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**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**FORM 10-K/A**

(Amendment No. 1)

ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE

SECURITIES EXCHANGE ACT OF 1934

For the fiscal year ended January 29, 2000

Commission file number 1-8897

**CONSOLIDATED STORES CORPORATION**

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

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

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

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

Indicate if the disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of the registrant's knowledge, in a definitive proxy or information statement incorporated by reference in Part III of this FORM 10-K/A or any amendment to this FORM 10-K/A

The aggregate market value (based on the closing price on the New York Stock Exchange) of the Common Stock of the Registrant held by non affiliates of the Registrant was \$1,282,004,683 on April 20, 2000. For purposes of this response, executive officers and directors are deemed to be the affiliates of the Registrant and the holdings by non affiliates was computed as 5,624,044 shares.

The number of shares of Common Stock \$.01 par value per share, outstanding as of April 20, 2000, was 111,356,389 and there were no shares of Non-Voting Common Stock, \$.01 par value per share outstanding at that date.

Documents Incorporated by Reference

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

Pursuant to Rule 15d-21 under the Securities Exchange Act of 1934, the undersigned registrant hereby amends its annual report on Form 10-K for the fiscal year ended January 29, 2000, to include the following information and financial statements required by Form 11-K with respect to the Consolidated Stores Corporation Savings Plan (Plan) for the year ended December 31, 1999.

CONSOLIDATED STORES CORPORATION SAVINGS PLAN  
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## INDEPENDENT AUDITORS' REPORT

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

We have audited the accompanying statements of net assets available for benefits of the **CONSOLIDATED STORES CORPORATION SAVINGS PLAN** (the Plan) as of December 31, 1999 and 1998, and the related statement of changes in net assets available for benefits for the year ended December 31, 1999. These financial statements are the responsibility of the Plan's management. Our responsibility is to express an opinion on these financial statements based on our audits.

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

In our opinion, such financial statements present fairly, in all material respects, the net assets available for benefits of the Plan as of December 31, 1999 and 1998, and the changes in net assets available for benefits for the year ended December 31, 1999, in conformity with accounting principles generally accepted in the United States of America.

Our audits were performed for the purpose of forming an opinion on the basic financial statements taken as a whole. The supplemental schedules of (1) assets held for investment as of December 31, 1999, and (2) reportable transactions in excess of five percent of the current value of Plan assets for the year ended December 31, 1999, are presented for the purpose of additional analysis and are not a required part of the basic financial statements, but are supplemental information required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. These schedules are the responsibility of the Plan's administrator. Such schedules have been subjected to the auditing procedures applied in our audit of the basic 1999 financial statements and, in our opinion, are fairly stated in all material respects when considered in relation to the basic financial statements taken as a whole.

DELOITTE & TOUCHE LLP

Dayton, Ohio  
June 16, 2000

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

	December 31,	
	1999	1998
<b>ASSETS</b>		
Investment at fair value:		
Consolidated Stores Corporation Common Shares	\$ 22,214,168	\$ 21,068,301
Mutual Funds:		
Merrill Lynch Basic Value Fund	13,416,446	15,985,777
Merrill Lynch Capital Fund	6,875,616	8,844,077
Merrill Lynch Global Allocation Fund	6,641,860	6,077,860
Merrill Lynch Growth Fund	6,145,535	7,121,289
Dreyfus S&P 500 Index Fund	3,443,617	
Fidelity U.S. Bond Fund	932,511	
Janus Twenty Fund	8,786,886	
Money Market Funds	27,949,536	30,506,239
Participant loans	7,266,313	6,901,197
Total investments	103,672,488	96,504,740
Contribution receivable from:		
Consolidated Stores Corporation	5,161,822	5,350,492
Participants	347,805	340,342
Income receivable	513,590	
Receivable from nonqualified plan		254,615
Cash	53,474	
Net assets available for benefits	\$109,749,179	\$102,450,189

See notes to financial statements.

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

	<b>For the Year Ended December 31, 1999</b>
<b>INCREASE IN PLAN ASSETS:</b>	
Contributions:	
Participant contributions	\$ 9,211,552
Company contributions	5,161,822
Rollovers	378,848
Investment Income:	
Interest	574,738
Dividend	5,216,875
Net depreciation in fair value of investments	(425,774)
<b>TOTAL INCREASES</b>	<b>20,118,061</b>
<b>DECREASES IN PLAN ASSETS:</b>	
Benefits paid to Plan participants	12,490,009
Administrative expenses	329,062
<b>TOTAL DECREASES</b>	<b>12,819,071</b>
<b>NET INCREASE IN PLAN ASSETS</b>	<b>7,298,990</b>
<b>NET ASSETS — Beginning of year</b>	<b>102,450,189</b>
<b>NET ASSETS — End of year</b>	<b>\$109,749,179</b>

See notes to financial statements.

**CONSOLIDATED STORES CORPORATION SAVINGS PLAN  
NOTES TO FINANCIAL STATEMENTS**

**PLAN DESCRIPTION**

On December 31, 1999, there were 22,764 employees eligible to participate in the Plan. On that date 8,215 were actively participating.

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

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

The administrator of the Plan is Consolidated Stores Corporation Savings Plan Committee ("Committee"). The Trustee of the Plan is The Fifth Third Bank of Cincinnati. (see TRUST AGREEMENT).

All employees of Consolidated Stores Corporation and any of its subsidiaries ("Company") which have adopted the Plan are eligible to participate. Participants must have attained age twenty-one and have completed one year of service prior to eligibility. Eligible employees may begin participation on the first day of the month following satisfaction of eligibility requirements. For any plan year, participants may contribute to the Plan any whole dollar amount not less than 1% of their compensation for such plan year but not more than the lesser of \$9,500 (or such larger amount in accordance with Code Section 402(g) which is \$10,000 as of January 1, 1999) or 15% of their compensation for the plan year. For the Plan years 1999 and 1998 the Company made matching contributions to the Plan on behalf of participants in an amount equal to 100% of the first 2% and 50% of the next 4%, of the employee's first 6% contribution. The Company's matching contributions may be made in the form of Common Stock of the Company.

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

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

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

**CONSOLIDATED STORES CORPORATION SAVINGS PLAN  
NOTES TO FINANCIAL STATEMENTS  
(Continued)**

**PLAN DESCRIPTION — continued**

Years of Service	Vested Percentage
Less than 2	—
At least 2 but less than 3	25
At least 3 but less than 4	50
At least 4 but less than 5	75
5 or more	100

On termination of service due to death, disability, or retirement, a participant may elect to receive either a lump-sum amount equal to the value of the participant's vested interest in their account, or annual installments over a ten year period. For termination of service due to other reasons, a participant may receive the value of their vested interest as a lump-sum distribution. The portion of the Company's matching contribution that is not fully vested will be forfeited at the time employment terminates. The Company has the right to terminate or amend the Plan at any time. In the event of termination, the Plan assets will be distributed to the participants, after payment of any expenses properly chargeable thereto, in proportion to their respective account balances.

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

**SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES**

***Basis of Accounting.*** The financial statements of the Plan are prepared on the accrual basis of accounting.

***Use of Estimates.*** The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and changes therein, and disclosure of contingent assets and liabilities. Actual results could differ from those estimates.

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

***Income recognition.*** Purchases and sales of securities are recorded on a trade-date basis. Dividends are recorded on the ex-dividend date.

***Payment of Benefits.*** Benefits are recorded when paid.



**CONSOLIDATED STORES CORPORATION SAVINGS PLAN**  
**NOTES TO FINANCIAL STATEMENTS**  
**(Continued)**

**TRUST AGREEMENT**

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

**INVESTMENT PROGRAMS**

Participants could direct their contributions to different funds of the Plan as described below:

**Money Market Funds**

***Merrill Lynch Retirement Preservation Trust.*** According to the fund prospectus, the trust is a collective trust fund that invests primarily in Investment Contracts (GICs) and United States Government and United States Government Agency securities.

**Mutual Funds**

***Merrill Lynch Basic Value Fund, Inc.*** According to the fund prospectus, the Fund's investment objective is to seek capital appreciation and, secondarily, income by investing in securities, primarily equities, that management of the Fund believes are undervalued and therefore represent basic investment value.

The Fund invests primarily in stocks that its management believes are undervalued, which means that their prices are less than Fund management believes they are worth. Fund management places particular emphasis on companies with below average price/earnings ratios that may pay above average dividends. The Fund purchases primarily common stocks of U.S. companies in trying to meet its goals. The Fund may also invest in securities issued by foreign companies.

***Merrill Lynch Capital Fund, Inc.*** According to the fund prospectus, the investment objective of the Fund is to seek the highest total investment return through a fully managed investment policy utilizing equity, debt (including money market) and convertible securities.

The Fund invests in equities and debt securities (including short term securities). Fund management shifts the allocation among these securities types. The proportion the Fund invests in each category at any given time depends on Fund management's view of how attractive that category appears relative to the others. This flexibility is the keystone of the Fund's investment strategy. Although the Fund has the flexibility to invest entirely in debt securities, entirely in equity securities or partially in equity securities and partially in debt securities, Fund management expects that usually a majority of the Fund's assets will be stocks of large companies. The Fund's management chooses securities using a fundamental, value-oriented investment style. The Fund purchases primarily U.S. securities, but can also buy foreign securities, including securities denominated in foreign currencies. The Fund may invest in debt securities of any maturity. The Fund may also invest in high yield or "junk" bonds.

**CONSOLIDATED STORES CORPORATION SAVINGS PLAN**  
**NOTES TO FINANCIAL STATEMENTS**  
**(Continued)**

**Mutual Funds — continued**

***Merrill Lynch Global Allocation Fund, Inc.*** According to the fund prospectus, the investment objective of the Fund is to provide high Total Investment Return\* through a fully managed investment policy utilizing United States and foreign Equity\*, debt and money market securities, the combination of which will be varied from time to time both with respect to types of securities and markets in response to changing market and economic trends.

The Fund invests in a portfolio of equity, debt and money market securities. Generally, the Fund's portfolio will include both equity and debt securities. At any given time, however, the Fund may emphasize either debt securities or equity securities. In selecting equity investments, the Fund mainly seeks securities that Fund management believes are undervalued. The Fund may buy debt securities of varying maturities. The Fund may invest in high yield or "junk" bonds and in certain types of "derivative" securities. When choosing investments, Fund management considers various factors, including opportunities for equity or debt investments to increase in value, expected dividends and interest rates.

Generally, the Fund will invest primarily in the securities of corporate and governmental issuers located in North and South America, Western Europe, Australia and the Far East. The Fund may emphasize foreign securities when Fund management expects these investments to outperform U.S. securities. When choosing investment markets, Fund management considers various factors, including economic and political conditions, potential for economic growth and possible changes in currency exchange rates.

\* As defined in the fund prospectus.

***Merrill Lynch Growth Fund.*** According to the fund prospectus, the investment objective of the Fund is to seek growth of capital and, secondarily, income. In other words, it tries to choose investments that will increase in value. The Fund may also select certain investments based on their ability to produce current income. However, the Fund's investments emphasize growth of capital more than current income.

The Fund invests primarily in Common Stock\* of companies that Fund management believes have the potential to achieve above average growth rates in earnings, revenues, cash flow or enterprise value. The Fund may also purchase Preferred Stock\* and Convertible Securities\*. The Fund focuses on companies with medium to large stock market capitalizations. The Fund invests a majority of its assets in U.S. companies, but may invest a portion of its assets in foreign companies. The Fund may invest in securities denominated in foreign currencies. The Fund is a non-diversified fund, which means that it can invest more of its assets in fewer companies than other funds.

\* As defined in the fund prospectus.

***Dreyfus S&P 500 Index Fund.*** The portfolio seeks to match the performance of the Standard & Poor's 500 Composite Stock Price Index. To pursue this goal, the fund generally is fully invested in stocks included in the index, and in futures whose performance is tied to the index.

The fund attempts to have a correlation between its performance and that of the index of at least .95, before expenses. A correlation of 1.00 would mean that the fund and the index were perfectly correlated.

**CONSOLIDATED STORES CORPORATION SAVINGS PLAN**  
**NOTES TO FINANCIAL STATEMENTS**  
**(Continued)**

**Mutual Funds — continued**

The fund generally invests in all 500 stocks in the S&P 500 in proportion to their weighting in the index. The S&P 500 is an unmanaged index of 500 common stocks chosen to reflect the industries of the U.S. economy and is often considered a proxy for the stock market in general. Each stock is weighted by its market capitalization, which means larger companies have greater representation in the index than smaller ones. The fund may also use stock index futures as a substitute for the sale or purchase of securities.

***Fidelity US bond Index Fund.*** The fund seeks to provide investment results that correspond to the total return of the bonds in the Lehman Brothers Aggregate Bond Index (the Aggregate Bond Index). The Fund invests in a mix of securities designed to correspond to the total return of the Aggregate Bond Index. Under normal conditions the fund invests at least 80% of its total assets in bonds included in the Aggregate Bond Index.

***Janus Twenty Fund.*** According to the fund prospectus, the Fund invests primarily in common stocks selected for their growth potential. The Fund normally concentrates its investments in a core group of 20-30 common stocks.

The Fund may invest without limit in foreign equity and debt securities and less than 35% of its net assets in high-yield/high-risk bonds.

The portfolio manager applies a “bottom up” approach in choosing investments. In other words, he looks for companies with earnings growth potential one at a time. If the portfolio manager is unable to find investments with earnings growth potential, a significant portion of the Fund’s assets may be in cash or similar investments.

**Company Stock Fund**

***Consolidated Stores Corporation Stock Fund.*** Contributions are invested in Common Shares of Consolidated Stores Corporation. All employer matching contributions are made to this fund.

**TAX STATUS**

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

**NONPARTICIPANT DIRECTED INVESTMENTS**

Information about the net assets and the significant components of changes in net assets relating to nonparticipant-directed investments is as follows:

**CONSOLIDATED STORES CORPORATION SAVINGS PLAN  
NOTES TO FINANCIAL STATEMENTS  
(Continued)**

	December 31,	
	1999	1998
<b>Net Assets:</b>		
Consolidated Stores Corporation common shares	\$22,214,168	\$21,068,301

	Year ended December 31, 1999
<b>Changes in Net Assets</b>	
Contributions	\$ 7,457,038
Net depreciation	(4,590,330)
Benefits paid to Plan participants	(2,086,702)
Administrative expenses	(111,219)
Transfer from participant directed investments	477,080
	\$ 1,145,867

**INVESTMENTS**

The following presents investments that represent 5 percent or more of the Plan's net assets.

	December 31,	
	1999	1998
Consolidated Stores Corporation common shares*	\$22,214,168	\$21,068,301
Merrill Lynch Basic Value Fund	13,416,446	15,985,777
Merrill Lynch Capital Fund	6,875,616	8,844,077
Merrill Lynch Global Allocation Fund	6,641,860	6,077,860
Merrill Lynch Growth Fund	6,145,535	7,121,289
Merrill Lynch Retirement Preservation Fund	27,949,536	30,506,239
Janus Twenty Fund	8,786,886	
Participant Loans	7,266,313	6,901,197

\* Nonparticipant directed

During 1999, the Plan's investments (including gains and losses on investments bought and sold, as well as held during the year) depreciated in value as follows:

Common stock	\$(4,590,330)
Mutual funds	4,164,556
	\$ (425,774)

**CONSOLIDATED STORES CORPORATION SAVINGS PLAN**  
**SCHEDULE OF ASSETS HELD FOR INVESTMENT PURPOSES AT YEAR END**  
**December 31, 1999**

(a)	(b)	(c)	(d)	(e)
	Identity of issue, borrower, lessor or similar party	Description of investment including maturity date, rate of interest, collateral, par or maturity value	Cost	Current Value
	Common Stock:			
*	Consolidated Stores Corporation	Common Stock; 1,367,026 shares	\$ 33,860,052	\$ 22,214,168
	Money Market Fund:			
	Merrill Lynch	Retirement Preservation Trust; 27,949,536 shares	27,949,536	27,949,536
	Mutual Funds:			
	Merrill Lynch	Basic Value Fund; 351,676 shares	11,155,469	13,416,446
	Merrill Lynch	Capital Fund; 214,939 shares	7,126,717	6,875,616
	Merrill Lynch	Global Allocation Fund; 473,742 shares	6,405,865	6,641,860
	Merrill Lynch	Growth Fund; 224,126 shares	5,535,782	6,145,535
	Dreyfus	S&P 500 Index Fund; 80,252 shares	3,134,682	3,443,617
	Fidelity	U.S. Bond Fund; 91,512 shares	979,204	932,511
	Janus	Twenty Fund; 105,320 shares	6,676,472	8,786,886
	Total Mutual Funds		<u>41,014,191</u>	<u>46,242,471</u>
	Participant loans	8% — 10%	<u>7,266,313</u>	<u>7,266,313</u>
	Total assets held for investment purposes at year end		<u>\$110,090,092</u>	<u>\$103,672,488</u>

\* Party-in-interest

**CONSOLIDATED STORES CORPORATION SAVINGS PLAN  
SCHEDULE OF REPORTABLE TRANSACTIONS  
Year Ended December 31, 1999**

(a)	(b)	(c)	(d)	(g)	(h)	(i)
Identity of party involved	Description of Asset	Purchase Price	Selling Price	Cost of Asset	Current Value on Transaction Date	Net Loss
Type (iii) Series transactions in excess of five percent of assets:						
Consolidated Stores Corporation*	Common stock	\$10,496,374 (1)	\$4,751,858	\$5,184,099	\$15,248,232	\$(432,241)

\*Party-in-interest

Columns (e) and (f) have been omitted because they are not applicable.

There were no reportable type (i), (ii) or (iv) transaction during 1999.

(1) Includes a non-cash contribution made by Consolidated Stores Corporation of 263,157 common shares, with a fair value at the contribution date of \$5,460,508.

## INDEPENDENT AUDITORS' CONSENT

We hereby consent to the incorporation by reference in (i) Registration Statement No. 33-42502 on Form S-8 pertaining to Consolidated Stores Corporation Director Stock Option Plan (ii) Registration Statement No. 33-42692 on Form S-8 pertaining to Consolidated Stores Corporation Supplemental Savings Plan (iii) Post Effective Amendment No. 2 to Registration Statement No. 33-6068 on Form S-8 pertaining to Consolidated Stores Corporation Executive Stock Option and Stock Appreciation Rights Plan (iv) Post Effective Amendment No. 1 to Registration Statement No. 33-19378 on Form S-8 pertaining to Consolidated Stores Corporation Savings Plan (v) Post Effective Amendment No. 2 to Registration Statement No. 333-2545 on Form S-3 pertaining to the issuance of Consolidated Stores Corporation Common Shares (vi) Registration Statement No. 333-32063 on Form S-8 pertaining to Consolidated Stores Corporation 1996 Performance Incentive Plan and (vii) Registration Statement No. 333-41143 on Form S-4 pertaining to the issuance of Consolidated Stores Corporation Common Shares of our report dated June 16, 2000, appearing in this Amendment No. 1 to Annual Report on Form 10-K of Consolidated Stores Corporation for the year ended January 29, 2000.

Deloitte & Touche LLP

Dayton, Ohio  
June 26, 2000

## SIGNATURES

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

### CONSOLIDATED STORES CORPORATION

By: /s/ William G. Kelley  
William G. Kelley, Chairman, Chief Executive Officer and  
President

By: /s/ Michael J. Potter  
Michael J. Potter, Executive Vice President, Chief Financial  
Officer and Principal Accounting Officer

### CONSOLIDATED STORES CORPORATION SAVINGS PLAN

By: /s/ Brad A. Waite  
Brad A. Waite, Senior Vice President Human Resources

Dated: June 26, 2000