\$ 206,065</b>	<b>\$ 164,265</b>	<b>\$ 11,767</b>	<b>\$ 1,151</b>

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**7. LONG-TERM OBLIGATIONS AND WARRANT LIABILITIES**

Long-term obligations as of the periods presented consisted of the following (in thousands):

	October 30, 2010	January 30, 2010
Credit facilities:		
Current maturities of long-term obligations		
Premium Income Exchangeable Securities ( PIES )	\$ 133,750	
Discount on PIES	(2,231)	
Total short-term obligations	\$ 131,519	
Long-term debt net of current maturities		
Premium Income Exchangeable Securities ( PIES )		\$ 133,750
Discount on PIES		(3,993)
Total long-term obligations		\$ 129,757
Availability to DSW under the revolving credit facility	\$ 87,107	\$ 132,560

**DSW \$100 Million Credit Facility**

On June 30, 2010, DSW entered into a \$100 million secured revolving credit facility (the DSW Credit Facility ) with a term of four years that will expire on June 30, 2014. Under this facility, DSW and its subsidiary, DSW Shoe Warehouse, Inc. ( DSWSW ), are co-borrowers, with all other subsidiaries listed as guarantors. The DSW Credit Facility may be increased by up to \$75 million upon DSW 's request and approval by increasing lenders and subject to customary conditions. The DSW Credit Facility provides for swing loans of up to \$10 million and the issuance of letters of credit up to \$50 million. The DSW Credit Facility is secured by a lien on substantially all of the personal property assets of DSW and its subsidiaries with certain exclusions and will be used to provide funds for general corporate purposes, to refinance existing letters of credit outstanding under DSW 's previous credit arrangement, to provide for the ongoing working capital requirements of DSW, and to make permitted acquisitions. Revolving credit loans bear interest under the DSW Credit Facility at DSW 's option under: (A) a base rate option at a rate per annum equal to the highest of (i) the Federal Funds Open Rate (as defined in the DSW Credit Facility), plus 0.5%, (ii) the Agent 's prime rate, and (iii) the Daily LIBOR Rate (as defined in the DSW Credit Facility) plus 1.0%, plus in each instance an applicable margin based upon DSW 's revolving credit availability; or (B) a LIBOR option at rates equal to the one, two, three, or six month LIBOR rates, plus an applicable margin based upon DSW 's revolving credit availability. Swing loans bear interest under the base rate option. DSW 's right to obtain advances under the DSW Credit Facility is limited by a borrowing base. In addition, the DSW Credit Facility contains usual and customary restrictive covenants relating to the management and the operation of DSW 's business. These covenants, among other things, limit or restrict DSW 's ability to grant liens on its assets, incur additional indebtedness, enter into transactions with affiliates, merge or consolidate with another entity, redeem its stock and pay cash dividends up to the aggregate amount of 50% of the previous year 's net income, for a maximum of \$50.0 million.

As of October 30, 2010, DSW had no outstanding borrowings, had availability under the facility of \$87.1 million and had outstanding letters of credit of \$12.9 million. As of January 30, 2010 under its previous credit facility, DSW had no outstanding borrowings, had availability under the facility of \$132.6 million and had outstanding letters of credit of \$17.4 million. DSW is in compliance with the covenants under the DSW Credit Facility.

RVI's net restricted assets as of October 30, 2010 and January 30, 2010 were \$234.8 million and \$197.4 million, respectively.

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**Derivative Instruments**

In accordance with ASC 815, *Derivatives and Hedging*, the Company recognizes all derivatives on the balance sheet at fair value. For derivatives that are not designated as hedges under ASC 815, changes in the fair values are recognized in earnings in the period of change. There were no derivatives designated as hedges outstanding as of October 30, 2010 or January 30, 2010. The Company does not hold or issue derivative financial instruments for trading purposes. Retail Ventures estimates the fair values of derivatives based on the Black-Scholes model using current market information and records all derivatives on the balance sheet at fair value.

**\$143,750,000 Premium Income Exchangeable Securities<sup>SM</sup> (PIES)**

On August 10, 2006, Retail Ventures announced the pricing of its 6.625% Mandatorily Exchangeable Notes due September 15, 2011, or PIES, in the aggregate principal amount of \$125,000,000. The closing of the transaction took place on August 16, 2006. On September 15, 2006, Retail Ventures closed on the exercise by the sole underwriter of its entire option to purchase an additional aggregate principal amount of \$18,750,000 of PIES. The \$143,750,000 PIES bear a coupon at an annual rate of 6.625% of the principal amount, payable quarterly in arrears on March 15, June 15, September 15 and December 15 of each year, commencing on December 15, 2006 and ending on September 15, 2011. Except to the extent RVI exercises its cash settlement option, the PIES are mandatorily exchangeable, on the maturity date, into Class A Common Shares of DSW, no par value per share, which are issuable upon exchange of DSW Class B Common Shares, no par value per share, beneficially owned by RVI. On the maturity date, each holder of the PIES will receive a number of DSW Class A Common Shares per \$50.00 principal amount of PIES equal to the exchange ratio described in the RVI prospectus filed with the SEC on August 11, 2006, or if RVI elects, the cash equivalent thereof or a combination of cash and DSW Class A Common Shares. The exchange ratio is equal to the number of DSW Class A Common Shares determined as follows: (i) if the applicable market value of DSW Class A Common Shares equals or exceeds \$34.95, the exchange ratio will be 1.4306 shares; (ii) if the applicable market value of DSW Class A Common Shares is less than \$34.95 but greater than \$27.41, the exchange ratio will be between 1.4306 and 1.8242 shares; and (iii) if the applicable market value of DSW Class A Common Shares is less than or equal to \$27.41, the exchange ratio will be 1.8242 shares, subject to adjustment as provided in the PIES. The maximum aggregate gross number of DSW Class A Common Shares deliverable upon exchange of the PIES is 5,244,575 DSW Class A Common Shares, subject to adjustment as provided in the PIES. As of October 30, 2010 the PIES have been reclassified to a current liability.

The embedded exchange feature of the PIES is accounted for as a derivative, which is recorded at fair value with changes in fair value in the statement of operations. Accordingly, the accounting for the embedded derivative addresses the variations in the fair value of the obligation to settle the PIES when the market value exceeds or is less than the threshold appreciation price. The fair value of the conversion feature at the date of issuance of \$11.7 million was equal to the amount of the discount of the PIES and will be amortized into interest expense over the term of the PIES.

As of October 30, 2010, the discount on the PIES has a remaining amortization period of 0.9 years. The amount of interest expense recognized and the effective interest rate for the PIES were as follows (in thousands):

	Nine Months Ended	
	October 30, 2010	October 31, 2009
Contractual interest expense	\$ 7,143	\$ 7,090
Amortization of debt discount	1,762	1,618
Total interest expense	\$ 8,905	\$ 8,708

Effective interest rate	8.6%	8.6%
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On October 10, 2008, Retail Ventures repurchased 200,000 units of PIES for an aggregate purchase price of \$5.6 million, which resulted in a reduction of the long-term obligation of \$10.0 million. Retail Ventures recorded a gain of \$1.5 million on the repurchase which was included in non-operating income on the statements of operations.



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During the three and nine months ended October 30, 2010, the Company recorded a non-cash charge of \$23.5 million and \$34.6 million, respectively, related to the change in fair value of the conversion feature of the PIES. During the three and nine months ended October 31, 2009, the Company recorded a non-cash charge of \$21.6 million and \$30.8 million, respectively, related to the change in fair value of the conversion feature of the PIES. At October 30, 2010 the fair value current liability recorded for the conversion feature was \$6.6 million. At January 30, 2010, the fair value asset recorded for the conversion feature was \$28.0 million.

The fair value of the conversion feature of the PIES was estimated using the Black-Scholes option-pricing model with the following assumptions in each of the periods presented:

	October 30, 2010	January 30, 2010
Assumptions:		
Risk-free interest rate	0.9%	1.3%
Expected volatility of common shares	48.1%	70.9%
Expected option term	0.9 years	1.6 years
Expected dividend yield	0.0%	0.0%

**Warrants**

The detached warrants with dual optionality issued in connection with previously paid credit facilities qualified as derivatives under ASC 815, *Derivatives and Hedging*. The fair values of the warrants have been recorded on the balance sheet within current liabilities. As of both October 30, 2010 and January 30, 2010, the Company had 3,683,959 outstanding warrants. The warrants outstanding as of October 30, 2010 expire on June 11, 2012.

During the three months and nine months ended October 30, 2010, the Company recorded a non-cash charge of \$8.2 million and \$11.3 million, respectively, related to the change in the fair value of the warrants, of which the portion held by related parties was a non-cash charge of \$3.9 million and \$5.3 million, respectively. During the three and nine months ended October 31, 2009, the Company recorded a non-cash charge of \$9.1 million and \$10.0 million, respectively, related to the change in the fair value of the warrants, of which the portion held by related parties was a non-cash charge of \$4.3 million and \$3.7 million, respectively. The fair value of the warrants was \$34.3 million and \$23.1 million at October 30, 2010 and January 30, 2010, respectively. The fair value of the warrants held by related parties at October 30, 2010 and January 30, 2010 was \$16.1 million and \$10.8 million, respectively.

Effective November 16, 2010, Retail Ventures, Inc issued 1,214,572 of its common shares, without par value, to Cerberus Partners, L.P. (Cerberus) in connection with Cerberus' exercise of its outstanding term warrant that was originally issued by the Company on July 5, 2005. The warrant was exercised on a cashless exercise basis as permitted by the warrant, resulting in the issuance of 1,214,572 of the 1,731,460 shares for which the warrant could have been exercised (at an exercise price of \$4.50 per share). In connection with this issuance, no payment was made to the Company, no underwriters were utilized and no commissions were paid.

The fair value of the warrants was estimated using the Black-Scholes option-pricing model with the following assumptions in each of the periods presented:

	October 30, 2010	January 30, 2010
Assumptions:		
Risk-free interest rate	0.4%	0.8%
Expected volatility of common shares	61.3%	123.0%
Expected option term	1.6 years	2.4 years
Expected dividend yield	0.0%	0.0%



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The fair values and balance sheet locations of the Company's derivative (liabilities) assets are as follows (in thousands):

	Balance Sheet Location	October 30, 2010	January 30, 2010
Warrants	Warrant liability	\$ (34,328)	\$ (23,068)
Conversion feature of short-term debt	Conversion feature of short-term debt	(6,553)	
Conversion feature of long-term debt	Conversion feature of long-term debt		28,029
<b>Total</b>		<b>\$ (40,881)</b>	<b>\$ 4,961</b>

The effect of derivative instruments on the Company's condensed consolidated statements of operations is as follows (in thousands):

	Three Months Ended		Nine Months Ended	
	October 30, 2010	October 31, 2009	October 30, 2010	October 31, 2009
Warrants	\$ (8,209)	\$ (9,076)	\$ (11,260)	\$ (9,960)
Conversion feature of long-term debt	(23,472)	(21,625)	(34,583)	(30,818)
Expense related to the change in fair value of derivative instruments	\$ (31,681)	\$ (30,701)	\$ (45,843)	\$ (40,778)

**8. FAIR VALUE MEASUREMENTS OF FINANCIAL ASSETS AND LIABILITIES**

Fair value is defined as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. Therefore, fair value is a market-based measurement based on assumptions of the market participants. As a basis for these assumptions, the Company classifies its fair value measurements under the following fair value hierarchy:

Level 1 inputs are unadjusted quoted prices in active markets for identical assets or liabilities that are publicly accessible. Active markets have frequent transactions with enough volume to provide ongoing pricing information.

Level 2 inputs are other than level 1 inputs that are directly or indirectly observable. These can include unadjusted quoted prices for similar assets or liabilities in active markets, unadjusted quoted prices for identical assets or liabilities in inactive markets or other observable inputs.

Level 3 inputs are unobservable inputs.

Financial assets and liabilities measured at fair value on a recurring basis as of the periods presented consisted of the following (in thousands):

	As of October 30, 2010				As of January 30, 2010			
	Total	Level 1	Level 2	Level 3	Total	Level 1	Level 2	Level 3
<b>Assets:</b>								
Cash and equivalents	\$ 113,927	\$ 113,927			\$ 141,773	\$ 141,773		
	206,065		\$ 206,065		164,265		\$ 164,265	

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Short-term investments								
Long-term investments, net	11,767		10,815	\$ 952	1,151			\$ 1,151
Conversion feature of long-term debt					28,029		28,029	
	\$ 331,759	\$ 113,927	\$ 216,880	\$ 952	\$ 335,218	\$ 141,773	\$ 192,294	\$ 1,151

**Liabilities:**

Conversion feature of short-term debt	\$ 6,553		\$ 6,553					
Warrant liability	34,328		34,328		\$ 23,068		\$ 23,068	
	\$ 40,881		\$ 40,881		\$ 23,068		\$ 23,068	

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Cash and equivalents primarily represent cash deposits and investments in money market funds held with financial institutions, as well as credit card receivables that generally settle within three days. Equity investments are evaluated for other-than-temporary impairment using level 3 inputs such as the financial condition and future prospects of the entity. The Company's available-for-sale and held-to-maturity investments are valued using a market-based approach using level 2 inputs such as prices of similar assets in active markets.

See Note 6 for fair value disclosures regarding investments and Note 7 for fair value disclosure regarding long-term obligations and warrant liabilities.

The following table presents the activity related to level 3 fair value measurements for the periods presented (in thousands):

	Three months ended			
	October 30, 2010		October 31, 2009	
	Short-term	Long-term	Short-term	Long-term
	investments	investments, net	investments	investments, net
Carrying value at the beginning of the period	\$	952	\$	1,771
Transfers between short-term and long-term investments			(1,771)	\$ 1,771
Reclassification of unrealized losses on available-for-sale securities to an other-than-temporary impairment				729
Other-than-temporary impairment included in net loss				(754)
Carrying value at the end of the period	\$	952	\$	\$ 1,746

	Nine months ended			
	October 30, 2010		October 31, 2009	
	Short-term	Long-term	Short-term	Long-term
	investments	investments, net	investments	investments, net
Carrying value at the beginning of the period	\$	1,151	\$	\$ 1,266
Transfer out of level 3				(1,266)
Transfers between short-term and long-term investments			(1,845)	1,845
Return of capital from equity investment		(199)		
Reclassification of unrealized losses on available-for-sale securities to an other-than-temporary impairment				655
Other-than-temporary impairment included in net loss				(754)
Carrying value at the end of the period	\$	952	\$	\$ 1,746

There were no non-financial assets measured on a nonrecurring basis during the nine months ended October 30, 2010. As of October 31, 2009, long-lived assets to be held and used with a carrying amount of \$1.3 million were written down to their fair value of \$0.8 million resulting in an impairment charge of \$0.5 million, which was included in earnings.

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The Company periodically evaluates the carrying amount of its long-lived assets, primarily property and equipment, and finite life intangible assets when events and circumstances warrant such a review to ascertain if any assets have been impaired. The carrying amount of a long-lived asset or asset group is considered impaired when the carrying value of the asset or asset group exceeds the expected future cash flows from the asset or asset group. The Company reviews are conducted at the lowest identifiable level, which include a store. The impairment loss recognized is the excess of the carrying value of the asset or asset group over its fair value, based on a discounted cash flow analysis using a discount rate determined by management. Should an impairment loss be realized, it will generally be included in selling, general and administrative expense.

**9. PENSION BENEFIT PLAN**

The Company contributed \$0.5 million in the third quarter of fiscal 2010 to meet minimum funding requirements under the Pension Plan. The Company was not required to make any contributions during the first three quarters of fiscal 2009 to meet minimum funding requirements under the Pension Plan. The following table shows the components of net periodic cost of the Pension Plan for the periods presented (in thousands):

	Three months ended		Nine months ended	
	October 30, 2010	October 31, 2009	October 30, 2010	October 31, 2009
Interest cost	\$ 248	\$ 244	\$ 743	\$ 732
Expected return on plan assets	(212)	(189)	(636)	(567)
Amortization of transition asset	(9)	(9)	(26)	(27)
Amortization of net loss	72	143	218	429
Net periodic cost	\$ 99	\$ 189	\$ 299	\$ 567

**10. (LOSS) EARNINGS PER SHARE**

Basic (loss) earnings per share are based on the net (loss) income and a simple weighted average of common shares outstanding. Diluted (loss) earnings per share reflects the potential dilution of common shares, related to outstanding stock options, SARs and Warrants, calculated using the treasury stock method. The following is a reconciliation of the components of net (loss) income and number of shares used in the calculation of diluted (loss) earnings per share computations for the three and nine months ended October 30, 2010 and October 31, 2009 (in thousands except per share amounts):

	Three months ended		Nine months ended	
	October 30, 2010	October 31, 2009	October 30, 2010	October 31, 2009
Net (loss) income from continuing operations attributable to Retail Ventures, Inc. common shareholders for basic earnings per share	\$ (5,511)	\$ (13,834)	\$ 12,475	\$ (75,651)
Net (loss) income attributable to Retail Ventures, Inc. common shareholders for basic earnings per share	\$ (3,320)	\$ (14,129)	\$ 17,636	\$ (30,987)

For all periods presented, the loss in fair value of Term Loan Warrants ( warrants ) was included in the calculation of the net (loss) income.





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	Three months ended		Nine months ended	
	October 30, 2010	October 31, 2009	October 30, 2010	October 31, 2009
Weighted average shares outstanding	49,037	48,938	49,028	48,855
Assumed exercise of dilutive SARs			18	
Assumed exercise of dilutive stock options			269	
Number of shares for computations of dilutive earnings per share	49,037	48,938	49,315	48,855

For the nine months ended October 30, 2010, the assumed exercise of 1,970,396 warrants was not included in the calculation of shares since there was a loss in fair value of warrants.

	Three months ended		Nine months ended	
	October 30, 2010	October 31, 2009	October 30, 2010	October 31, 2009
Dilutive (loss) earnings per share from continuing operations attributable to Retail Ventures, Inc. common shareholders	\$ (0.11)	\$ (0.28)	\$ 0.25	\$ (1.55)
Dilutive (loss) earnings per share attributable to Retail Ventures, Inc. common shareholders	\$ (0.07)	\$ (0.29)	\$ 0.36	\$ (0.63)

There were 2,390,370 and 530,566 securities outstanding for the quarter ended October 30, 2010 and October 31, 2009, respectively, 2,087,432 and 441,553 of which were for the assumed exercise of warrants, that had an equity unit exercise price less than the average market price of the common shares for the period, but were not included in the computation of dilutive (loss) earnings per share since the effect would be anti-dilutive due to the quarter-to-date net loss. There were 194,711 securities outstanding for the year-to-date period ended October 31, 2009, 147,184 of which were for the assumed exercise of warrants that had an equity unit exercise price less than the average market price of the common shares for the period, but were not included in the computation of dilutive (loss) earnings per share since the effect would be anti-dilutive due to the year-to-date net loss.

The amount of securities outstanding at October 30, 2010 and October 31, 2009 that were not included in the computation of dilutive earnings per share because the equity unit s exercise price was greater than the average market price of the common shares for the period and, therefore, the effect would be anti-dilutive, was as follows (in thousands):

	Three months ended		Nine months ended	
	October 30, 2010	October 31, 2009	October 30, 2010	October 31, 2009
SARs	120	159	120	197
Stock Options	138	309	160	760
Total of all potentially dilutive instruments	258	468	280	957

**11. TOTAL ACCUMULATED OTHER COMPREHENSIVE LOSS**

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The balance sheet caption Accumulated Other Comprehensive Loss was \$6.9 million at both October 30, 2010 and January 30, 2010 and related to the Pension Plan. For the nine months ended October 30, 2010 the comprehensive income was \$51.3 million. For the nine months ended October 31, 2009 the comprehensive loss was \$15.7 million.

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**12. INCOME TAXES**

Effective February 4, 2007, in accordance with ASC 740 *Income Taxes*, the Company establishes valuation allowances for deferred tax assets when the amount of expected future taxable income is not likely to support the use of the deduction or credit. The Company has determined that there is a probability that future taxable income may not be sufficient to fully utilize deferred tax assets. The valuation allowance as of October 30, 2010 and January 30, 2010 was \$89.5 million and \$91.8 million, respectively. Based on available data, the Company believes it is more likely than not that the remaining deferred tax assets will be realized.

The tax rate of 45.5% for the nine month period ended October 30, 2010 reflects the impact of the change in fair value of warrants, included in book income but not tax income, and changes due to the value of the derivative instruments on federal and state deferred tax assets.

The Company is no longer subject to U.S. federal or state and local income tax examinations by tax authorities for the fiscal years prior to 2007. The Company is not currently under audit by the IRS. There are several state audits and appeals ongoing for fiscal years from 2006 through 2009. The Company estimates the range of possible changes that may result from the examinations to be insignificant at this time.

Consistent with its historical financial reporting, the Company has elected to classify interest expense related to income tax liabilities, when applicable, as part of the interest expense in its condensed consolidated statement of income rather than income tax expense. The Company will continue to classify income tax penalties as part of operating expenses in its condensed consolidated statements of income. As of October 30, 2010 and January 30, 2010, \$0.5 million and \$1.9 million, respectively, were accrued for the payment of interest and penalties.

**13. SUPPLEMENTAL DISCLOSURES OF CASH FLOW INFORMATION**

A supplemental schedule of cash flow information is presented below (in thousands):

	Nine months ended	
	October 30, 2010	October 31, 2009
Cash paid during the period for:		
Interest	\$ 7,143	\$ 7,143
Income taxes	\$ 65,612	\$ 12,536
Noncash activities:		
Balance of accounts payable and accrued expenses due to property and equipment purchases	\$ 4,740	\$ 1,372
Capital contribution to subsidiary	\$ 945	
Amortization of investment discounts and premiums	\$ 1,630	

**14. SEGMENT REPORTING**

The Company is operated in two segments: DSW and Corporate. All of the operations are located in the United States. As a result of RVI's disposition of Filene's Basement during fiscal 2009, the results of Filene's Basement operations are included in discontinued operations and Filene's Basement is therefore no longer included as a reportable segment of the Company. As a result of RVI's disposition of an 81% ownership interest in its Value City business during fiscal 2007, the results of the Value City operations are also included in discontinued operations and Value City is therefore no longer included as a reportable segment of the Company.

The Company has identified its segments based on the chief operating decision makers responsibilities and measures segment profit (loss) as operating profit (loss), which is defined as profit (loss) before interest expense, income taxes and noncontrolling interest. The goodwill balance of \$25.9 million outstanding at October 30, 2010 and January 30, 2010, is recorded in the DSW segment. The Corporate segment includes activities that are not allocated to the DSW segment.



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The tables below present segment information for the three and nine months ended October 30, 2010 and October 31, 2009 and as of October 30, 2010 and January 31, 2010 (in thousands):

	DSW	Corporate	Total
<i>Three months ended October 30, 2010</i>			
Net Sales	\$ 489,269		\$ 489,269
Operating profit (loss)	55,072	\$ (37,852)	17,220
Depreciation and amortization	11,328	109	11,437
Interest expense	211	3,124	3,335
Interest income	1,256	2	1,258
(Provision) benefit for income taxes	(22,104)	13,378	(8,726)
Capital expenditures	16,858		16,858
<i>Three months ended October 31, 2009</i>			
Net Sales	\$ 444,621		\$ 444,621
Operating profit (loss)	44,721	\$ (34,212)	10,509
Depreciation and amortization	11,691	110	11,801
Interest expense	176	3,060	3,236
Interest income	621	5	626
(Provision) benefit for income taxes	(17,781)	6,702	(11,079)
Capital expenditures	3,636		3,636
<i>Nine months ended October 30, 2010</i>			
Net Sales	\$ 1,353,926		\$ 1,353,926
Operating profit (loss)	142,312	\$ (51,802)	90,510
Depreciation and amortization	34,495	328	34,823
Interest expense	699	9,333	10,032
Interest income	2,666	5	2,671
(Provision) benefit for income taxes	(56,628)	18,096	(38,532)
Capital expenditures	34,953		34,953
<i>Nine months ended October 31, 2009</i>			
Net Sales	\$ 1,199,957		\$ 1,199,957
Operating profit (loss)	68,185	\$ (106,562)	(38,377)
Depreciation and amortization	34,415	367	34,782
Interest expense	547	9,131	9,678
Interest income	1,824	67	1,891
(Provision) benefit for income taxes	(27,498)	13,991	(13,507)
Capital expenditures	16,776		16,776

*As of October 30, 2010*

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Total assets	\$ 965,396	\$ 34,347	\$ 999,743
<i>As of January 30, 2010</i>			
Total assets	\$ 850,756	\$ 52,709	\$ 903,465

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**15. COMMITMENTS AND CONTINGENCIES**

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

The Company is exposed to a number of asserted and unasserted claims encountered in the course of its business. The Company believes adequate provision has been made for all such asserted and unasserted claims in accordance with accounting principles generally accepted in the United States. Such matters are subject to many uncertainties and outcomes that are not predictable with assurance.

*Guarantees and Liabilities related to Discontinued Operations*

RVI may become subject to various risks related to guarantees and in certain circumstances may be responsible for certain other liabilities related to discontinued operations. Changes in the amount of guarantees and liabilities related to discontinued operations are included in the loss from discontinued operations on the statements of operations. Additionally, if the underlying obligations are paid down or otherwise liquidated by the primary obligor, subject to certain statutory requirements, RVI will recognize a reduction of the associated liability. In certain instances, RVI or Retail Ventures Services, Inc. ( RVS ) may have the ability to reduce the estimated potential liability of \$0.6 million. The amount of any reduction is not reasonably estimable.

*Value City*

As discussed above, RVI completed the disposition of an 81% ownership interest in its Value City business segment on January 23, 2008. Retail Ventures or its wholly-owned subsidiary, RVS, has guaranteed and in certain circumstances may be responsible for certain liabilities of Value City. If Value City does not pay creditors whose obligations RVI and RVS had guaranteed, RVI may become subject to various risks associated with such refusal to pay creditors or any insolvency or bankruptcy proceedings.

As of October 30, 2010, RVI had recorded an estimated potential liability of \$0.4 million, of which \$0.3 million is classified as short-term, for the guarantees of Value City commitments including, but not limited to: amounts of approximately \$0.1 million for the guarantee of certain workers compensation claims for events prior to the disposition date and other amounts totaling \$0.3 million. As of January 30, 2010, RVI had recorded an estimated liability of \$2.9 million, of which \$2.4 million is classified as short-term, for the guarantees of Value City commitments of \$0.5 million for the guarantee of certain workers compensation claims for events prior to the disposition date and other amounts totaling \$2.4 million.

On October 25, 2010, Value City Holdings, Inc., Value City Department Stores LLC, Value City Department Stores Services, Inc., Value City of Michigan, Inc., Gramex Retail Stores, Inc., GB Retailers, Inc., J.S. Overland Delivery, Inc., Retail Ventures Jewelry, Inc., and VCHI Acquisition Co. (collectively, Debtors ) filed a complaint against RVI, Retail Ventures Services, Inc., and DSW (the Defendants ) in the United States Bankruptcy Court for the Southern District of New York (the Bankruptcy Court ). The complaint relates to Debtors' pending voluntary cases under Chapter 11 of the Bankruptcy Code.

In the complaint, Debtors have alleged claims for avoidable preferences, fraudulent transfer, receipt of illegal dividends, recovery of assets, unjust enrichment and breach of contract. The claims are related to transfers made by Debtors to the Defendants during the one year period preceding Debtors' filing of voluntary petitions for reorganization under Chapter 11 of the Bankruptcy Code on October 26, 2008. Debtors have sought damages that total approximately \$373.4 million.





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Defendants intend to contest the lawsuit vigorously and believe it is without merit and that there are substantial factual and legal defenses to the claims at issue. The reasonable estimate of the liability related to the Debtor's litigation is approximately \$4.0 million and as of October 30, 2010 we have accrued \$4.0 million in Accrued Expenses - Other and expensed approximately \$4.0 million in SG&A expense from continuing operations related to the Debtor's litigation.

*Filene's Basement*

On April 21, 2009, RVI disposed of its Filene's Basement operations. RVI agreed to indemnify Buxbaum, FB II Acquisition Corp. and their owners against certain liabilities. As of October 30, 2010 and January 30, 2010, RVI had recorded a current liability of \$0.2 million and \$0.4 million, respectively, for the guarantees of Filene's Basement commitments related to leases not assumed by New Filene's Basement.

*Contractual Obligations*

As of October 30, 2010, DSW has entered into various construction commitments, including capital items to be purchased for projects that were under construction, or for which a lease has been signed. DSW's obligations under these commitments aggregated to approximately \$1.9 million as of October 30, 2010. In addition, DSW has signed lease agreements for five new store locations expected to be opened over the next eighteen months, with total annual rent of approximately \$4.5 million. In connection with the new lease agreements, DSW will receive a total of \$2.5 million of construction and tenant allowance reimbursements for expenditures at these locations.

**Table of Contents****Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations**

*As used in this Quarterly Report on Form 10-Q (this Report or Form 10-Q) and except as the context otherwise may require, RVI, Retail Ventures Company, we, us, and our refers to Retail Ventures, Inc. and its wholly-owned subsidiary DSW Inc. (DSW), a controlled subsidiary, and DSW's wholly-owned subsidiaries, including but not limited to, DSW Shoe Warehouse, Inc. (DSWSW).*

**OVERVIEW**

Retail Ventures is a holding company operating retail stores in one of its two segments and all our operations are conducted through our subsidiaries. RVI has no net sales on a standalone basis, and RVI also does not have any credit facilities under which it can borrow funds. DSW is a leading U.S. branded footwear specialty retailer operating 313 shoe stores in 39 states as of October 30, 2010. DSW offers a wide assortment of better-branded dress, casual and athletic footwear for women and men, as well as accessories through DSW stores and dsw.com. In addition, DSW operates 351 leased shoe departments for four other retailers as of October 30, 2010. DSW's typical customers are brand, value, quality and style-conscious shoppers who have a passion for footwear and accessories. The Corporate segment consists of all corporate assets, liabilities and expenses that are not attributable to the DSW segment.

On July 5, 2005, DSW completed an initial public offering (IPO) of 16,171,875 Class A Common Shares sold to the public. As of October 30, 2010, Retail Ventures owned Class B Common Shares of DSW representing approximately 62.2% of DSW's outstanding Common Shares and approximately 92.9% of the combined voting power of such shares. DSW is a controlled subsidiary of Retail Ventures and its Class A Common Shares are listed for trading on the New York Stock Exchange under the symbol DSW.

On January 23, 2008, Retail Ventures disposed of an 81% ownership interest in its Value City Department Stores (Value City) business to VCHI Acquisition Co., a newly formed entity owned by VCDS Acquisition Holdings, LLC, Emerald Capital Management LLC and Crystal Value, LLC. Retail Ventures received no net cash proceeds from the sale, paid a fee of \$0.5 million to the purchaser, and recognized an aggregate after-tax loss of \$65.1 million on the transaction as of October 30, 2010. To facilitate the change in ownership and operation of Value City Department Stores, Retail Ventures agreed to provide or arrange for the provision of certain transition services principally related to information technology, finance and human resources to Value City Department Stores for a period of one year unless otherwise extended by both parties. On October 26, 2008, Value City filed for bankruptcy protection and announced that it would close its remaining stores. The Company negotiated an agreement with Value City to continue to provide services post bankruptcy filing, including risk management, financial services, benefits administration, payroll and information technology services, in exchange for a weekly payment.

On April 21, 2009, Retail Ventures disposed of Filene's Basement, Inc. and certain related entities to FB II Acquisition Corp., a newly formed entity owned by Buxbaum Holdings, Inc. (Buxbaum). Retail Ventures did not realize any cash proceeds from this transaction, agreed to pay a fee of \$1.3 million to Buxbaum, which has been paid, and has reimbursed \$0.4 million of Buxbaum's costs associated with the transaction. Retail Ventures has also agreed to indemnify Buxbaum, FB II Acquisition Corp. and their owners against certain liabilities. Retail Ventures has recognized an aggregate after-tax gain of \$84.9 million on the transaction as of October 30, 2010. On May 4, 2009, Filene's Basement filed for bankruptcy protection. On June 18, 2009, following bankruptcy court approval, SYL LLC, a subsidiary of Syms Corp (Syms), purchased certain assets of Filene's Basement. All references to liquidating Filene's Basement refer to the debtor, formerly known as Filene's Basement Inc., and its debtor subsidiaries remaining after the asset purchase by a subsidiary of Syms. All references to New Filene's Basement refer to the stores operated by Syms. On September 25, 2009, RVI and DSW entered into a settlement agreement with liquidating Filene's Basement and its related debtors and the Official Committee of Unsecured Creditors appointed in the Chapter 11 case for the debtors. On November 3, 2009, the settlement agreement was approved by the Bankruptcy Court for the District of Delaware. As a result of the court's approval of the settlement agreement, RVI's claims in respect of \$52.6 million in notes receivable from liquidating Filene's Basement were released; RVI assumed the rights and obligations related to (and agreed to indemnify liquidating Filene's Basement with regard to certain matters arising out of) the liquidating Filene's Basement defined benefit pension plan; and liquidating Filene's Basement and the creditors' committee agreed to allow certain general unsecured claims for amounts owed to RVI and DSW.



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The parties also agreed to certain provisions affecting the proper allocation of proceeds paid to RVI or liquidating Filene's Basement in connection with specified third party litigation and to certain provisions related to the debtors' recovery from third parties that are the beneficiaries of letters of credit or hold collateral related to workers compensation claims. The settlement agreement also provides for certain mutual releases among the debtors, the creditors' committee, RVI, DSW and other parties. Although the settlement agreement provides that RVI will have certain allowed claims against the debtors, there can be no assurance as to whether RVI will ultimately recover all of the amounts in connection with these claims. A plan of reorganization of the debtors was confirmed by the court on January 26, 2010, and an initial distribution from the debtors' estates of \$5.8 million to RVI and \$0.2 million to DSW has been made. However, there can be no assurance as to timing or the amount of any additional distribution in respect of its claims (or whether RVI will recover any of the remainder of the amounts in connection with its claims). In addition, as a result of the releases provided by the settlement agreement, RVI has relinquished the right to pursue additional claims, which may include unknown or unmatured claims, against the debtors.

As of October 30, 2010 we are not providing transition services to Value City or Syms.

We intend for this discussion to provide the reader with information that will assist in understanding our financial statements, the changes in certain key items in those financial statements from period to period, and the primary factors that accounted for those changes, as well as how certain accounting principles affect our financial statements. The discussion also provides information about the financial results of the segments of our business to provide a better understanding of how those segments and their results affect the financial condition and results of operations of the Company as a whole. This discussion should be read in conjunction with our condensed consolidated financial statements and accompanying notes as of October 30, 2010.

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**Cautionary Statement Regarding Forward-Looking Information for Purposes of the Safe Harbor Provisions of the Private Securities Litigation Reform Act of 1995**

Some of the statements in this Quarterly Report on Form 10-Q contain forward-looking statements which reflect our current views with respect to, among other things, future events and financial performance. You can identify these forward-looking statements by the use of forward-looking words such as outlook, believes, expects, potentially, continues, may, should, seeks, approximately, predicts, intends, plans, estimates, anticipates, or words or the negative version of those words. Any forward-looking statements contained in this Quarterly Report on Form 10-Q are based upon our historical performance and on current plans, estimates and expectations and assumptions relating to our operations, results of operations, financial condition, growth strategy and liquidity. The inclusion of this forward-looking information should not be regarded as a representation by us or any other person that the future plans, estimates or expectations contemplated by us will be achieved. Such forward-looking statements are subject to numerous risks, uncertainties and other factors that may cause actual results, performance or achievements to be materially different from any future results, performance or achievements expressed or implied by the forward-looking statements. In addition to the risks discussed in Part I, Item 1A, Risk Factors in each of our Annual Report on Form 10-K/A for the fiscal year ended January 30, 2010, as filed with the Securities and Exchange Commission (the SEC) on October 12, 2010 (the 2009 Annual Report), and other factors discussed from time to time in our other filings with the SEC, some important factors that could cause actual results, performance or achievements for the Company to differ materially from those discussed in forward-looking statements include, but are not limited to, the following:

our ability to manage and enhance liquidity;

DSW's success in opening and operating new stores on a timely and profitable basis;

continuation of DSW's supply agreements and the financial condition of its leased business partners;

DSW maintaining good relationships with its vendors;

DSW's ability to anticipate and respond to fashion trends;

fluctuation of DSW's comparable store sales and quarterly financial performance;

the realization of our bankruptcy claims related to liquidating Filene's Basement and Value City;

the impact of the disposition of Filene's Basement and of a majority interest in Value City and the reliance on remaining subsidiaries to pay indebtedness and intercompany service obligations;

the risk of Value City and liquidating Filene's Basement not paying us or their creditors, for which Retail Ventures may have some liability;

the risk of New Filene's Basement not paying obligations related to the assets it has assumed from liquidating Filene's Basement if such obligations are subject to ongoing guarantee by us;

the impact of Value City and Filene's Basement on our liquidity;

disruption of DSW's distribution operations;

our dependence on DSW for key services;

failure to retain our key executives or attract qualified new personnel;

DSW's competitiveness with respect to style, price, brand availability and customer service;

uncertain general economic conditions;

risks inherent to international trade with countries that are major manufacturers of footwear;

the success of dsw.com;

lease of an office facility;

risks related to our cash and investments; and

various risks associated with the Value City bankruptcy proceedings.

If one or more of these or other risks or uncertainties materialize, or if our underlying assumptions prove to be incorrect, actual results, performance or achievements may vary materially from what we may have projected. Furthermore, new factors emerge from time to time and it is not possible for management to predict all such factors, nor can it assess the impact of any such factor on the business or the extent to which any factor, or combination of factors, may cause results to differ materially from those contained in any forward-looking statement. Any forward-looking statement speaks only as of the date on which such statement is made, and, except as required by law, RVI undertakes no obligation to update any forward-looking statement to reflect events or circumstances after the date on which such statement is made or to reflect the occurrence of unanticipated events.

**Table of Contents****CRITICAL ACCOUNTING POLICIES**

Our critical accounting policies are described in Item 7. *Management's Discussion and Analysis of Financial Condition and Results of Operations*, and in the notes to our Consolidated Financial Statements for the year ended January 30, 2010 contained in our Annual Report on Form 10-K/A as filed with the Securities and Exchange Commission ( SEC ) on October 12, 2010 (the 2009 Annual Report ). We base these estimates and judgments on our historical experience and other factors we believe to be relevant, the results of which form the basis for making judgments about the carrying values of assets and liabilities that are not readily apparent from other sources. The process of determining significant estimates is fact-specific and takes into account factors such as historical experience, current and expected economic conditions, product mix, and in some cases, actuarial and appraisal techniques. We constantly re-evaluate these significant factors and make adjustments where facts and circumstances dictate. There have been no significant changes to our critical accounting policies since the 2009 Annual Report.

**RESULTS OF OPERATIONS**

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

	Three months ended		Nine months ended	
	October 30, 2010	October 31, 2009	October 30, 2010	October 31, 2009
Net sales	100.0%	100.0%	100.0%	100.0%
Cost of sales	(54.9)	(53.7)	(54.5)	(55.5)
Gross profit	45.1	46.3	45.5	44.5
Selling, general and administrative expenses	(35.1)	(37.1)	(35.4)	(44.3)
Change in fair value of derivative instruments	(6.5)	(6.9)	(3.4)	(3.4)
Operating profit (loss)	3.5	2.3	6.7	(3.2)
Interest expense	(0.7)	(0.7)	(0.7)	(0.8)
Interest income	0.3	0.2	0.2	0.2
Interest expense, net	(0.4)	(0.5)	(0.5)	(0.6)
Non-operating income (expense), net	0.3	(0.2)	0.1	(0.1)
Income (loss) from continuing operations before income taxes	3.4	1.6	6.3	(3.9)
Income tax expense	(1.8)	(2.5)	(2.9)	(1.1)
Income (loss) from continuing operations	1.6	(0.9)	3.4	(5.0)
Less: net income attributable to noncontrolling interests	(2.7)	(2.2)	(2.5)	(1.3)
Net (loss) income attributable to Retail Ventures, Inc.	(1.1)%	(3.1)%	0.9%	(6.3)%

**Table of Contents****THREE MONTHS ENDED OCTOBER 30, 2010 COMPARED TO THREE MONTHS ENDED OCTOBER 31, 2009**

*Net Sales.* Net sales for the third quarter of fiscal 2010 increased 10.0% from the third quarter of fiscal 2009. The following table summarizes the increase in net sales for the three months ended October 30, 2010 (in millions):

Net sales for the three months ended October 31, 2009	\$ 444.6
Increase in comparable sales	43.6
Net increase from non-comparable and closed store sales	1.1
 Net sales for the three months ended October 30, 2010	 \$ 489.3

Beginning in the first quarter of fiscal 2010, dsw.com is included in the change in comparable sales. The increase in comparable sales was primarily a result of an increase in transactions driven by more customers visiting our stores and dsw.com and a higher percentage of those customers making a purchase. For the DSW stores and dsw.com, all merchandise categories had positive comparable sales and increased in women's footwear by 12.8%, men's by 7.0%, athletic by 9.7% and accessories by 21.0%.

*Gross Profit.* Gross profit is defined as net sales less cost of sales. Gross profit decreased, as a percent of net sales, from 46.3% for the third quarter of fiscal 2009 to 45.1% for the third quarter of fiscal 2010. The decrease as a percent of net sales is the result of an increase in markdown activity. Markdown activity was higher as our inventory was more appropriately positioned for the sales volume when compared to last year when sales significantly exceeded our expectations.

*Selling, General and Administrative Expenses.* Selling, general and administrative ( SG&A ) expenses increased \$7.0 million from \$164.9 million in the third quarter of fiscal 2009 to \$171.9 million in the third quarter of fiscal 2010. SG&A expense decreased, as a percentage of net sales, from 37.1% for the third quarter of fiscal 2009 to 35.1% for the third quarter of fiscal 2010.

DSW segment SG&A expenses as a percentage of net sales were 33.9% and 36.3% for the third quarter of fiscal 2010 and the third quarter of fiscal 2009, respectively. Operating expenses for the quarter leveraged as a result of the sales increase compared to last year and a significant reduction in bonus expense. Bonus expense for the third quarter of fiscal 2009 included an increase in the year-to-date bonus accrual as a result of improvement in the expected 2009 annual results. Overhead and store expenses leveraged due to the sales increase and were partially offset by an increase in marketing and new store opening expenses.

Corporate segment SG&A expense increased \$2.7 million for the third quarter of fiscal 2010 compared to the third quarter of fiscal 2009, primarily due to the \$4.0 million accrued for the complaint filed by Value City Holdings, Inc., Value City Department Stores LLC, Value City Department Stores Services, Inc., Value City of Michigan, Inc., Gramex Retail Stores, Inc., GB Retailers, Inc., J.S. Overland Delivery, Inc., Retail Ventures Jewelry, Inc., and VCHI Acquisition Co. (collectively, Debtors ).

*Change in Fair Value of Derivative Instruments.* During the third quarter of fiscal 2010 and fiscal 2009, the Company recorded a non-cash charge of \$8.2 million and \$9.1 million, respectively, relating to the changes in fair value of the warrants. During the third quarter of fiscal 2010 and fiscal 2009, the Company recorded a non-cash charge of \$23.5 million and \$21.6 million, respectively, related to the change in the fair value of the conversion feature of the PIES. The change in the fair value of the derivatives is primarily due to the changes in the RVI and DSW stock prices.

*Operating Profit (Loss).* Operating profit for the third quarter of fiscal 2010 was \$17.2 million compared to operating profit of \$10.5 million for the third quarter of fiscal 2009, an increase of \$6.7 million. Operating profit as a percentage of net sales was 3.5% and 2.3% for the third quarter of fiscal 2010 and fiscal 2009, respectively.

The operating profit for the DSW segment increased \$10.4 million to \$55.1 million for the third quarter of fiscal 2010 from \$44.7 million for the third quarter of fiscal 2009, which was primarily the result of an increase in gross profit partially offset by an increase in operating expenses. Operating profit for the DSW segment as a percentage of net sales was 11.3% and 10.1% for the third quarter of fiscal 2010 and fiscal 2009, respectively.



The operating loss for the Corporate segment increased \$3.7 million to an operating loss of \$37.9 million for the third quarter of fiscal 2010 from an operating loss of \$34.2 million for the third quarter of fiscal 2009, primarily due to the change in fair value of derivative instruments.

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*Interest Expense.* Interest expense for the third quarter of fiscal 2010 increased \$0.1 million to \$3.3 million compared to the third quarter of fiscal 2009.

*Interest Income.* Interest income increased \$0.6 million in the third quarter of fiscal year 2010 compared to the third quarter of fiscal 2009, primarily as a result of the reversals of interest reserves related to uncertain tax positions which were released during the third quarter of fiscal 2010.

*Non-operating Income, (Expense), Net.* Non-operating income, net of non-operating expense, for the third quarter of fiscal 2010 resulted from a gain on the sale of a fully impaired auction rate security which was sold during the third quarter. Non-operating expense for the third quarter of fiscal 2009 resulted from an other-than-temporary impairment related to an auction rate security.

*Income Taxes.* The effective tax rate for third quarter of fiscal 2010 was 52.4% compared to a 155.1% effective tax rate for the third quarter of fiscal 2009. The effective tax rate reflects the impact of the change in fair value of the warrants which are included for book income but not tax income, and changes due to the value of the derivative instruments on federal and state deferred tax assets.

*Income (Loss) from Continuing Operations.* For the third quarter of fiscal 2010, income from continuing operations was \$7.9 million compared to loss from continuing operations of \$3.9 million during the third quarter of fiscal 2009. Income from continuing operations as a percentage of net sales was 1.6% and loss from continuing operations as a percentage of net sales was 0.9% for the third quarter of fiscal 2010 and fiscal 2009, respectively.

*Income (Loss) from Discontinued Operations, net of tax Value City.* During the third quarter of fiscal 2010 and fiscal 2009, the income from discontinued operations, net of tax Value City of \$2.2 million and the loss from discontinued operations, net of tax Value City of \$0.5 million, respectively, was primarily due to revaluation of guarantees due to the passage of time.

*Income from Discontinued Operations, net of tax Filene s Basement.* During the third quarter of fiscal 2010, the income from discontinued operations, net of tax Filene s Basement of less than \$0.1 million was due to a change in the income tax.

During the quarter ended October 31, 2009, the gain from discontinued operations, net of tax Filene s Basement of \$0.2 million was primarily due to adjustments of the guarantees due to the passage of time.

*Noncontrolling Interests.* For the third quarter of fiscal 2010 and fiscal 2009, net income attributable to Retail Ventures was impacted by \$13.4 million and \$9.9 million, respectively, to reflect that portion of the income attributable to DSW minority shareholders.

### **NINE MONTHS ENDED OCTOBER 30, 2010 COMPARED TO NINE MONTHS ENDED OCTOBER 31, 2009**

*Net Sales.* Net sales for the nine months ended October 30, 2010 increased 12.8% from the nine months ended October 31, 2009. The following table summarizes the increase in net sales for the nine months ended October 30, 2010 (in millions):

Net sales for the nine months ended October 31, 2009	\$ 1,200.0
Increase in comparable sales	148.1
Net increase from non-comparable and closed store sales	5.8
Net sales for the nine months ended October 30, 2010	\$ 1,353.9

Beginning in the first quarter of fiscal 2010, dsw.com is included in the change in comparable sales. The increase in comparable sales was primarily a result of an increase in transactions driven by more customers visiting our stores and dsw.com and a higher percentage of those customers making a purchase. For the DSW stores and dsw.com, all merchandise categories had positive comparable sales, and increased in women s footwear by 14.7%, men s by 12.7%, athletic by 12.2% and accessories by 14.1%.

*Gross Profit.* Gross profit is defined as net sales less cost of sales. Gross profit increased as a percent of net sales to 45.5% from 44.5% for the comparable period last year due to a reduction in markdown activity during the spring season as a result of sales exceeding our expectations.



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*Selling, General and Administrative Expenses.* Selling, general and administrative ( SG&A ) expenses decreased \$51.2 million from \$531.1 million in the nine months ended October 31, 2009 to \$479.9 million in the nine months ended October 30, 2010. SG&A expense decreased, as a percentage of net sales, from 44.3% for the nine months ended October 31, 2009 to 35.4% for the nine months ended October 30, 2010.

DSW segment SG&A expenses as a percentage of net sales was 35.0% and 38.8% for the nine months ended October 30, 2010 and the nine months ended October 31, 2009, respectively. Overhead, store, and marketing expenses decreased as a percentage of net sales as a result of the sales increase and expense management.

Corporate segment SG&A expense decreased \$59.8 million for the third quarter of fiscal 2010 compared to the third quarter of fiscal 2009. The decrease in SG&A expense was primarily due to a reduction of bad debt expense of \$2.7 million during the first quarter of fiscal 2010 due to an initial distribution from the debtors' estates, compared to an increase in bad debt expense of \$57.3 million during the first quarter of fiscal 2009 recorded against the notes and accounts receivable from Filene's Basement due to the bankruptcy filing of Filene's Basement on May 4, 2009. This was partially offset by the \$4.0 million accrued for the complaint filed by the Debtors.

*Change in Fair Value of Derivative Instruments.* During the nine months ended October 30, 2010 and October 31, 2009, the Company recorded a non-cash charge of \$11.3 million and \$10.0 million, respectively, related to the change in fair value of the warrants. During the nine months ended October 30, 2010 and October 31, 2009, the Company recorded a non-cash charge of \$34.6 million and \$30.8 million, respectively, related to the change in the fair value of the conversion feature of the PIES. The change in the fair value of the derivatives is primarily due to the changes in the RVI and DSW stock prices.

*Operating Profit (Loss).* Operating profit for the nine months ended October 30, 2010 was \$90.5 million compared to operating loss of \$38.4 million for the nine months ended October 31, 2009, an increase of \$128.9 million. Operating profit as a percentage of net sales was 6.7% and operating loss as a percentage of net sales was 3.2% for the nine months ended October 30, 2010 and October 31, 2009, respectively.

The operating profit for the DSW segment increased \$74.1 million to \$142.3 million for the nine months ended October 30, 2010 from \$68.2 million for the nine months ended October 31, 2009, which was primarily the result of an increase in gross profit partially offset by an increase in operating expenses. Operating profit for the DSW segment as a percentage of net sales was 10.5% and 5.7% for the nine months ended October 30, 2010 and October 31, 2009, respectively.

The operating loss for the Corporate segment decreased \$54.8 million to an operating loss of \$51.8 million for the nine months ended October 30, 2010 from an operating loss of \$106.6 million for the nine months ended October 31, 2009 primarily due to the decrease in SG&A expense.

*Interest Expense.* Interest expense for the nine months ended October 30, 2010 increased \$0.4 million to \$10.0 million compared to the nine months ended October 31, 2009.

*Interest Income.* Interest income increased \$0.8 million in the nine months ended October 30, 2010 compared to the nine months ended October 31, 2009. The increase in interest income is primarily a result of the reversals of interest reserves related to uncertain tax positions which were released during the nine months ended October 30, 2010.

*Non-operating Income (Expense), net.* Non-operating income, net of non-operating expense for the nine months ended October 30, 2010 resulted from a gain on the sale of a fully impaired auction rate security which was sold during the third quarter. Non-operating expense for the nine months ended October 31, 2009 resulted from other-than-temporary impairments related to auction rate securities partially offset by realized gains related to the sale of preferred shares.

*Income Taxes.* The effective tax rate for nine months ended October 30, 2010 was 45.5% compared to a negative 28.9% effective tax rate for the nine months ended October 31, 2009. The effective tax rate reflects the impact of the change in fair value of the warrants which are included for book income but not tax income, and changes due to the value of the derivative instruments on federal and state deferred tax assets.

*Income (Loss) from Continuing Operations.* For the nine months ended October 30, 2010, income from continuing operations was \$46.1 million compared to loss from continuing operations of \$60.3 million during the nine months ended October 31, 2009. Income from continuing operations as a percentage of net sales was 3.4% and loss from continuing operations as a percentage of net sales was 5.0% for the nine months ended October 30, 2010 and October 31, 2009, respectively.



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*Income(Loss) from Discontinued Operations, net of tax Value City.* During the nine months ended October 30, 2010 and October 31, 2009, the income from discontinued operations, net of tax Value City of \$2.2 million and \$0.1 million respectively, was primarily due to revaluation of guarantees due to the passage of time.

*Income from Discontinued Operations, net of tax Filene s Basement.* During the nine months ended October 30, 2010, the \$3.0 million gain from discontinued operations, net of tax Filene s Basement is primarily due to an initial distribution from the debtor s estates.

During the nine months ended October 31, 2009, the income from discontinued operations, net of tax Filene s Basement was comprised of two components; the gain on the disposition of Filene s Basement of \$76.1 million partially offset by the loss from Filene s Basement operations of \$31.5 million. The gain on the disposition of Filene s Basement was due to the write off of the investment in Filene s Basement partially offset by the recording of guarantees, other expenses relating to the disposition of Filene s Basement and income tax expense of \$1.8 million in the aggregate.

*Noncontrolling Interests.* For the nine months ended October 30, 2010 and October 31, 2009, net income attributable to Retail Ventures was impacted by \$33.6 million and \$15.4 million, respectively, to reflect that portion of the income attributable to DSW minority shareholders.

**Seasonality**

Our business is affected by the pattern of seasonality common to most retail businesses. Historically, DSW net sales have typically been higher in the first and third quarters, when DSW s customers interest in new seasonal styles increases.

**LIQUIDITY AND CAPITAL RESOURCES**

Retail Ventures, Inc. relies on the cash flow of our subsidiaries and our cash on hand to meet our obligations, including our obligations under the PIES and the guarantees of certain obligations of Filene s Basement and Value City. The ability of our subsidiaries to provide cash to Retail Ventures by way of dividends, distributions, interest or other payments (including intercompany loans) is subject to various restrictions, including restrictions imposed by the existing credit facility governing our subsidiaries indebtedness. Future indebtedness incurred by our subsidiaries may also limit or prohibit such payments. In addition, the ability of our subsidiaries to make such payments may be limited by relevant provisions of the laws of their respective jurisdictions of organization.

To the extent cash on hand is not sufficient to meet our operating cash flow needs we may seek other sources to provide the funds necessary for operations. Even though we could receive cash from DSW in the form of dividends, loans or otherwise, DSW has indicated that it does not intend to pay dividends in fiscal 2010, and RVI does not have a current arrangement for loans or other funding with DSW. DSW is a separate and distinct legal entity and currently has no obligation, contingent or otherwise, to distribute cash to us or to make funds available to service our coupon payments under the PIES.

Retail Ventures is continuing to review its available options to the extent it may become necessary to manage and enhance its liquidity position. Although RVI s plan to enhance liquidity could include, among other things, the sale or collateralization of shares of common stock of DSW Inc. or a sale of equity by RVI, no assurance can be given that any such transaction can be completed on favorable terms or that such a transaction would satisfy all of RVI s liquidity requirements. On January 15, 2010, Retail Ventures sold to DSW 320,000 Class B Common Shares, without par value, of DSW for an aggregate amount of \$8.0 million. Proceeds from the sale will be used for general corporate purposes and continuing expenses; however, this transaction will not eliminate RVI s need to continue to review available additional options to manage and enhance its liquidity.

We are exposed to a number of asserted and unasserted claims encountered in the course of our business. We believe adequate provision has been made for all such asserted and unasserted claims in accordance with accounting principles generally accepted in the United States. Such matters are subject to many uncertainties and outcomes that are not predictable with assurance.

DSW s primary ongoing cash flow requirements are for seasonal and new store inventory purchases, capital expenditures in connection with its store expansion, improving its information systems, the remodeling of existing stores and infrastructure growth. DSW s working capital and inventory levels typically build seasonally. DSW believes that it has sufficient financial resources and access to financial resources at this time. DSW is committed to a cash

management strategy that maintains liquidity to adequately support the operation of the business, its growth strategy and to withstand unanticipated business volatility. DSW believes that cash generated from its operations, together with its current levels of cash and equivalents and short-term investments as well as availability under its revolving credit facility, will be sufficient to maintain its ongoing operations, support seasonal working capital requirements and fund capital expenditures related to projected business growth.

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Although DSW's plan of continued expansion could place increased demands on its financial, managerial, operational and administrative resources and result in increased demands on management, DSW does not believe that its anticipated growth plan will have an unfavorable impact on its operations or liquidity. Uncertainty in the United States economy could result in reductions in customer traffic and comparable sales in its existing stores with the resultant increase in inventory levels and markdowns. Reduced sales may result in reduced operating cash flows if DSW is not able to appropriately manage inventory levels or leverage expenses. These potential negative economic conditions may also affect future profitability and may cause DSW to reduce the number of future store openings, impair goodwill or impair long-lived assets.

Net working capital is defined as current assets less current liabilities and was \$305.8 million and \$369.2 million at October 30, 2010 and January 30, 2010, respectively. The decrease in net working capital is primarily due to the classification of the PIES as a current liability as of October 30, 2010 and an increase in accounts payable, partially offset by a seasonal increase in inventory. At October 30, 2010 and January 30, 2010, the current ratio was 1.7 and 2.4, respectively.

Net cash provided by operating activities from continuing operations was \$54.1 million for the nine months ended October 30, 2010 as compared to \$101.0 million provided by operating activities from continuing operations for the nine months ended October 31, 2009. Net income increased as compared to the prior period but the increase was offset by changes in working capital. The decrease in cash provided by operations was primarily a result of a seasonal increase in inventory and changes in accrued taxes.

Net cash used in investing activities was \$86.5 million compared to \$86.9 million for the nine months ended October 31, 2009. During the nine months ended October 30, 2010, DSW incurred capital expenditures of \$35.0 million, of which \$22.0 million related to stores, \$9.6 million related to information technology and infrastructure and \$3.4 million related to supply chain projects and warehouses. During the nine months ended October 30, 2010 DSW had net purchases of short-term investments of \$54.2 million.

DSW expects to spend approximately \$50 million for capital expenditures in fiscal 2010. DSW's future investments will depend primarily on the number of stores it opens and remodels, infrastructure and information technology programs that it undertakes and the timing of these expenditures. DSW opened nine stores in fiscal 2010. During fiscal 2009, the average investment required to open a typical new DSW store was approximately \$1.4 million, prior to construction and tenant allowances. Of this amount, gross inventory typically accounted for \$0.5 million, fixtures and leasehold improvements typically accounted for \$0.7 million and new store advertising and other new store expenses typically accounted for \$0.2 million.

Net cash used in financing activities from continuing operations was \$0.6 million for the nine months ended October 30, 2010 as compared to \$0.3 million provided by financing activities from continuing operations for the nine months ended October 31, 2009.

DSW has a \$100 million credit facility under which DSW and its subsidiaries are co-borrowers (the DSW Credit Facility). RVI has outstanding \$133,750,000 of 6.625% Mandatorily Exchangeable Notes due September 15, 2011, or PIES. Collectively, the DSW Credit Facility and the PIES are sometimes referred to herein as the Credit Facilities.

The Company is not subject to any financial covenants; however, certain of the Credit Facilities contain numerous non-financial covenants relating to the Company's management and operation. These non-financial covenants include, among other restrictions, limitations on indebtedness, guarantees, mergers, acquisitions, fundamental corporate changes, financial reporting requirements, budget approval, disposition of assets, investments, loans and advances, liens, dividends, stock purchases, transactions with affiliates, issuance of securities and the payment of and modifications to debt instruments under these agreements.



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The Credit Facilities are described more fully below:

**DSW \$100 Million Credit Facility**

On June 30, 2010, DSW entered into a \$100 million secured revolving credit facility (the DSW Credit Facility) with a term of four years that will expire on June 30, 2014. Under this facility, DSW and its subsidiary, DSW Shoe Warehouse, Inc. (DSWSW), are co-borrowers, with all other subsidiaries listed as guarantors. The DSW Credit Facility may be increased by up to \$75 million upon DSW's request and approval by increasing lenders and subject to customary conditions. The DSW Credit Facility provides for swing loans of up to \$10 million and the issuance of letters of credit up to \$50 million. The DSW Credit Facility is secured by a lien on substantially all of the personal property assets of DSW and its subsidiaries with certain exclusions and will be used to provide funds for general corporate purposes, to refinance existing letters of credit outstanding under DSW's previous credit arrangement, to provide for the ongoing working capital requirements of DSW and to make permitted acquisitions. Revolving credit loans bear interest under the DSW Credit Facility at DSW's option under: (A) a base rate option at a rate per annum equal to the highest of (i) the Federal Funds Open Rate (as defined in the DSW Credit Facility), plus 0.5%, (ii) the Agent's prime rate, and (iii) the Daily LIBOR Rate (as defined in the DSW Credit Facility) plus 1.0%, plus in each instance an applicable margin based upon DSW's revolving credit availability; or (B) a LIBOR option at rates equal to the one, two, three, or six month LIBOR rates, plus an applicable margin based upon DSW's revolving credit availability. Swing loans bear interest under the base rate option. DSW's right to obtain advances under the DSW Credit Facility is limited by a borrowing base. In addition, the DSW Credit Facility contains usual and customary restrictive covenants relating to the management and the operation of DSW's business. These covenants, among other things, limit or restrict DSW's ability to grant liens on its assets, incur additional indebtedness, enter into transactions with affiliates, merge or consolidate with another entity, redeem its stock and pay cash dividends up to the aggregate amount of 50% of the previous year's net income for a maximum of \$50.0 million.

As of October 30, 2010, DSW had no outstanding borrowings, had availability under the facility of \$87.1 million and had outstanding letters of credit of \$12.9 million. As of January 30, 2010 under its previous credit facility, DSW had no outstanding borrowings, had availability under the facility of \$132.6 million and had outstanding letters of credit of \$17.4 million.

RVI's net restricted assets as of October 30, 2010 and January 30, 2010 were \$234.8 million and \$197.4 million, respectively.

**\$143,750,000 Premium Income Exchangeable Securities<sup>SM</sup> (PIES)**

On August 10, 2006, Retail Ventures announced the pricing of its 6.625% Mandatorily Exchangeable Notes due September 15, 2011, or PIES in the aggregate principal amount of \$125,000,000. The closing of the transaction took place on August 16, 2006. On September 15, 2006, Retail Ventures closed on the exercise by the sole underwriter of its entire option to purchase an additional aggregate principal amount of \$18,750,000 of PIES. The \$143,750,000 PIES bear a coupon at an annual rate of 6.625% of the principal amount, payable quarterly in arrears on March 15, June 15, September 15 and December 15 of each year, commencing on December 15, 2006 and ending on September 15, 2011. Except to the extent RVI exercises its cash settlement option, the PIES are mandatorily exchangeable, on the maturity date, into Class A Common Shares of DSW, no par value per share, which are issuable upon exchange of DSW Class B Common Shares, no par value per share, beneficially owned by RVI. On the maturity date, each holder of the PIES will receive a number of DSW Class A Common Shares per \$50.00 principal amount of PIES equal to the exchange ratio described in the RVI prospectus filed with the SEC on August 11, 2006, or if RVI elects, the cash equivalent thereof or a combination of cash and DSW Class A Common Shares. The exchange ratio is equal to the number of DSW Class A Common Shares determined as follows: (i) if the applicable market value of DSW Class A Common Shares equals or exceeds \$34.95, the exchange ratio will be 1.4306 shares; (ii) if the applicable market value of DSW Class A Common Shares is less than \$34.95 but greater than \$27.41, the exchange ratio will be between 1.4306 and 1.8242 shares; and (iii) if the applicable market value of DSW Class A Common Shares is less than or equal to \$27.41, the exchange ratio will be 1.8242 shares, subject to adjustment as provided in the PIES. The maximum aggregate number of DSW Class A Common Shares deliverable upon exchange of the PIES is 5,244,575 DSW Class A Common Shares, subject to adjustment as provided in the PIES.

The embedded exchange feature of the PIES is accounted for as a derivative, which is recorded at fair value with changes in fair value in the statement of operations. Accordingly, the accounting for the embedded derivative addresses the variations in the fair value of the obligation to settle the PIES when the market value exceeds or is less than the threshold appreciation price. The fair value of the conversion feature at the date of issuance of \$11.7 million was equal to the amount of the discount of the PIES and will be amortized into interest expense over the term of the PIES.

On October 10, 2008, Retail Ventures repurchased 200,000 units of PIES for an aggregate purchase price of \$5.6 million, which resulted in a reduction of the long-term obligation of \$10.0 million. Retail Ventures recorded a gain of \$1.5 million on the repurchase which was included in non-operating income on the statements of operations.

During the three and nine months ended October 30, 2010, the Company recorded a non-cash charge of \$23.5 million and \$34.6 million, respectively, related to the change in fair value of the conversion feature of the PIES. During the three and nine months ended October 31, 2009, the Company recorded a non-cash charge of \$21.6 million and \$30.8 million, respectively, related to the change in fair value of the conversion feature of the PIES. As of October 30, 2010 the current fair value liability recorded for the conversion feature of the PIES was \$6.6 million. As of January 30, 2010, the fair value asset recorded for the conversion feature of the PIES was \$28.0 million.

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The Company has outstanding warrants to purchase up to 3,683,959 RVI Common Shares (including 1,731,460 to Schottenstein RVI LLC, a related party) at an initial exercise price of \$4.50 per share or up to 699,819 (including 328,915 to Schottenstein RVI LLC, a related party) DSW Class A Common Shares owned by Retail Ventures at an initial exercise price of \$19.00 per share. The warrants are subject to certain anti-dilution provisions and are exercisable at any time on or prior to June 11, 2012. The Company has granted registration rights with respect to the shares issuable upon exercise of the warrants. Retail Ventures is subject to contractual obligations with its warrant holders to retain enough DSW Common Shares to be able to satisfy its obligations to deliver such shares to its warrant holders if the warrant holders elect to exercise their warrants in full for DSW Class A Common Shares.

During the three and nine months ended October 30, 2010, the Company recorded a non-cash charge of \$8.2 million and \$11.3 million, respectively, related to the change in the fair value of the warrants, of which the portion held by related parties was a non-cash charge of \$3.9 and \$5.3 million, respectively. During the three and nine months ended October 31, 2009, the Company recorded a non-cash charge of \$9.1 million and \$10.0 million, respectively, related to the change in the fair value of the warrants, of which the portion held by related parties was a non-cash charge of \$4.3 million and \$3.7 million, respectively. The fair value of the warrants was \$34.3 million and \$23.1 million at October 30, 2010 and January 30, 2010, respectively.

Effective November 16, 2010, Retail Ventures, Inc issued 1,214,572 of its common shares, without par value, to Cerberus Partners, L.P. ( Cerberus ) in connection with Cerberus' exercise of its outstanding term warrant that was originally issued by the Company on July 5, 2005. The warrant was exercised on a cashless exercise basis as permitted by the warrant, resulting in the issuance of 1,214,572 of the 1,731,460 shares for which the warrant could have been exercised (at an exercise price of \$4.50 per share). In connection with this issuance, no payment was made to the Company, no underwriters were utilized and no commissions were paid.

**Liquidity and Capital Resources Considerations Relating to the Value City Disposition**

RVI completed the disposition of an 81% ownership interest in its Value City business on January 23, 2008. Retail Ventures or its wholly-owned subsidiary, Retail Ventures Services, Inc. ( RVS ), guaranteed or may, in certain circumstances, be responsible for certain liabilities of Value City including, but not limited to: amounts owed under certain guarantees with various financing institutions for Value City inventory purchases made prior to the disposition date; amounts owed for guaranteed severance for certain Value City employees; amounts owed under lease obligations for certain equipment leases; amounts owed under certain employee benefit plans if the plans are not fully funded on a termination basis; amounts owed for certain workers compensation claims for events prior to the disposition date; amounts owed under certain income tax liabilities and the guarantee of other amounts.

On October 26, 2008, Value City filed for bankruptcy protection and announced that it would close its remaining stores. RVI may become subject to risks associated with the bankruptcy filing by Value City, if creditors whose obligations RVI has guaranteed are not paid. As of October 30, 2010 and January 30, 2010, the amount of RVI's guarantees of Value City commitments was \$0.4 million and \$2.9 million, respectively. The reduction in the liability through October 30, 2010 is primarily due to payments to the guaranteed party and revaluation of guarantees due to the passage of time.

To facilitate the change in ownership and operation of Value City, Retail Ventures agreed to provide or arrange for the provision of certain transition services to Value City for a period of one year unless otherwise extended by both parties. We negotiated an agreement with Value City to continue to provide services post bankruptcy filing until the liquidation is complete, including risk management, financial services, benefits administration, payroll and information technology services, in exchange for a weekly payment. We have submitted a proof of claim in the bankruptcy proceeding seeking payment in full for all amounts owed to us. However, there is no assurance that we will be able to collect all or any of the amounts owed to us.

On October 25, 2010, Value City Holdings, Inc., Value City Department Stores LLC, Value City Department Stores Services, Inc., Value City of Michigan, Inc., Gramex Retail Stores, Inc., GB Retailers, Inc., J.S. Overland Delivery, Inc., Retail Ventures Jewelry, Inc., and VCHI Acquisition Co. (collectively, Debtors ) filed a complaint against RVI, Retail Ventures Services, Inc., and DSW (the Defendants ) in the United States Bankruptcy Court for the Southern District of New York (the Bankruptcy Court ). The complaint relates to Debtors' pending voluntary cases under

Chapter 11 of the Bankruptcy Code.

In the complaint, Debtors have alleged claims for avoidable preferences, fraudulent transfer, receipt of illegal dividends, recovery of assets, unjust enrichment and breach of contract. The claims are related to transfers made by Debtors to the Defendants during the one year period preceding Debtors' filing of voluntary petitions for reorganization under Chapter 11 of the Bankruptcy Code on October 26, 2008. Debtors have sought damages that total approximately \$373.4 million.

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Defendants intend to contest the lawsuit vigorously and believe it is without merit and that there are substantial factual and legal defenses to the claims at issue. The reasonable estimate of the liability related to the Debtor's litigation is approximately \$4.0 million and as of October 30, 2010 we have accrued \$4.0 million in Accrued Expenses - Other and expensed approximately \$4.0 million in SG&A expense from continuing operations related to the Debtor's litigation. An unfavorable outcome could have a material adverse effect on RVI's consolidated financial position, liquidity or results of operations.

**Liquidity and Capital Resources Considerations Relating to the Filene's Basement Disposition**

On April 21, 2009, we sold all of the outstanding capital stock of Filene's Basement and certain related entities to FB II Acquisition Corp., a newly formed entity owned by Buxbaum Holdings, Inc. Retail Ventures guaranteed or may, in certain circumstances, be responsible for certain liabilities of Filene's Basement, including, but not limited to, amounts owed under lease obligations related to leases not assumed by New Filene's Basement. As of October 30, 2010, RVI has recorded a liability of \$0.2 million for the guarantees of Filene's Basement commitments for lease obligations. On May 4, 2009, liquidating Filene's Basement filed for bankruptcy protection. On June 18, 2009, following bankruptcy court approval, Syms purchased certain assets of Filene's Basement. The Company negotiated with Syms to provide transition services in exchange for payment. As of October 30, 2010 we are not providing any services to Syms.

On September 25, 2009, RVI and DSW entered into a settlement agreement with liquidating Filene's Basement and its related debtors and the Official Committee of Unsecured Creditors appointed in the Chapter 11 case for the debtors. On November 3, 2009, the settlement agreement was approved by the Bankruptcy Court for the District of Delaware. Effective as of the court's approval, under the settlement agreement, RVI's claims in respect of \$52.6 million in notes receivable from liquidating Filene's Basement were released; RVI assumed the rights and obligations related to (and agreed to indemnify liquidating Filene's Basement with regard to certain matters arising out of) the liquidating Filene's Basement defined benefit pension plan; and liquidating Filene's Basement and the creditors' committee agreed to allow certain general unsecured claims for amounts owed to RVI and DSW. The parties also agreed to certain provisions affecting the proper allocation of proceeds paid to RVI or liquidating Filene's Basement in connection with specified third party litigation and to certain provisions related to the debtors' recovery from third parties that are the beneficiaries of letters of credit or hold collateral related to workers' compensation claims. The settlement agreement also provides for certain mutual releases among the debtors, the creditors' committee, RVI, DSW and other parties. (The foregoing description of the Settlement Agreement is qualified in its entirety by reference to the terms of the settlement agreement.)

Although the settlement agreement provides that RVI will have certain allowed claims against the debtors, there can be no assurance as to whether RVI will ultimately recover all of the amounts in connection with these claims. A plan of reorganization of the debtors was confirmed by the court on January 26, 2010, and an initial distribution from the debtors' estates of \$5.8 million to RVI and \$0.2 million to DSW has been made. However, there can be no assurance as to timing or the amount of any additional distribution in respect of its claims (or whether RVI will recover any of the remainder of the amounts in connection with its claims).

**Certain Liquidity Issues of RVI**

Retail Ventures is a holding company and all our operations are conducted through our subsidiaries. RVI has no net sales on a standalone basis and RVI also does not have any credit facilities under which it can borrow funds. Therefore, we rely on the cash flow of our subsidiaries and our cash on hand to meet our obligations, including our obligations under the PIES and the guarantees of certain obligations of Filene's Basement and Value City. The ability of our subsidiaries to provide cash to Retail Ventures by way of dividends, distributions, interest or other payments (including intercompany loans) is subject to various restrictions, including restrictions imposed by the existing credit facility governing our subsidiaries' indebtedness. Future indebtedness incurred by our subsidiaries may also limit or prohibit such payments. In addition, the ability of our subsidiaries to make such payments may be limited by relevant provisions of the laws of their respective jurisdictions of organization.

To the extent cash on hand is not sufficient to meet our operating cash flow needs we may seek other sources to provide the funds necessary for operations. Even though we could receive cash from DSW in the form of dividends, loans or otherwise, DSW has indicated that it does not intend to pay dividends in fiscal 2010, and RVI does not have a current arrangement for loans or other funding with DSW. DSW is a separate and distinct legal entity and currently

has no obligation, contingent or otherwise, to distribute cash to us or to make funds available to service our coupon payments under the PIES.

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The Company is reviewing strategic alternatives to maximize value for its shareholders as well as its available options, to the extent it may become necessary, to manage and enhance its liquidity position pending the realization of such strategic alternatives. Although RVI's plan to enhance liquidity could include, among other things, the sale or collateralization of shares of common stock of DSW Inc. or a sale of equity by RVI, no assurance can be given that any such transaction can be completed on favorable terms or that such a transaction would satisfy all of RVI's liquidity requirements. On January 15, 2010, Retail Ventures sold to DSW 320,000 Class B Common Shares, without par value, for an aggregate amount of \$8.0 million. Proceeds from the sale will be used for general corporate purposes and continuing expenses; however, this transaction will not eliminate RVI's need to continue to review available additional options to manage and enhance its liquidity.

**Contractual Obligations and Off-Balance Sheet Arrangements**

DSW had outstanding letters of credit that totaled approximately \$12.9 million as of October 30, 2010 under its \$100 million credit facility and as of January 30, 2010 \$17.4 million of letters of credit were outstanding under DSW's previous facility. If certain conditions are met under these arrangements, DSW would be required to satisfy the obligations in cash. Due to the nature of these arrangements and based on historical experience and future expectations, DSW does not expect to make any significant payment outside of terms set forth in these arrangements.

As of October 30, 2010, DSW has entered into various construction commitments, including capital items to be purchased for projects that were under construction, or for which a lease has been signed. DSW's obligations under these commitments aggregated to approximately \$1.9 million as of October 30, 2010. In addition, DSW has signed lease agreements for five new store locations expected to be opened over the next eighteen months, with total annual rent of approximately \$4.5 million. In connection with the new lease agreements, DSW will receive a total of \$2.5 million of construction and tenant allowance reimbursements for expenditures at these locations.

We operate all of our stores, warehouses and corporate office space from leased facilities. Lease obligations are accounted for either as operating leases or as capital leases based on lease by lease review at lease inception. The Company had no capital leases outstanding as of October 30, 2010 or January 30, 2010.

The Company had no off-balance sheet arrangements as of October 30, 2010 or January 30, 2010 as that term is defined by the SEC.

**Table of Contents****PROPOSED ACCOUNTING STANDARDS**

The FASB periodically issues statements and interpretations, some of which require implementation by a date falling within or after the close of the fiscal year. See Note 3 to the Condensed Consolidated Financial Statements for a discussion of the new accounting standards issued or implemented during the period ended October 30, 2010.

**Item 3. Quantitative and Qualitative Disclosures About Market Risk**

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

Our cash and equivalents have maturities of 90 days or fewer. At times, cash and equivalents may be in excess of Federal Deposit Insurance Corporation ( FDIC ) insurance limits. DSW also has investments in various short-term and long-term investments. DSW's available-for-sale investments generally renew every seven days, and they have held-to-maturity investments that have terms greater than 365 days. These financial instruments may be subject to interest rate risk through lost income should interest rates increase during their term to maturity and thus may limit DSW's ability to invest in higher income investments.

**Warrants**

For derivatives that are not designated as hedges under ASC 815, *Derivatives and Hedging*, changes in the fair values are recognized in earnings in the period of change. Retail Ventures estimates the fair value of derivatives based on pricing models using current market rates and records all derivatives on the balance sheet at fair value.

As of October 30, 2010, the Company had 3,683,959 warrants outstanding.

During the three and nine months ended October 30, 2010, the Company recorded a non-cash charge of \$8.2 million and \$11.3 million, respectively, related to the change in the fair value of the warrants, of which the portion held by related parties was a non-cash charge of \$3.9 million and \$5.3 million, respectively. The \$34.3 million value ascribed to the warrants was estimated as of October 30, 2010 using the Black-Scholes Pricing Model with the following assumptions: risk-free interest rate of 0.4%; expected life of 1.6 years; expected volatility of 61.3%; and an expected dividend yield of 0.0%. The Term Loan Warrants ( warrants ) expire on June 11, 2012. As the warrants may be exercised for either RVI Common Shares or Class A Common Shares of DSW owned by RVI, the settlement of these warrants will not result in a cash outlay by the Company.

**Conversion Feature of PIES**

During the three and nine months ended October 30, 2010, the Company recorded a non-cash charge of \$23.5 million and \$34.6 million, respectively, related to the change in fair value of the conversion feature of the PIES. The \$6.6 million value of the short-term liability ascribed to the conversion feature of the PIES was estimated as of October 30, 2010 using the Black-Scholes Pricing Model with the following assumptions: risk-free interest rate of 0.9%; expected life of 0.9 years; expected volatility of 48.1%; and an expected dividend yield of 0.0%. The fair value of the conversion feature at the date of issuance of \$11.7 million is equal to the amount of the discount of the PIES and is being amortized into interest expense over the term of the PIES.

**Item 4. Controls and Procedures**

The Company maintains disclosure controls and procedures that are designed to ensure that information required to be disclosed in the reports that the Company files or submits under the Securities and Exchange Act of 1934, as amended (the Exchange Act ) is recorded, processed, summarized, and reported within the time periods specified in the SEC's rules and forms, and that such information is accumulated and communicated to the Company's management, including its principal executive and principal financial officers, to allow timely decisions regarding required disclosures.

The Company, under the supervision and with the participation of its management, including its principal executive officer and principal financial officer, performed an evaluation of the effectiveness of the Company's disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) under the Exchange Act). Based on that evaluation, the Company's principal executive and principal financial officers concluded, as of October 30, 2010, that such disclosure controls and procedures were effective.





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As noted in the Form 10-K/A filed by the Company on October 12, 2010, during the third quarter management identified a material weakness related to the controls over the calculation of diluted (loss) earning per share from continuing operations attributable to Retail Ventures, Inc. common shareholders and diluted (loss) earnings per share attributable to Retail Ventures, Inc. common shareholders disclosed in the consolidated financial statement for years ended January 31, 2009 and February 2, 2008. Management determined that there were ineffective controls over these calculations which resulted from the inappropriate preparation and review of the diluted earnings per share calculation. The Company mitigated this control weakness by enhancing the review of the calculation of diluted (loss) earning per share from continuing operations attributable to Retail Ventures, Inc. common shareholders and diluted (loss) earnings per share attributable to Retail Ventures, Inc. common shareholders. Other than this change, no change in the Company's internal control over financial reporting occurred during the Company's fiscal quarter ended October 30, 2010 that has materially affected, or is reasonably likely to materially affect, the Company's internal control over financial reporting.

**PART II. OTHER INFORMATION****Item 1. Legal Proceedings.**

On October 25, 2010, Value City Holdings, Inc., Value City Department Stores LLC, Value City Department Stores Services, Inc., Value City of Michigan, Inc., Gramex Retail Stores, Inc., GB Retailers, Inc., J.S. Overland Delivery, Inc., Retail Ventures Jewelry, Inc., and VCHI Acquisition Co. (collectively, Debtors) filed a complaint against RVI, Retail Ventures Services, Inc., and DSW (the Defendants) in the United States Bankruptcy Court for the Southern District of New York (the Bankruptcy Court). The complaint relates to Debtors' pending voluntary cases under Chapter 11 of the Bankruptcy Code.

In the complaint, Debtors have alleged claims for avoidable preferences, fraudulent transfer, receipt of illegal dividends, recovery of assets, unjust enrichment and breach of contract. The claims are related to transfers made by Debtors to the Defendants during the one year period preceding Debtors' filing of voluntary petitions for reorganization under Chapter 11 of the Bankruptcy Code on October 26, 2008. Debtors have sought damages that total approximately \$373.4 million.

Defendants intend to contest the lawsuit vigorously and believe it is without merit and that there are substantial factual and legal defenses to the claims at issue. The reasonable estimate of the liability related to the Debtor's litigation is approximately \$4.0 million and as of October 30, 2010 we have accrued \$4.0 million in Accrued Expenses - Other and expensed approximately \$4.0 million in SG&A expense from continuing operations related to the Debtor's litigation. An unfavorable outcome could have a material adverse effect on RVI's consolidated financial position, liquidity or results of operations.

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

**Item 1A. Risk Factors.**

We caution that certain information in this Form 10-Q, particularly information regarding future economic performance and finances, and plans, expectations and objectives of management, is forward-looking (as such term is defined in the Private Securities Litigation Reform Act of 1995) and is subject to change based on various important factors. The factors previously disclosed under the caption Risk Factors in our 2009 Annual Report, and other factors discussed from time to time in our filings with the SEC, could affect our actual results and cause such results to differ materially from those expressed in forward-looking statements.



**Table of Contents****Risk Factors Relating to DSW**

**DSW opened nine stores in fiscal 2010 and plans to open ten to fifteen stores each year for the next three to five years, which could strain its resources and have a material adverse effect on its business and financial performance.**

DSW's continued and future growth largely depends on its ability to successfully open and operate new DSW stores on a profitable basis. During fiscal 2009, 2008 and 2007, DSW opened 9, 41 and 37 new DSW stores, respectively. DSW opened nine stores in fiscal 2010 and plans to open ten to fifteen stores each year for fiscal 2011 and beyond. As of October 30, 2010, DSW has signed leases for an additional five stores opening in fiscal 2011. During fiscal 2009, the average investment required to open a typical new DSW store was approximately \$1.4 million. This continued expansion could place increased demands on DSW's financial, managerial, operational and administrative resources. For example, DSW's planned expansion will require it to increase investments in management information systems and distribution facilities. These increased demands and operating complexities could cause DSW to operate its business less efficiently, have a material adverse effect on its operations and financial performance and slow its growth.

***Restrictions in DSW's secured revolving credit facility could limit its operational flexibility.***

DSW has a \$100 million secured revolving credit facility (the DSW Credit Facility) with a term expiring June 2014. Under this facility, DSW and its subsidiary, DSW Shoe Warehouse, Inc. (DSWSW), are co-borrowers. This facility is subject to a borrowing base restriction and provides for borrowings at variable interest rates as defined in the agreement. The DSW credit facility is secured by a lien on substantially all of DSW's and its subsidiaries' personal property assets with certain exclusions and will be used to provide funds for general corporate purposes, to refinance existing letters of credit outstanding under DSW's previous credit arrangement, to provide for DSW's ongoing working capital requirements, and to make permitted acquisitions. The DSW credit facility provides for a sub-limit to foreign borrowers that could subject us to foreign currency rate risk. In addition, the DSW Credit Facility contains usual and customary restrictive covenants relating to DSW's management and the operation of its business. These covenants, among other things, limit or restrict DSW's ability to grant liens on its assets, incur additional indebtedness, pay cash dividends and redeem its stock, enter into transactions with affiliates and merge or consolidate with another entity. These covenants could restrict DSW's operational flexibility, and any failure to comply with these covenants or its payment obligations would limit DSW's ability to borrow under the DSW Credit Facility and, in certain circumstances, may allow the lenders thereunder to require repayment.

**Risk Factors Relating to RVI**

**Retail Ventures is subject to various risks associated with the Value City bankruptcy proceedings.**

On January 23, 2008, Retail Ventures disposed of an 81% ownership interest in its Value City Department Stores business to VCHI Acquisition Co., a newly formed entity owned by VCDS Acquisition Holdings, LLC, Emerald Capital Management LLC and Crystal Value, LLC. On October 26, 2008 Value City filed for bankruptcy and has discontinued operations. RVI may become subject to risks associated with the bankruptcy filing by Value City, if creditors whose obligations RVI has guaranteed are not paid. There are risks and uncertainties inherent in such events and RVI is unable to predict what claims may be made or the precise effect of the Value City liquidation process on RVI's operations and financial condition. RVI may also be required to record impairment charges or writeoffs as a result of any bankruptcy proceeding and to incur expenses and liabilities associated with any bankruptcy proceeding. Additionally, the Value City bankruptcy and the publicity surrounding its filing could adversely affect RVI's and its subsidiaries' businesses and relationships with employees, customers and suppliers. All of the foregoing circumstances or events could have a material adverse impact on RVI's financial condition and results of operations.

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

(a) **Recent Sales of Unregistered Securities.** Not applicable

(b) **Use of Proceeds.** Not applicable

(c) **Purchases of Equity Securities by the Issuer and Affiliated Purchasers.**

Retail Ventures made no purchases of its common shares during the third quarter of the 2010 fiscal year.

We have paid no cash dividends in the two most recent fiscal years and we do not anticipate paying cash dividends on our Common Shares during fiscal 2010. Presently we expect that all of DSW's future earnings will be retained for development of its businesses while all of RVI's future earnings will be used for general corporate purposes and continuing expenses. The payment of any future dividends will be at the discretion of our Board of Directors and will depend upon, among other things, future earnings, operations, capital requirements, our general financial condition and general business conditions. The DSW Credit Facility restricts the payment of dividends by DSW up to the aggregate amount of up to 50% of the previous year's net income, for a maximum of \$50.0 million, provided that DSW meets the minimum cash requirements set forth in the DSW Credit Facility.

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**Item 3. Defaults Upon Senior Securities.** None

**Item 4. (Removed and Reserved).**

**Item 5. Other Information.** None

**Item 6. Exhibits.** See Index to Exhibits

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**SIGNATURE**

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

**RETAIL VENTURES, INC.**

(Registrant)

Date: December 8, 2010

By: /s/ James A. McGrady  
James A. McGrady, Chief Executive Officer,  
President, Chief Financial Officer and  
Treasurer  
(Principal Executive Officer and Principal  
Financial  
and Accounting Officer)

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**INDEX TO EXHIBITS**

<b>Exhibit Number</b>	<b>Description</b>
10.1*	Lease dated August 26, 2010 by and between JLP Nashua NH LLC, an affiliate of Schottenstein Stores Corporation, and DSW Shoe Warehouse, Inc., re Nashua, NH store
31.1	Rule 13a-14(a)/15d-14(a) Certification of Chief Executive Officer
31.2	Rule 13a-14(a)/15d-14(a) Certification of Chief Financial Officer
32.1	Section 1350 Certification of Chief Executive Officer
32.2	Section 1350 Certification of Chief Financial Officer

\* Filed herewith