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

(Mark one)

X
--- QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934
FOR THE QUARTERLY PERIOD ENDED OCTOBER 30, 1999

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	94-1390387
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification No.)
8333 CENTRAL AVENUE, NEWARK, CALIFORNIA	94560-3433
(Address of principal executive offices)	(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 X No __

The number of shares of Common Stock, with $.01 par value, outstanding on November 27, 1999 was 88,542,788.

PART I. FINANCIAL INFORMATION

ITEM 1. FINANCIAL STATEMENTS
ROSS STORES, INC.
CONDENSED CONSOLIDATED BALANCE SHEETS

($000)	OCTOBER 30, 1999	January 30, 1999	October 31, 1998
ASSETS			
	(UNAUDITED)	(Note A)	(Unaudited)
CURRENT ASSETS			
Cash and cash equivalents	$ 31,645	$ 80,083	$ 26,657
Accounts receivable	15,884	11,566	12,212
Merchandise inventory	570,965	466,460	511,484
Prepaid expenses and other	16,591	15,825	16,371
Total Current Assets	635,085	573,934	566,724

PROPERTY AND EQUIPMENT			
Land and buildings	49,593	48,789	48,789
Fixtures and equipment	236,611	217,629	207,856
Leasehold improvements	150,481	142,716	139,296
Construction-in-progress	46,991	32,023	29,861
	483,676	441,157	425,802
Less accumulated depreciation and amortization	(217,004)	(192,445)	(185,965)
	266,672	248,712	239,837
Deferred income taxes and other assets	51,723	47,660	37,839
TOTAL ASSETS	$953,480	$870,306	$844,400
LIABILITIES AND STOCKHOLDERS' EQUITY			
CURRENT LIABILITIES			
Accounts payable	$263,121	$248,103	$228,261
Accrued expenses and other	97,755	95,059	95,202
Accrued payroll and benefits	46,176	40,885	35,723
Income taxes payable	20,579	19,092	3,080
Short-term debt	28,900	-	43,500
Total Current Liabilities	456,531	403,139	405,766
Long-term debt	24,000	-	30,000
Long-term liabilities	47,200	42,464	38,347
STOCKHOLDERS' EQUITY			
Common stock	887	924	920
Additional paid-in capital	220,641	215,369	198,413
Retained earnings	204,221	208,410	170,954
	425,749	424,703	370,287
TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY	$953,480	$870,306	$844,400

See notes to condensed consolidated financial statements.

ROSS STORES, INC.
CONDENSED CONSOLIDATED STATEMENTS OF EARNINGS

	THREE MONTHS ENDED		NINE MONTHS ENDED	
($000, except per share data, unaudited)	OCTOBER 30, 1999	October 31, 1998	OCTOBER 30, 1999	October 31, 1998
SALES	$608,720	$531,139	$1,774,121	1,552,390
COSTS AND EXPENSES				
Cost of goods sold and occupancy	416,442	365,654	1,219,963	1,074,466
General, selling and administrative	125,833	110,593	349,702	308,005
Depreciation and amortization	9,459	8,653	27,911	24,765
Interest expense	147	329	167	459
	551,881	485,229	1,597,743	1,407,695
Earnings before taxes	56,839	45,910	176,378	144,695
Provision for taxes on earnings	22,224	17,905	68,964	56,431
Net earnings	$34,615	$28,005	$ 107,414	$ 88,264
Net earnings per share:				
Basic	$ .38	$ .30	$ 1.18	$ .93
Diluted	$ .38	$ .30	$ 1.16	$ .92
Weighted average shares outstanding:				
Basic	89,986	93,466	91,015	94,692
Diluted	91,138	94,872	92,444	96,398
Stores open at end of period	381	350	381	350

See notes to condensed consolidated financial statements.

ROSS STORES, INC.
CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS

($000, unaudited)	NINE MONTHS ENDED OCTOBER 30, 1999	NINE MONTHS ENDED October 31, 1998
CASH FLOWS FROM OPERATING ACTIVITIES		
Net earnings	$107,414	$88,264
Adjustments to reconcile net earnings to net cash provided by operating activities:		
Depreciation and amortization of property and equipment	27,911	24,765
Other amortization	7,442	7,105
Change in assets and liabilities:		
Merchandise inventory	(104,505)	(92,659)
Other current assets - net	(5,083)	(5,352)
Accounts payable	18,023	28,899
Other current liabilities - net	20,372	14,436
Other	2,206	3,479
Net cash provided by operating activities	73,780	68,937
CASH FLOWS FROM INVESTING ACTIVITIES		
Additions to property and equipment	(58,918)	(64,389)
Net cash used in investing activities	(58,918)	(64,389)
CASH FLOWS FROM FINANCING ACTIVITIES		
Borrowing under lines of credit	28,900	43,500
Proceeds from long-term debt	24,000	30,000
Issuance of common stock related to stock plans	9,536	7,138
Repurchase of common stock	(116,845)	(107,083)
Dividends paid	(8,891)	(7,815)
Net cash used in financing activities	(63,300)	(34,260)
NET DECREASE IN CASH AND CASH EQUIVALENTS	(48,438)	(29,712)
Cash and cash equivalents:		
Beginning of year	80,083	56,369
End of quarter	$ 31,645	$ 26,657
SUPPLEMENTAL CASH FLOW DISCLOSURES		
Interest paid	$ 374	$ 710
Income taxes paid	$ 66,863	$ 49,443

See notes to condensed consolidated financial statements.

ROSS STORES, INC.
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

Three and Nine Months Ended October 30, 1999 and October 31, 1998
(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 30, 1999 and October 31, 1998; the results of operations for the three and nine months ended October 30, 1999 and October 31, 1998; and changes in cash flows for the nine months ended October 30, 1999 and October 31, 1998. The balance sheet at January 30, 1999, presented herein, has been derived from the audited financial statements of the company for the fiscal year then ended. Certain reclassifications have been made to the 1998 presentation to conform to the 1999 presentation.

Accounting policies followed by the company are described in Note A to the audited consolidated financial statements for the fiscal year ended January 30, 1999. 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 30, 1999.

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

NOTE B - STOCK SPLIT

On August 26, 1999 the company's Board of Directors declared a 2-for-1 split of the company's common stock that was effected in the form of a 100% stock dividend paid on September 22, 1999 to all stockholders of record as of the close of business on September 7, 1999. All financial statements contained herein reflect the effect of this action.

INDEPENDENT ACCOUNTANTS' REPORT

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

We have reviewed the accompanying condensed consolidated balance sheets of Ross Stores, Inc. and subsidiaries (the "Company") as of October 30, 1999 and October 31, 1998, 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. and subsidiaries as of January 30, 1999, 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 12, 1999, 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 30, 1999 is fairly stated, in all material respects, in relation to the consolidated balance sheet from which it has been derived.

/s/Deloitte & Touche LLP
San Francisco, CA
November 19, 1999

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 Affecting 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 1998 Form 10-K. All information is based on the Company's fiscal calendar.

RESULTS OF OPERATIONS

PERCENTAGES OF SALES

	THREE MONTHS ENDED		NINE MONTHS ENDED	
	OCTOBER 30, 1999	October 31, 1998	OCTOBER 30, 1999	October 31, 1998
SALES				
Sales ($000)	$608,720	$531,139	$1,774,121	$1,552,390
Sales growth	14.6%	10.0%	14.3%	9.6%
Comparable store sales growth	7%	3%	7%	4%
Cost of goods sold and occupancy	68.4%	68.8%	68.8%	69.2%
General, selling and administrative	20.7%	20.8%	19.7%	19.8%
Depreciation and amortization	1.6%	1.6%	1.6%	1.6%
Interest expense	0.0%	0.1%	0.0%	0.0%
NET EARNINGS	5.7%	5.3%	6.1%	5.7%

SALES

The increase in sales for the three and nine months ended October 30, 1999, compared to the same periods in the prior year, reflects an increase in the number of stores open during the current period as well as an increase in comparable store sales.

COSTS AND EXPENSES

Cost of goods sold and occupancy expenses as a percentage of sales for the three and nine months ended October 30, 1999, decreased compared to the same periods in the prior year, primarily due to (i) improved merchandise margins, mainly from a combination of higher initial markups and lower markdowns; and (ii) leverage on occupancy costs realized from the increase in comparable store sales.

The decrease in general, selling and administrative expenses as a percentage of sales for the three and nine months ended October 30, 1999, compared to the same periods in the prior year, primarily reflects leverage from lower advertising expenses realized on the increase in comparable store sales, and lower year 2000 remediation costs, partially offset by higher management incentive plan and benefit costs.

NET EARNINGS

The increase in net earnings as a percentage of sales in the three and nine months ended October 30, 1999, compared to the same periods in the prior year, is primarily due to increases in total sales combined with improvement in the cost of goods sold and occupancy expenses ratio.

INCOME TAXES PAID

The company paid $66.9 million in income taxes in the nine months ended October 30, 1999, versus $49.4 million in the nine months ended October 31, 1998. This increase in income taxes paid primarily resulted from the timing of certain tax deductions taken by the company for its employee-related common stock plans, as well as higher earnings. The Company's effective tax rate in both periods was approximately 39%.

FINANCIAL CONDITION, LIQUIDITY AND CAPITAL RESOURCES

The primary uses of cash during the nine months ended October 30, 1999 were for (i) the repurchase of the company's common stock; (ii) the purchase of inventory; and (iii) capital expenditures for new stores, improvements to existing locations, improvements in management information systems, and various expenditures to improve the central office and distribution centers.

Total consolidated inventories increased 12% at October 30, 1999 from October 31, 1998, due mainly to a 9% increase in the number of stores open at the end of the current period and a planned increase in the level of packaway merchandise. The increase in accounts payable at October 30, 1999 from October 31, 1998 resulted mainly from the higher level of inventory purchases over the prior year.

In January 1999, the company announced a $120 million common stock repurchase program. In the nine months ended October 30, 1999, the company repurchased approximately 5.3 million shares for an aggregate purchase price of approximately $117 million.

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 has addressed 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 used both internal and external resources to identify, correct, upgrade or replace and test its IT Systems and embedded chip equipment for year 2000 compliance.

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 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. 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. The company believes that as of October 30, 1999, phases (i), (ii), (iii) and (iv) were substantially complete across all business functions and locations (including all mission critical IT Systems), or that replacements, changes, upgrades or workarounds had been identified, tested and deployed. A comprehensive program of integration testing of the company's IT Systems to ensure that all systems still work together properly and without year 2000 problems was also substantially complete as of October 30, 1999.

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 completed formal communications with these 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 substantially all of those suppliers and merchandise vendors that it believes are highly critical to its year 2000-remediation efforts. The company sought 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 has also developed 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 believes that its IT Systems and embedded chip equipment were substantially year 2000 compliant as of October 30, 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 will be funded through operating cash flows. Operating costs related to year 2000 compliance projects have been incurred over several quarters and are expensed as incurred. In 1998, the company

incurred approximately $4.0 million in expenses related to year 2000, with approximately $2.0 million expected in fiscal 1999. Capital expenditures in 1998 totaled approximately $4.0 million with approximately $2.0 million in capital expenditures expected in fiscal 1999.

The company's estimates of the costs of achieving year 2000 compliance and the dates by which year 2000 compliance has been or 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 believes that it has identified and implemented substantially all of 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 were not completely identified or remediated on a timely basis, 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 flows and distribution capabilities at the company's major data centers and major distribution centers. The company used that plan as a starting point for developing specific year 2000 contingency plans, which generally emphasized locating alternate sources of supply, methods of distribution and ways of processing information. The company's year 2000 contingency plans are substantially complete. During the fourth quarter of 1999, the company intends to make necessary preparations to be ready to execute the contingency plans, if needed. However, there can be no assurance that the company will be able to complete its contingency preparations on that

schedule or that execution of those plans will succeed or will mitigate any interruption that may result from unresolved year 2000 problems.

FORWARD-LOOKING STATEMENTS AND FACTORS AFFECTING 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 impact 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 completely identified or remediated on a timely basis, or if the company's vendors' or suppliers' IT Systems 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 42% of its stores are located in California. Therefore, a downturn in the California economy or a major natural disaster there 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. If intensified price competition, lower than anticipated consumer demand or other factors were to occur during the third and fourth quarters, and in particular during the fourth quarter, the company's fiscal year results could be adversely affected.

ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

Management believes that the market risk associated with the company's ownership of market-risk sensitive financial instruments (including interest rate risk and equity price risk) as of October 30, 1999 and January 30, 1999 is not material.

PART II. OTHER INFORMATION

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 14 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 7, 1999

/s/ JOHN G. CALL

John G. Call, Senior Vice President,
Chief Financial Officer, Corporate
Secretary and Principal

Accounting Officer

INDEX TO EXHIBITS

Exhibit Number	Exhibit
3.1	Corrected First Restated Certificate of Incorporation, incorporated by reference to Exhibit 3.1 to the Form 10-K filed by Ross Stores for its year ended January 30, 1999.
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 7, 1999

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 condensed consolidated financial statements of Ross Stores, Inc. and subsidiaries for the three-month and nine-month periods ended October 30, 1999, and October 31, 1998, as indicated in our independent accountants' report dated November 19, 1999; 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 30, 1999 is incorporated by reference in Registration Statements Nos. 33-61373, 33-51916, 33-51896, 33-51898, 33-41415, 33-41413, 33-29600, 333-56831, and 333-06119 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,

/s/Deloitte & Touche LLP
San Francisco, California

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THIS SCHEDULE CONTAINS SUMMARY FINANCIAL INFORMATION EXTRACTED FROM THE CONDENSED CONSOLIDATED BALANCE SHEETS AND STATEMENTS OF EARNINGS FOR THE NINE MONTHS ENDED OCTOBER 30, 1999 AND IS QUALIFIED IN ITS ENTIRETY BY REFERENCE TO SUCH FINANCIAL STATEMENTS.
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