

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

(Mark one)

QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE
SECURITIES EXCHANGE ACT OF 1934
For the quarterly period ended October 31, 1998

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 0-14678

ROSS STORES, INC.
(Exact name of registrant as specified in its charter)

Delaware (State or other jurisdiction of incorporation or organization)	94-1390387 (I.R.S. Employer Identification No.)
8333 Central Avenue, Newark, California (Address of principal executive offices)	94560-3433 (Zip Code)
Registrant's telephone number, including area code	(510) 505-4400
Former name, former address and former fiscal year, if changed since last report.	N/A

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

The number of shares of Common Stock, with \$.01 par value, outstanding on November 28, 1998 was 46,081,941.

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PART I. FINANCIAL INFORMATION

ITEM 1. FINANCIAL STATEMENTS

ROSS STORES, INC.
CONDENSED CONSOLIDATED BALANCE SHEETS

(\$000)

October 31, January 31, November 1,

ASSETS	1998	1998	1997
	(Unaudited)	(Note A)	(Unaudited)
Current Assets			
Cash and cash equivalents	\$26,657	\$56,369	\$21,737
Accounts receivable	12,212	8,122	9,720
Merchandise inventory	511,484	418,825	467,947
Prepaid expenses and other	16,371	15,108	14,518
Total Current Assets	<u>\$566,724</u>	<u>\$498,424</u>	<u>\$513,922</u>
Property And Equipment			
Land and buildings	48,789	24,115	24,115
Fixtures and equipment	207,856	190,186	184,265
Leasehold improvements	139,296	144,247	142,598
Construction-in-progress	29,861	25,763	11,120
	<u>425,802</u>	<u>384,311</u>	<u>362,098</u>
Less accumulated depreciation and amortization	185,965	179,590	171,779
	<u>239,837</u>	<u>204,721</u>	<u>190,319</u>
Other assets	37,839	34,808	32,802
	<u>\$844,400</u>	<u>\$737,953</u>	<u>\$737,043</u>
LIABILITIES AND STOCKHOLDERS' EQUITY			
Current Liabilities			
Accounts payable	\$228,261	\$201,998	\$205,249
Accrued expenses and other	141,782	82,290	103,044
Accrued payroll and benefits	35,723	39,458	42,740
Total Current Liabilities	<u>405,766</u>	<u>323,746</u>	<u>351,033</u>
Long-term debt	30,000		25,000
Other liabilities	38,347	33,526	32,089
Stockholders' Equity			
Capital stock	460	479	479
Additional paid-in capital	198,873	195,562	168,595
Retained earnings	170,954	184,640	159,847
	<u>370,287</u>	<u>380,681</u>	<u>328,921</u>
	<u>\$844,400</u>	<u>\$737,953</u>	<u>\$737,043</u>

See notes to condensed consolidated financial statements.

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ROSS STORES, INC.
CONDENSED CONSOLIDATED STATEMENTS OF EARNINGS

	Three Months Ended		Nine Months Ended	
	October 31, 1998	November 1, 1997	October 31, 1998	November 1, 1997
(\$000 except per share data, unaudited)				
Sales	\$531,139	\$482,875	\$1,552,390	\$1,416,395
Costs and Expenses				
Cost of goods sold and occupancy	365,654	334,965	1,074,466	985,587
General, selling and administrative	110,593	98,080	308,005	280,300
Depreciation and amortization	8,653	7,866	24,765	22,776
Interest expense (income)	329	206	459	(277)
	<u>485,229</u>	<u>441,117</u>	<u>1,407,695</u>	<u>1,288,386</u>
Earnings before taxes	45,910	41,758	144,695	128,009
Provision for taxes on earnings	17,905	16,703	56,431	51,203
Net earnings	<u>\$28,005</u>	<u>\$25,055</u>	<u>\$88,264</u>	<u>\$76,806</u>
Net earnings per share:				
Basic	\$.60	\$.51	\$1.86	\$1.56
Diluted	\$.59	\$.50	\$1.83	\$1.52

Weighted average shares outstanding:

Basic	46,733	48,786	47,346	49,325
Diluted	47,436	49,841	48,199	50,400
Stores open at end of period	350	326	350	326

See notes to condensed consolidated financial statements.

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ROSS STORES, INC.
CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS

(\$000, unaudited)	Nine Months Ended	
	October 31, 1998	November 1, 1997
Cash Flows From Operating Activities		
Net earnings	\$88,264	\$76,806
Adjustments to reconcile net earnings to net cash provided by (used in) operating activities:		
Depreciation and amortization of property and equipment	24,765	22,776
Other amortization	7,105	6,261
Change in assets and liabilities:		
Merchandise inventory	(92,659)	(94,258)
Other current assets - net	(5,352)	(3,118)
Accounts payable	28,899	23,368
Other current liabilities - net	14,436	7,720
Other	3,542	1,290
Net cash provided by operating activities	69,000	40,845
Cash Flows From Investing Activities		
Additions to property and equipment	(64,389)	(26,712)
Net cash used in investing activities	(64,389)	(26,712)
Cash Flows From Financing Activities		
Borrowing under lines of credit	43,500	22,400
Proceeds of long-term debt	29,937	24,941
Issuance of common stock related to stock plans	7,138	8,115
Repurchase of common stock	(107,083)	(85,965)
Dividends paid	(7,815)	(6,664)
Net cash used in financing activities	(34,323)	(37,173)
Net Decrease In Cash	(29,712)	(23,040)
Cash and cash equivalents:		
Beginning of year	56,369	44,777
End of quarter	\$26,657	\$21,737
Interest Paid	\$710	\$130
Income Taxes Paid	\$49,443	\$69,976

See notes to condensed consolidated financial statements.

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ROSS STORES, INC.
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

Three and Nine Months Ended October 31, 1998 and November 1, 1997
(Unaudited)

NOTE A - BASIS OF PRESENTATION

The accompanying unaudited condensed consolidated financial statements have been prepared from the records of the company without audit and, in the opinion of management, include all adjustments (consisting of only normal recurring accruals) necessary to present fairly the

financial position at October 31, 1998 and November 1, 1997; the interim results of operations for the three and nine months ended October 31, 1998 and November 1, 1997; and changes in cash flows for the nine months ended October 31, 1998 and November 1, 1997. The balance sheet at January 31, 1998, presented herein, has been derived from the audited financial statements of the company for the fiscal year then ended.

Accounting policies followed by the company are described in Note A to the audited consolidated financial statements for the fiscal year ended January 31, 1998. Certain information and footnote disclosures normally included in financial statements prepared in accordance with generally accepted accounting principles have been condensed or omitted for purposes of the interim condensed consolidated financial statements. The interim condensed consolidated financial statements should be read in conjunction with the audited consolidated financial statements, including notes thereto, for the year ended January 31, 1998.

Diluted earnings per share reflects the potential dilution that could occur if options to issue common stock were exercised into common stock.

The results of operations for the three and nine month periods herein presented are not necessarily indicative of the results to be expected for the full year.

The condensed consolidated financial statements at October 31, 1998 and November 1, 1997, and for the three and nine months then ended have been reviewed, prior to filing, by the registrant's independent accountants whose report covering their review of the financial statements is included in this report on page 6.

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INDEPENDENT ACCOUNTANTS' REPORT

Board of Directors and Stockholders of Ross Stores, Inc.
Newark, California

We reviewed the accompanying condensed consolidated balance sheets of Ross Stores, Inc. (the "Company") as of October 31, 1998 and November 1, 1997, and the related condensed consolidated statements of earnings for the three-month and nine-month periods then ended and the related condensed consolidated statements of cash flows for the nine-month periods then ended. These condensed consolidated financial statements are the responsibility of the Company's management.

We conducted our reviews in accordance with standards established by the American Institute of Certified Public Accountants. A review of interim financial information consists principally of applying analytical procedures to financial data, and making inquiries of persons responsible for financial and accounting matters. It is substantially less in scope than an audit conducted in accordance with generally accepted auditing standards, the objectives of which is the expression of an opinion regarding the financial statements taken as a whole. Accordingly, we do not express such an opinion.

Based on our reviews, we are not aware of any material modifications that should be made to such condensed consolidated financial statements for them to be in conformity with generally accepted accounting principles.

We have previously audited, in accordance with generally accepted auditing standards, the consolidated balance sheet of Ross Stores, Inc. as of January 31, 1998, and the related consolidated statements of earnings, stockholders' equity, and cash flows for the year then ended (not presented herein); and in our report dated March 17, 1998, we expressed an unqualified opinion on those consolidated financial statements. In our opinion, the information set forth in the accompanying condensed consolidated balance sheet as of January 31, 1998 is fairly stated, in all material respects, in relation to the consolidated balance sheet from which it has been derived.

November 25, 1998

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ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION
AND RESULTS OF OPERATIONS.

This section and other parts of this Form 10-Q contain forward looking statements that involve risks and uncertainties. The Company's actual results may vary significantly from the results discussed in the forward looking statements. Factors that might cause such differences include, but are not limited to, those discussed in the subsection entitled "Forward Looking Statements and Factors That May Affect Future Performance" below. The following discussion should be read in conjunction with the condensed consolidated financial statements and notes thereto included elsewhere in this Form 10-Q and the consolidated financial statements in the Company's 1997 Form 10-K. All information is based on the Company's fiscal calendar.

RESULTS OF OPERATIONS

PERCENTAGE OF SALES

	Three Months Ended		Nine Months Ended	
	October 31, 1998	November 1, 1997	October 31, 1998	November 1, 1997
SALES				
Sales (\$000)	\$531,139	\$482,875	\$1,552,390	\$1,416,395
Sales growth	10.0%	19.7%	9.6%	20.0%
Comparable store sales growth	3%	12%	4%	12%
COSTS AND EXPENSES				
Cost of goods sold and occupancy	68.8%	69.4%	69.2%	69.6%
General, selling and administrative	20.8%	20.3%	19.8%	19.8%
Depreciation and amortization	1.6%	1.6%	1.6%	1.6%
Interest expense (income)	0.1%	0%	0%	(0%)
NET EARNINGS	5.3%	5.2%	5.7%	5.4%

Sales

The results of operations for the three and nine months ended October 31, 1998, over the same periods last year, reflect an increase in sales due to a greater number of open stores during the current period as well as an increase in comparable store sales.

Costs and Expenses

The decreases from the prior year in cost of goods sold and occupancy expense as a percentage of sales for the three and nine month periods ended October 31, 1998 were primarily due to (i) leverage on occupancy costs realized from the increase in comparable store sales in both periods and (ii) improved merchandise margins, mainly from higher initial markups, in both periods.

The increase in general, selling and administrative expenses for the three month period ended October 31, 1998 compared to the same period in the prior year was due primarily to higher store expenses, higher distribution costs and costs associated with the company's year 2000 remediation efforts. General, selling and administrative expenses as a percentage of sales for the nine-month period ended October 31, 1998 were unchanged from the same period in the prior year.

The company paid \$49.4 million in income taxes in the first nine months of 1998, compared to \$69.9 million in the first nine months of 1997. The \$20.5 million decrease in income taxes paid in the first nine months of 1998 compared to the same period in the prior year is attributable principally to the timing of tax deductions taken by the company primarily related to the company's stock option plans. The company's effective tax rate for the three and nine months ended October 31, 1998 was 39%, compared to 40% for the same periods in the prior year.

LIQUIDITY AND CAPITAL RESOURCES

The primary uses of cash during the first nine months of fiscal 1998 were for (i) the repurchase of the company's common stock; (ii) the purchase of inventory; (iii) the purchase of the company's Newark, California distribution center and corporate headquarters; and (iv) capital expenditures for new stores, improvements to existing locations and improvements in management information systems.

Total consolidated inventories increased 9.3% at October 31, 1998 from November 1, 1997 due mainly to an increase in the number of open stores (350) over the prior year (326) and an increase in the level of packaway merchandise.

The increase in accounts payable resulted mainly from a higher level of inventory purchases over the prior year. The growth in accrued expenses and other primarily resulted from an increase in short-term borrowing combined with a higher level of accrued expenses compared to the prior year. The decrease in accrued payroll reflects lower accruals for the company's incentive plan in 1998 compared to 1997.

In January 1998, the company announced a \$110 million common stock repurchase program. The stock repurchase program was completed in November 1998. The company repurchased approximately 2.8 million shares for an aggregate purchase price of approximately \$110 million.

The company exercised its right to purchase its Newark, California distribution center and corporate headquarters for \$24.6 million. The company closed this transaction on June 3, 1998 with funding provided by internally generated cash and bank borrowings under its existing credit agreement.

The increase in long-term debt and interest expense in the third quarter of fiscal 1998 compared to the same period in the prior year reflects increased borrowings to finance (i) a higher level of capital spending, which included the June 1998 real estate purchase and new store openings, and (ii) an increased amount of stock repurchase activity.

The company believes it can fund its operating cash requirements and capital needs for the balance of this fiscal year and for the next fiscal year through internally generated cash, trade credit, established bank lines and lease financing.

YEAR 2000 MATTERS

The year 2000 issue is the result of computer programs being written using two digits rather than four to define the applicable year. Certain information technology systems and their associated software ("IT Systems"), and certain equipment that uses programmable logic chips to control aspects of their operation ("embedded chip equipment"), may recognize "00" as a year other than the year 2000. Some IT Systems and embedded chip equipment used by the company and by third parties who do business with the company contain two-digit programming to define a year. The year 2000 issue could result, at the company and elsewhere, in system failures or miscalculations causing disruptions of operations, including, among other things, a temporary inability to process transactions or to engage in other normal business activities.

Readiness for Year 2000

The company is addressing its year 2000 issue, including efforts relating to IT Systems and embedded chip equipment used within the company, efforts to address issues the company faces if third parties who do business with the company are not prepared for the year 2000, and contingency planning. In 1997 the company created a corporation-wide year 2000 task force representing all business and staff units with the goal of achieving an uninterrupted transition into the year 2000. The company is using both internal and external resources to identify, correct, upgrade or replace and test its IT Systems and embedded chip equipment for year 2000 compliance. Some systems development projects not related to the year 2000 work have been deferred from 1998 to 1999 in order to devote sufficient resources to complete the year 2000 work on schedule.

The company uses a variety of IT Systems, internally developed and third-party provided software and embedded chip equipment, depending upon business function and location. For these IT Systems, software and embedded chip equipment, the company has divided its year 2000 efforts into four phases: (i) identification and inventorying of IT Systems and embedded chip equipment with potential year 2000 problems; (ii) assessment of scope of year 2000 issues for, and assigning priorities to, each item based on its importance to the company's operations; (iii) remediation of year 2000 issues in accordance with assigned priorities, by correction, upgrade, replacement or retirement; (iv) testing for and validation of year 2000 compliance, including integration testing. Phases (i) and (ii) are complete across all business functions and locations. The company has categorized as "mission critical" those IT Systems and embedded chip equipment whose failure would cause cessation of store operations, or could otherwise have a sustained and significant detrimental financial impact on the company. All mission critical IT Systems either are currently in phase (iv) or have been completed through phase (iv). The majority of embedded chip equipment is in phase (iii). As of the end of November 1998, approximately 50% of the company's mission critical IT Systems were determined to be year 2000 compliant, or replacements, changes, upgrades or workarounds have been identified, tested and deployed. The company is in the process of conducting a comprehensive program of integration testing of its IT Systems in order to ensure that all systems still work together properly and without year 2000 problems. This integration testing began in the third quarter of 1998 and will continue into fiscal year 1999 as necessary.

The company's operations are also dependent on the year 2000 readiness of third parties that do business with the company. In particular, the company's IT Systems interact with commercial electronic transaction processing systems to handle customer credit card purchases and other point of sale transactions, and the company is dependent on third-party suppliers of such infrastructure elements as, but not limited to, telecommunications services, electric power, water and banking facilities. The company does not depend to any significant degree on any single merchandise vendor or upon electronic transaction processing with individual vendors for merchandise purchases. The company has identified and initiated formal communications with key third parties to determine the extent to which the company will be vulnerable to such parties' failure to resolve their own year 2000 issues. The company has received responses from approximately 35% of key suppliers and merchandise vendors contacted. As a follow-up, the company plans to seek to determine whether the supplier is taking appropriate steps to achieve year 2000 readiness and to be prepared to continue functioning effectively as a supplier in accordance with the company's business needs. The company is assessing its risks with respect to failure by third parties to be year 2000 compliant and intends to seek to mitigate those risks. The company is also developing contingency plans, discussed below, to address issues related to suppliers the company determines are not making sufficient progress toward becoming year 2000 compliant.

Costs

The company estimates that its IT Systems and embedded chip equipment will be year 2000 compliant by mid-1999. Aggregate costs for work related to year 2000 efforts in fiscal 1998 and 1999 currently are

anticipated to total approximately \$12.0 million, including about \$6.0 million for capital investments in IT Systems and embedded chip equipment, and are expected to be funded through operating cash flows. Operating costs related to year 2000 compliance projects will be incurred over several quarters and will be expensed as incurred. They include \$1.9 million in costs reported in the first half of fiscal 1998. In the third quarter of fiscal 1998, the company incurred \$1.1 million in expenses related to year 2000 compliance, with an estimated \$1.1 million expected in the fourth quarter of fiscal 1998 and approximately \$2.0 million expected in fiscal 1999. Approximately \$4.0 million of the expected capital outlay will be incurred in fiscal 1998, with another \$2.0 million in capital expenditures expected in fiscal 1999.

The company's estimates of the costs of achieving year 2000 compliance and the date by which year 2000 compliance will be achieved are based on management's best estimates, which were derived using numerous assumptions about future events including the continued availability of certain resources, third party modification plans and other factors. However, there can be no assurance that these estimates will be achieved, and actual results could differ materially from these estimates. Specific factors that might cause such material differences include, but are not limited to, the availability and cost of personnel trained in year 2000 remediation work, the ability to locate and correct all relevant computer codes, the success achieved by the company's suppliers in reaching year 2000-readiness, the timely availability of necessary replacement items and similar uncertainties.

Risks

The company expects to implement the changes necessary to address the year 2000 issue for IT Systems and embedded chip equipment used within the company. The company presently believes that, with modifications to existing software, conversions to new software, and appropriate remediation of embedded chip equipment, the year 2000 issue with respect to the company's IT Systems and embedded chip equipment is not reasonably likely to pose significant operational problems for the company. However, if unforeseen difficulties arise or such modifications, conversions and replacements are not completed timely, or if the company's vendors' or suppliers' systems are not modified to become year 2000 compliant, the year 2000 issue may have a material impact on the results of operations and financial condition of the company.

The company is presently unable to assess the likelihood that the company will experience significant operational problems due to unresolved year 2000 problems of third parties that do business with the company. Although the company has not been put on notice that any known third party problem will not be timely resolved, the company has limited information and no assurance of additional information concerning the year 2000 readiness of third parties. The resulting risks to the company's business are very difficult to assess due to the large number of variables involved. If third parties fail to achieve year 2000 compliance, year 2000 problems could have a material impact on the company's operations. Similarly, there can be no assurance that the company can timely mitigate its risks related to a supplier's failure to resolve its year 2000 issues. If such mitigation is not achievable, year 2000 problems could have a material impact on the company's operations.

Contingency Plans

The company presently believes that its most reasonably likely worst-case year 2000 scenarios would relate to the possible failure in one or more geographic regions of third party systems over which the company has no control and for which the company has no ready substitute, such as, but not limited to, power and telecommunications services. For example, if such services were to fail, it could be necessary for the company to temporarily close stores in the affected geographic areas. The company has in place a business resumption plan that addresses recovery from various kinds of disasters, including recovery from significant interruptions to data

systems centers and major distribution centers. The company is using that plan as a starting point for developing specific year 2000 contingency plans, which will generally emphasize locating alternate sources of supply, methods of distribution and ways of processing information. The company expects its year 2000 contingency plans will be substantially complete in the first quarter of fiscal year 1999. However, there can be no assurance that the company will be able to complete its contingency planning on that schedule.

FORWARD LOOKING STATEMENTS AND FACTORS THAT MAY AFFECT FUTURE PERFORMANCE

This report includes a number of forward looking statements, which reflect the company's current beliefs and estimates with respect to future events and the company's future financial performance, operations and competitive strengths. The words "expect," "anticipate," "estimate," "believe" and similar expressions identify forward looking statements.

The company's continued success depends, in part, upon its ability to increase sales at existing locations, to open new stores and to operate stores on a profitable basis. There can be no assurance that the company's existing strategies and store expansion program will result in a continuation of revenue and profit growth. Future economic and industry trends that could potentially affect revenue and profitability remain difficult to predict.

As a result, the forward looking statements that are contained herein are subject to certain risks and uncertainties that could cause the company's actual results to differ materially from historical results or current expectations. These factors include, without limitation, ongoing competitive pressures in the apparel industry, obtaining acceptable store locations, the company's ability to continue to purchase attractive name brand merchandise at desirable discounts, successful implementation of the company's merchandise diversification strategy, the company's ability to successfully extend its geographic reach, unseasonable weather trends, changes in the level of consumer spending on or preferences in apparel or home-related merchandise and greater than planned costs, including those that could be related to necessary modifications to or replacements of the company's IT Systems and embedded chip equipment to enable them to process information with dates or date ranges spanning the year 2000 and beyond. If unforeseen difficulties arise or such modifications and replacements are not completed timely, or if the company's vendors' or suppliers' IT Systems, software and embedded chip equipment are not modified to become year 2000 compliant, the year 2000 issue may have a material impact on the operations of the company. In addition, the company's corporate headquarters, one of its distribution centers and 44% of its stores are located in California. Therefore, a downturn in the California economy or a major natural disaster could significantly affect the company's operating results and financial condition.

In addition to the above factors, the apparel industry is highly seasonal. The combined sales of the company for the third and fourth (holiday) fiscal quarters are historically higher than the combined sales for the first two fiscal quarters. The company has realized a significant portion of its profits in each fiscal year during the fourth quarter. Intensified price competition, lower than anticipated consumer demand or other factors, if they were to occur during the third and fourth quarters, and in particular during the fourth quarter, could adversely affect the company's fiscal year results.

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ITEM 6. EXHIBITS AND REPORTS ON FORM 8-K

(a) Exhibits

Incorporated herein by reference to the list of Exhibits contained in the Exhibit Index that begins on page 13 of this Report.

(b) Reports on Form 8-K

None.

SIGNATURES

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

ROSS STORES, INC.
Registrant

Date: December __, 1998 /s/John G. Call
John G. Call, Senior Vice President, Chief
Financial Officer and Principal Accounting
Officer

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INDEX TO EXHIBITS

Exhibit
Number

Exhibit

- 3.1 Certificate of Incorporation, as amended, incorporated by reference to Exhibit 3.1 to the Registration Statement on Form 8-B (the "Form 8-B") filed September 1, 1989 by Ross Stores, Inc., a Delaware corporation ("Ross Stores").
- 3.2 Amended By-laws, dated August 25, 1994, incorporated by reference to Exhibit 3.2 to the Form 10-Q filed by Ross Stores for its quarter ended July 30, 1994.
- 15 Letter re: Unaudited Interim Financial Information.
- 27 Financial Data Schedules (submitted for SEC use only).

EXHIBIT 15

December 11, 1998

Ross Stores, Inc.
Newark, California

We have made a review, in accordance with standards established by the American Institute of Certified Public Accountants, of the unaudited interim condensed consolidated financial statements of Ross Stores, Inc. for the three-month and nine-month periods ended October 31, 1998, and November 1, 1997, as indicated in our independent accountants' report dated November 25, 1998; because we did not perform an audit, we expressed no opinion on that information.

We are aware that our report referred to above, which is included in your Quarterly Report on Form 10-Q for the quarter ended October 31, 1998 is incorporated by reference in Registration Statements Nos. 33-56831, 333-06119, 33-61373, 33-51916, 33-51896, 33-51898, 33-41415, 33-41413 and 33-29600 of Ross Stores, Inc. on Form S-8.

We are also aware that the aforementioned report, pursuant to Rule 436(c) under the Securities Act of 1933, is not considered a part of the Registration Statement prepared or certified by an accountant or a report prepared or certified by an accountant within the meaning of Sections 7 and 11 of that Act.

Yours truly,

Deloitte & Touche LLP
San Francisco, California

<ARTICLE> 5

<LEGEND>

THIS SCHEDULE CONTAINS SUMMARY FINANCIAL INFORMATION EXTRACTED FROM THE
CONDENSED CONSOLIDATED BALANCE SHEETS AND STATEMENTS OF EARNINGS FOR THE NINE
MONTHS ENDED OCTOBER 31, 1998 AND IS QUALIFIED IN ITS ENTIRETY BY REFERENCE TO
SUCH FINANCIAL STATEMENTS

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