

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM 10-K/A
(Amendment No. 1)
to

ANNUAL REPORT PURSUANT TO SECTION 13 or 15(d) of
THE SECURITIES EXCHANGE ACT OF 1934

For the fiscal year ended April 30, 1994 - Commission File No. 1-9656

LA-Z-BOY CHAIR COMPANY
(Exact name of registrant as specified in its charter)

MICHIGAN
(State or other jurisdiction of
incorporation or organization)

38-0751137
(I.R.S. Employer
Identification No.)

1284 N. Telegraph Road, Monroe, Michigan
(Address of principal executive offices)

48161
(Zip Code)

Registrant's Telephone Number - Area Code (313) 242-1444

Securities registered pursuant to Section 12(b) of the Act: None

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

COMMON SHARES, \$1.00 Par Value
(Title of Class)

Indicate by check mark if 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 registrant's knowledge, in definitive proxy
or information statements incorporated by reference in Part III of this
Form 10-K or any amendment to this Form 10-K. X

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, and (2) has been
subject to such filing requirements for the past 90 days.

Yes X No

State the aggregate market value of the voting stock held by
nonaffiliates of the registrant as of June 17, 1994.

Common Shares, \$1.00 Par Value - \$533,081,370

Indicate the number of shares outstanding of each of the issuer's
classes of common stock, as of the latest practicable date.

Class	Outstanding at June 17, 1994
Common Shares, \$1.00 Par Value	18,303,223

Documents Incorporated By Reference:

Portions of the 1994 Annual Report to Shareholders for the year ended
April 30, 1994 are incorporated by reference into Part I.

Portions of the Annual Proxy Statement filed with the Securities and
Exchange Commission on June 24, 1994 are incorporated by reference into
Part III.

Part I items 1-3 Part II items 5-8, Part III items 10-13 and Part IV item 14 are amended in their entirety, and a new section of Part I is added as set forth below.

PART I

Item 1. Business

The information required in Part I, Item 1, sections (a), (b) is contained in the Registrant's 1994 Annual Report to Shareholders, pages 1 thru 7, and is incorporated herein by reference.

(c)(1)(i) Principal Products

The Registrant operates in the furniture industry and as such does not have differing segments. "Residential" dealers are those who resell to individuals for their home use. "Contract" seating and casegood products are sold to commercial dealers. Additional information regarding products and market share data is contained in the Registrant's 1994 Financial Report and Other Information, as shown in Exhibit I page 22, and is incorporated herein by reference.

(c)(1)(ii) Status of New Products or Segments

There were not any major new products or segments during the 1994 fiscal year.

(c)(1)(iii) Raw Materials

The principal raw materials used by the Registrant in the manufacture of its products are hardwoods for solid wood dining room and bedroom furniture, casegoods, occasional tables and for the frame components of seating units; plywood and chipwood for internal parts; veneers for dining room furniture, wall units, and occasional tables; water-based and liquid finishes (stains, sealants, lacquers) for external wood; steel for the mechanisms; leather, cotton, wool, synthetic and vinyl fabrics for covers; and polyester batting and non-chlorofluorocarbonated polyurethane foam for cushioning. Steel and wood products are generally purchased from a number of sources, usually in the vicinity of the particular plant, and product-covering fabrics and polyurethane are purchased from a substantial number of sources on a centralized basis. The Registrant fabricates the majority of the parts in its products, largely because quality parts made to its exact specifications are not obtainable at reasonable cost from outside sources.

Raw materials costs historically have been about 35 percent of net sales in the upholstery operations and a somewhat higher percentage in the casegoods operations. Purchased fabric (which includes leather) is the largest single raw material cost representing about 40 percent of total

upholstery product material costs. Polyurethane (poly) foam for cushions and padding and lumber are the next two largest types of upholstery raw material costs. Both fabric and poly are highly sensitive to changes in the price of oil. Price increases for raw materials excluding lumber have kept pace with the inflation rate in recent years and are expected to continue to do so. Lumber prices have increased during the past year by about 10 to 20 percent, depending on the species of lumber.

Lumber, like most commodities, historically has had sharp changes in prices over the short term and long term. The Registrant is usually not as affected by these changes as much as other furniture manufacturers due to the large percentage of upholstered goods manufactured that do not require as much lumber as casegoods. Also, wood substitutes, (e.g. steel, plastic) can be used to some degree in upholstered products.

(c)(1)(iv) Patents, Licenses and Franchises or Concessions

The Registrant has a number of patents on its reclining chair and rocking chair mechanisms which it believes were important to the early success of the Registrant and to its present competitive position. It believes, however, that since it is so firmly established in the industry, the loss of any single or small group of patents would not now materially or adversely affect the Registrant's business. The Registrant has no material licenses, franchises or concessions.

(c)(1)(v) Seasonal Business

The Registrant generally experiences its lowest level of sales during the first quarter. When possible, the scheduling of production is designed to maintain generally uniform manufacturing activity throughout the year, except for mid summer plant shutdowns to coincide with slower sales.

(c)(1)(vi) Practices Regarding Working Capital Items

The Registrant does not carry significant amounts of upholstered finished goods inventory to meet rapid delivery requirements of customers or to assure itself of a continuous allotment of goods from suppliers. Normal customer terms provide for one payment due within 45 days with a 1 percent discount within 30 days (one installment, 1 percent discount 30 net 45).

Most casegoods finished goods inventories are built to provide for quicker delivery requirements of customers without installment credit terms therefore, resulting in higher levels of finished product on hand at any period in time than the upholstered products. Kincaid and Hammary divisions primarily sell casegood products. Casegoods are also sold through the Contract Division.

(c)(1)(vii) Customers

The Registrant distributes to over 12,000 locations. The Registrant does not have any customer whose sales amount to 10 percent or more of the Registrant's consolidated sales. The Registrant's approximate dealer mix consists of 39 percent proprietary, 15 percent to major dealers (Montgomery Ward and other department stores) and 46 percent to general dealers.

Proprietary stores consist of stores dedicated to the sale of La-Z-Boy products and in-store dedicated galleries. The dedicated stores include La-Z-Boy Furniture Galleries stores and Showcase Shoppes. In-store dedicated galleries have been established for each of the Company's divisions.

(c)(1)(viii) Orders and Backlog

It has been determined that the majority of the Registrant's Residential Division orders were for dealer stock, with approximately 35 percent of orders being requested directly by customers. Furthermore, about 20 percent of units produced at all divisions were built for the Registrant's inventory. The remainder were "built-to-order" for dealers.

As of July 2, 1994, backlogs were approximately \$73 million compared to approximately \$77 million on June 26, 1993. This represents less than six weeks of sales. On average, orders are shipped in approximately five weeks. Any measure of backlog at a point in time may not be indicative of future sales performance. The Registrant does not rely on backlogs to predict future sales since the sales cycle is only five weeks and backlog can change a lot from week to week.

The decrease in backlogs from 1993 to 1994 can be attributed largely to the unusually high backlog of orders at the end of 1993. At that time the furniture industry was emerging from a four year recession and the Registrant had just introduced many new products, such as the American Home Collection.

The cancellation policy for La-Z-Boy Chair Company, in general, is that an order cannot be cancelled after it has been put into production. Orders from prebuilt stock though, may be cancelled up to the time of shipment.

(c)(1)(ix) Renegotiation Contracts

The Registrant does not have any material portion of business which may be subject to renegotiation of profits or termination of contracts or subcontracts at the election of the Government.

(c)(1)(x) Competitive Conditions

The Registrant believes that it ranks third in the U.S. in dollar volume of sales within the Residential furniture industry, which includes manufacturers of bedroom, dining room and living room furniture. Based on the most accurate statistics available, the Registrant believes that it is the largest manufacturer of upholstered products and solid wood bedroom/dining room products in the United States.

The Registrant competes primarily by emphasis on quality of its products, dealer support and a lifetime warranty on the reclining and legrest mechanisms.

The Registrant has approximately fifteen major competitors in the reclining or motion chair field and a substantially larger number of competitors in the upholstery business as a whole and in the Casegoods and Contract businesses.

The Registrant's best U.S. market share information (in dollars, not units) indicates that it has about 30 to 35 percent of the recliner market, above 8 percent of the residential upholstery market, and less than 2 percent of the residential casegoods market. These market shares have been increasing slightly over the last three years in most lines.

(c)(1)(xi) Research & Development

The Registrant spent \$6.4 million in fiscal 1994 for new product development, existing product improvement, quality control, improvement of current manufacturing operations and research into the use of new materials in the construction of its products. The Registrant spent \$6.2 million in fiscal 1993 on such activities and \$5.5 million on such activities in fiscal 1992. The Registrant's customers do not engage in research with respect to the Registrant's products.

(c)(1)(xii) Compliance with Environmental Regulations

The Registrant has been identified as a Potentially Responsible Party ("PRP") at two clean-up sites: Organic Chemical and Seaboard Chemical Company. At each site, the Company has been identified as a de minimus contributor and volumetric assessments indicate that the Company's contributions to each site have been less than .1% of the total. Each site has either completed or has begun the Phase I cleanup and the total cleanup costs expected to be incurred at each site have been estimated. The Company is also participating with a number of other companies in the voluntary RCRA closure of the Caldwell Systems site. The Company's volumetric assessment at this site is in the 1% range. The steering committee responsible for negotiating the cleanup plan with the EPA has recently reinitiated its negotiations in anticipation of initial cleanup

activities. Estimates of the cleanup costs at the Caldwell site are also available. The number of PRP's and voluntary participants at the three sites range from 182 to in excess of 1,750. Based on a review of the number, composition and financial stability of the PRP's and voluntary participants at each site, along with cleanup cost estimates available, management does not believe that any significant risk exists that the Company will be required to incur total costs in excess of \$100,000 at any of the sites. At April 30, 1994, a total of \$300,000 has been accrued with respect to these three sites.

The Registrant's current environmental compliance concerns are focused on new regulations for Storm Water Pollution Prevention and the 1990 Clean Air Act Amendments. The Registrant has participated in a group storm water permit program sponsored by its trade association (American Furniture Manufacturers Association - AFMA); has contracted with a consulting firm to provide assistance to its plants with the development of Storm Water Pollution Prevention Plans; and has contracted with another firm to conduct detailed air emission inventories and assist in the preparation of timely and complete operating permits for Clean Air Act compliance. The Registrant feels that compliance with these issues is important for maintaining its ongoing operations and competitive position. The Registrant does not anticipate that this compliance effort will have a significant effect on capital expenditures, earnings or competitive position.

(c)(1)(xiii) Number of Employees

The Registrant and its subsidiaries employed 9,370 persons as of April 30, 1994 and 8,724 persons as of April 24, 1993.

(d) Financial Information about Foreign and Domestic Operations and Export Sales.

The Registrant does not make any material amount of sales of upholstered furniture to foreign customers. The Registrant sells upholstered furniture to Canadian customers through its Canadian subsidiary, La-Z-Boy Canada Limited.

The Registrant also derives an insignificant amount of royalty revenues from the sale and licensing of its trademarks, tradenames and patents to certain foreign manufacturers.

Export sales are increasing, but no specific sales objectives have been set at this time.

Item 2. Properties

In the United States, the Registrant operates twenty-three manufacturing plants (most with warehousing space), has an automated fabric processing center and divisional and corporate offices. The Registrant has one manufacturing plant in Canada. Some locations listed below have more than one plant.

The location of these plants, the approximate floor space, principal operations conducted and the approximate number of employees at such locations as of April 30, 1994 are as follows:

Location	Floor Space (square feet)	Operations Conducted	Details	Number of Employees
Monroe, Michigan	233,900	Corporate offices	(1)	476
Newton, Mississippi	628,175	Manufacture, assembly, leather cutting and warehousing of upholstery	(2)	1,136
Redlands, California	189,125	Upholstering, assembly and warehousing of upholstery	(3)	267
Florence, South Carolina	414,920	Manufacture, assembly and warehousing of upholstery	(4)	449
Florence, South Carolina	48,400	Fabric processing center	(5)	17
Neosho, Missouri	560,640	Manufacture, assembly and warehousing of upholstery	(6)	1,105
Dayton, Tennessee	909,320	Manufacture, assembly and warehousing of upholstery	(7)	1,808
Siloam Springs, Arkansas	200,910	Manufacture and assembly of upholstery	(8)	296

Location	Floor Space (square feet)	Operations Conducted	Details	Number of Employees
Tremonton, Utah	672,770	Manufacture, assembly and warehousing of upholstery	(9)	839
Leland, Mississippi	311,990	Manufacture, assembly and warehousing of Contract casegoods and upholstery	(10)	413
Waterloo, Ontario	257,340	Manufacture, assembly, and warehousing of upholstery	(11)	412
Lincolnton, North Carolina	373,830	Manufacture and assembly of upholstery	(12)	393
Grand Rapids, Michigan	440,000	Manufacture and assembly of Contract office furniture/systems	(13)	117
Lenoir area (Hammary), North Carolina	554,770	Manufacture, assembly and warehousing of primarily Casegoods and some upholstered products	(14)	467
Hudson area (Kincaid), North Carolina	1,045,050	Manufacture, assembly, and warehousing of Casegoods	(15)	1,175
	----- 6,841,140			----- 9,370

- (1) On December 1, 1974, the Registrant purchased from Floral City Furniture Company a 15,700 square foot showroom adjacent to the Registrant's Home Office and a plant on Telegraph Road in Monroe, Michigan. This facility was constructed in 1935 and expanded in 1970 to a total square footage of 215,200. It was brought to its present size by an addition of 18,700 square feet in 1990.
- (2) Originally built in 1961 with 274,200 square feet of space and includes: 190,000 square foot addition started during 1986, 4,000 square feet added in 1990, 19,100 square feet constructed in 1991 and 13,510 square feet added in 1992. In 1992, an 82,500 square foot woodworking facility was constructed. During 1993, the manufacturing and warehouse buildings were expanded a total of 43,200 square feet. In 1994, a chiller building and a conveyor pit were constructed.

- (3) The original building of 158,670 square feet was constructed in 1967. A 21,200 square foot warehouse addition was completed in 1987 and a 9,255 square foot warehouse addition was completed in 1992.
- (4) 244,085 and 67,680 square feet represent additions constructed in 1969 and 1973. In 1994, a 7,020 square foot batting storage building was completed. The balance represents a building constructed prior to 1930 and purchased in 1966.
- (5) The original building of 24,900 square feet was completed in 1975. The Registrant completed construction of a 23,500 square foot addition to the Fabric Processing Center in 1980.
- (6) This facility includes a 130,000 square foot addition completed in 1979, two dry kilns constructed in 1985 at a total square footage of 4,300, a 72,000 square foot manufacturing addition completed in 1987 and in addition made in 1990 of 25,000 square feet. During 1993 a 37,500 square foot metal stamping room was added. The balance of 291,840 represents the original building which was constructed in 1969.
- (7) The original building of 320,420 square feet was constructed in 1973. Additions include: a 48,800 square foot warehouse addition completed in 1982, 195,000 square feet started during 1986, 68,700 square feet added in 1990, a major upholstery plant of 274,600 square feet added in 1991, and an 1,800 square foot storage building completed in 1992.
- (8) Includes 24,595 square feet from an addition constructed in 1973, 74,000 square feet represents an addition constructed in 1985, 11,310 square feet were added in 1986 and the balance represents a building constructed in 1943 and purchased in 1973.
- (9) The original building of 220,400 square feet was constructed in 1979. Additions include a 60,000 square foot warehouse addition completed in 1982, a 121,960 square foot addition completed in 1984, 62,500 square feet of expansion during 1989 and an upholstery plant addition of 207,910 square feet in 1991.
- (10) In 1985, the Registrant acquired the net assets of Dillingham Manufacturing Company, Inc., which included a 153,500 square foot manufacturing plant located in Leland, Mississippi. This building was originally constructed in 1959 and 1970. There was a 153,035 square foot expansion done during 1990. In 1992, a 7,300 square foot office addition was completed on the site of the previous office and in 1993, a 1,450 square foot maintenance shop was added.

- (11) As of February 28, 1979, the Registrant acquired the net assets of Deluxe Upholstering Limited from the Molson Companies Limited, which included a 124,300 square foot manufacturing plant located in Waterloo, Ontario, Canada. In 1985, the Registrant relocated its manufacturing plant in Waterloo, to an existing facility of 209,820 square feet within the same city and expanded it to its present size in 1989.
- (12) In 1986, the net assets of Burris Industries were acquired, which included a 373,830 square foot manufacturing plant located in Lincolnton, North Carolina. The building parts were constructed in 1963, 1965, 1969 and 1974.
- (13) In 1986, the net assets of RoseJohnson Incorporated were acquired, which included a three building total of 440,000 square feet located in Grand Rapids, Michigan. Two of the buildings were constructed in the early 1900's. Of the two buildings, one building contains 185,000 total square feet, while the other building contains 145,000 square feet. The third building, consisting of 110,000 square feet, was completed in 1960.
- (14) In 1986, the operating assets of Hammary Furniture Company were acquired, which included three manufacturing facilities: one built in 1946 consisting of 136,500 square feet located in Lenoir, North Carolina; another constructed in 1968 with 341,580 square feet, including a warehouse of 141,000 built in 1990, located in Granite Falls, North Carolina; and a third facility in Sawmills, North Carolina, built in 1963 consisting of 75,000 square feet. During 1993, a 4,000 square foot dry lumber storage building was built to replace a 2,310 square foot building that was torn down.
- (15) In 1988, the net assets of Kincaid Furniture Company were acquired, which included 730,000 square feet in six manufacturing locations within North Carolina. A 237,500 square foot warehouse addition was completed in 1991 and a 5,000 square foot boiler building was added in 1993. During 1994, the completion of the following additions expanded Kincaid by 72,550 square feet: a cafeteria, a rough mill building, a dry shed building, and a finishing room.

The Monroe, Michigan; Redlands, California; Dayton, Tennessee; Siloam Springs, Arkansas; Waterloo, Ontario, Canada; Lincolnton, North Carolina; Grand Rapids, Michigan; Lenoir, North Carolina; Hudson, North Carolina and Newton, Mississippi woodworking facility plants are owned in fee by the Registrant. The Florence, South Carolina; Neosho, Missouri; Newton, Mississippi and Tremonton, Utah plants as well as the automated Fabric Processing Center were financed by the issuance of industrial revenue bonds and are occupied under long-term leases with

government authorities. The Leland, Mississippi plant is under a long term lease between the Board of Supervisors of Washington County, Mississippi (lessor) and La-Z-Boy Chair Company (lessee). These leases are capitalized on the Registrant's books. The Registrant believes that its plants are well maintained, in good operating condition and will be adequate to meet its present and near future business requirements. The average age of the Registrants' properties is 25 years.

Item 3. Legal Proceedings

Information relating to certain legal proceedings (Note 9 of the Consolidated Financial Statements in the Registrant's 1994 Financial Report and Other Information, as shown in Exhibit I page 17) is incorporated herein by reference.

Executive Officers of the Registrant

Listed below is the information required for the Executive Officers of the Company

Name	Age	Business Experience
Charles T. Knabusch	54	Chairman of the Board and President of the Company for more than five years.
Edwin J. Shoemaker	87	Vice Chairman of the Board and Executive Vice President of Engineering for more than five years.
Frederick H. Jackson	66	Vice President Finance for more than five years.
Patrick H. Norton	72	Senior Vice President, Sales and Marketing for more than five years.
Charles W. Nocella	62	Vice President of Manufacturing for more than five years.
Gene M. Hardy	57	Secretary and Treasurer of the Company for more than five years.

PART II

The information required in Part II (Items 5 thru 8) is contained in the La-Z-Boy Chair Company's 1994 Financial Report and Other Information, Exhibit I pages 1 thru 17 and 24 through 35, and is incorporated herein by reference.

Item 9 is not applicable.

PART III

For information concerning the Company's Executive Officers required by Regulation S-K 401(b), see "Executive Officers of the Registrant" above. All other information required in Part III (Items 10 thru 13) is contained in the Registrant's proxy statement dated June 24, 1994, on pages 1 thru 14, and is incorporated herein by reference.

PART IV

Item 14. Exhibits, Financial Statements, Schedules and Reports on Form 8-K

(a) Index to Financial Statements

(1) Financial Statements:

	Page in Exhibit I
Report of Independent Accountants	2
Consolidated Statements of Income for the three years ended April 30, 1994	3
Consolidated Balance Sheets at April 30, 1994 and April 24, 1993	4
Consolidated Statements of Cash Flows for the three years ended April 30, 1994	6
Consolidated Statements of Changes in Share- holders' Equity for the three years ended April 30, 1994	8
Notes to Consolidated Financial Statements	9

(2) Financial Statement Schedules:

For the three years ended April 30, 1994	
V Property, Plant and Equipment	18
VI Accumulated Depreciation, Depletion and Amorti- zation of Property, Plant and Equipment	20
VIII Valuation and Qualifying Accounts	22
IX Supplementary Income Statement Information	23

All other schedules are omitted because they are not applicable or the required information is shown in the financial statements or notes thereto.

(3) Exhibits

- I. 1994 Financial Report and Other Information (filed with this amendment)

- II. Pages 1-7 of the Registrant's Annual Report to Shareholders (previously filed as an exhibit to this report on Form 10-K).
- III. Articles of Incorporation filed on Form 10-K dated July 20, 1993 (Commission File No. 1-9656) is incorporated herein by reference.
- IV. By-laws filed on Form 10-K dated July 20, 1993 (Commission File No. 1-9656) is incorporated herein by reference.
- V. Form of certificate for Common Stock \$1.00 par value (filed as an exhibit to registrant's Form S-8 Registration Statement (Commission File No. 33-50318) and incorporated herein by reference).
- * VI. La-Z-Boy Chair Company 1993 Performance-Based Stock plan (filed as Exhibit A to registrant's proxy statement dated June 25, 1993 (Commission File No. 1-9656) and incorporated herein by reference).
- * VII. La-Z-Boy Chair Company Restricted Stock Plan for Non-Employee Directors (filed as Exhibit B to registrant's proxy statement dated July 6, 1989 (Commission File No. 1-9656) and incorporated herein by reference).
- *VIII. La-Z-Boy Chair Company Executive Incentive Compensation Plan Description (filed as an exhibit to registrant's Current Report on Form 8-K dated February 6, 1995 (Commission File No. 1-9656) and incorporated herein by reference).
- *IX. La-Z-Boy Chair Company Supplemental Executive Retirement Plan dated May 1, 1991 (filed as an exhibit to registrant's Current Report on Form 8-K dated February 6, 1995 (Commission File No. 1-9656) and incorporated herein by reference).
- *X. La-Z-Boy Chair Company 1986 Restricted Share Plan (filed as an exhibit to registrant's proxy statement dated June 26, 1986 (Commission File No. 1-9656) and incorporated herein by reference).

- *XI. La-Z-Boy Chair Company Amended and Restated 1989 Restricted Share Plan filed as Exhibit A to registrant's proxy statement dated July 6, 1989 (Commission File No. 1-9656) and incorporated herein by reference).

- *XII. La-Z-Boy Chair Company 1986 Incentive Stock Option Plan (filed as Exhibit B to registrant's proxy statement dated June 26, 1986 (Commission File No. 1-9656) and incorporated herein by reference).

- *XIII. Form of Change in Control Agreement, accompanied by list of employees party thereto (filed as an exhibit to registrant's Current Report on Form 8-K dated February 6, 1995 (Commission File No. 1-9656) and incorporated herein by reference).

- *XIV. Form of Indemnification Agreement and list of Registrant's directors who are parties thereto (filed as an exhibit to Form 8, Amendment No. 1 dated November 3, 1989 (Commission File No. 1-9656) and incorporated herein by reference).

- XV. Agreement and Plan of Merger with Kincaid Furniture Company, Incorporated (filed as Exhibit (c) to registrant's Schedule 14D-1 dated December 18, 1987 (Commission File No. S-36021) and incorporated herein by reference).

- XVI. Revolving Credit and Term Loan Agreement dated as of April 22, 1988 (filed as an exhibit to registrant's Form 8, Amendment No. 1 dated November 3, 1989 (Commission File No. 1-9656) and incorporated herein by reference).

- XVII. Fixed Rate Term Loan Agreement dated as of April 22, 1988 (filed as an exhibit to registrant's Form 8, Amendment No. 1 dated November 3, 1989 (Commission File No. 1-9656) and incorporated herein by reference).

- XVIII. La-Z-Boy Chair Company 1979 Key Employee Stock Option Plan (filed as an exhibit to Form S-8 Registration Statement effective February 15, 1980 (Commission File No. 2-66510) and incorporated herein by reference).

XIX. List of subsidiaries of La-Z-Boy Chair Company filed as an exhibit to Form S-4 (Commission File No. 33-57623) and incorporated herein by reference).

XX. Consent of Price Waterhouse LLP (filed with this amendment).

(27) Financial Data Schedule (EDGAR only)

* Indicates a contract or benefit plan under which one or more executive officers or directors may receive benefits.

(b) Reports on Form 8-K

News Release and Financial Information Release filed on Form 8-K, dated June 2, 1994 (Commission File No. 1-9656).

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the Registrant has duly caused this Amendment to be signed on its behalf by the undersigned, thereunto duly authorized.

LA-Z-BOY CHAIR COMPANY

BY s\ F. H. Jackson March 20, 1995

F. H. Jackson
Vice President Finance

Report of Independent Accountants

To the Board of Directors and Shareholders
of La-Z-Boy Chair Company:

In our opinion, the consolidated financial statements listed in the index appearing under Item 14(a)(1) and (2) on page 11 present fairly, in all material respects, the financial position of La-Z-Boy Chair Company and its subsidiaries at April 30, 1994 and April 24, 1993, and the results of their operations and their cash flows for each of the three years in the period ended April 30, 1994, in conformity with generally accepted accounting principles. These financial statements are the responsibility of the Company's management; our responsibility is to express an opinion on these financial statements based on our audits. We conducted our audits of these statements in accordance with generally accepted auditing standards which 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, assessing the accounting principles used and significant estimates made by management, and evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for the opinion expressed above.

As discussed in Note 8 to the Consolidated Financial Statements, on April 25, 1993, the Company changed its method of accounting for income taxes.

Price Waterhouse LLP
Toledo, Ohio
June 2, 1994

Consolidated Statement of Income

(Amounts in thousands, except per share data)

Year Ended	April 30, 1994 (53 weeks)	April 24, 1993 (52 weeks)	April 25, 1992 (52 weeks)
Sales.....	\$804,898	\$684,122	\$619,471
Cost of sales.....	593,890	506,435	453,055
Gross profit.....	211,008	177,687	166,416
Selling, general and administrative..	151,756	131,894	123,927
Operating profit.....	59,252	45,793	42,489
Interest expense.....	2,822	3,260	5,305
Interest income.....	1,076	1,474	1,093
Other income.....	649	1,292	1,628
Total other income.....	1,725	2,766	2,721
Income before income tax expense.....	58,155	45,299	39,905
Income tax expense			
Federal - current.....	19,719	16,726	17,595
- deferred.....	(445)	(1,965)	(5,417)
State - current.....	4,283	3,254	2,627
- deferred.....	(119)	-	-
Total tax expense.....	23,438	18,015	14,805
Net income before accounting change..	34,717	27,284	25,100
Accounting change.....	3,352	-	-
Net income.....	\$38,069	\$27,284	\$25,100
Weighted average shares.....	18,268	18,172	18,064
Net income per share before accounting change.....	\$1.90	\$1.50	\$1.39
Accounting change.....	.18	-	-
Net income per share.....	\$2.08	\$1.50	\$1.39

The accompanying Notes to Consolidated Financial Statements are an integral part of these statements.

Acquisition amortization of \$1,056 in 1994 and \$1,039 in 1993 and 1992 has been reclassified from other income to selling, general and administrative.

Consolidated Balance Sheet

(Amounts in thousands, except par value)

As of	April 30, 1994	April 24, 1993
Assets		
Current Assets		
Cash and equivalents.....	\$ 25,926	\$ 28,808
Receivables, less allowances of \$13,537 in 1994 and \$10,500 in 1993.....	183,115	169,950
Inventories		
Raw materials.....	31,867	27,555
Work-in-progress.....	29,325	30,598
Finished goods.....	26,676	20,135
	87,868	78,288
FIFO inventories.....		
Excess of FIFO over LIFO.....	(20,632)	(17,801)
	67,236	60,487
Total inventories.....		
Deferred income taxes.....	15,160	9,152
Other current assets.....	4,148	5,065
	295,585	273,462
Total Current Assets.....		
Property, plant and equipment, net.....	94,277	90,407
Goodwill, less accumulated amortization of \$5,574 in 1994 and \$4,668 in 1993.....	20,752	21,658
Other long-term assets, less allowances of \$1,257 in 1994 and \$1,170 in 1993.....	19,639	15,537
	\$430,253	\$401,064
Total Assets.....	\$430,253	\$401,064

Consolidated Balance Sheet

(Amounts in thousands, except par value)

As of	April 30, 1994	April 24, 1993
Liabilities and Shareholders' Equity		
Current Liabilities		
Current portion of long-term debt.....	\$ 2,875	\$ 542
Accounts payable.....	21,552	20,010
Payroll/benefits.....	29,453	28,411
Estimated income taxes.....	3,882	9,011
Other current liabilities.....	13,701	13,090
	71,463	71,064
Total Current Liabilities.....		
Long-term debt.....	52,495	55,370
Deferred income taxes.....	6,949	4,857
Other long-term liabilities.....	8,435	6,387
Shareholders' Equity		
Preferred Shares - 5,000 authorized; 0 issued.....	-	-
Common shares, \$1 par value - 40,000 authorized; 18,287 issued in 1994 and 18,195 in 1993.....	18,287	18,195
Capital in excess of par value.....	10,147	8,494
Retained earnings.....	263,348	236,842
Currency translation adjustments.....	(871)	(145)
	290,911	263,386
Total Shareholders' Equity.....		
Total Liabilities and Shareholders' Equity....	\$430,253	\$401,064

The accompanying Notes to Consolidated Financial Statements are an integral part of these statements. Certain April 24, 1993 balance sheet items have been reclassified for comparability to April 30, 1994.

Consolidated Statement of Cash Flows			
(Amounts in thousands)	Increase (Decrease) in Cash and Equivalents		
Year Ended	April 30, 1994* (53 weeks)	April 24, 1993 (52 weeks)	April 25, 1992 (52 weeks)
Cash Flows from Operating Activities:			
Net income.....	\$ 38,069	\$ 27,284	\$ 25,100
Adjustments to reconcile net income to net cash provided by operating activities:			
Accounting change.....	(3,352)	-	-
Depreciation and amortization.....	14,014	14,061	14,840
Change in receivables.....	(13,165)	(14,475)	(7,039)
Change in inventories.....	(6,749)	(2,679)	2,599
Change in other assets and liab.....	(168)	12,368	6,301
Change in deferred taxes.....	(564)	(1,965)	(5,417)
Total adjustments.....	(9,984)	7,310	11,284
Cash Provided by Operating Activities.....	28,085	34,594	36,384
Cash Flows from Investing Activities:			
Proceeds from disposals of assets.....	177	2,100	508
Capital expenditures.....	(17,485)	(12,248)	(12,187)
Change in pref. stocks held as invest...	-	-	1,583
Change in other investments.....	(2,981)	(2,624)	-
Cash Used for Investing Activities	(20,289)	(12,772)	(10,096)
Cash Flows from Financing Activities:			
Short-term debt.....	727	1,767	4,444
Long-term debt.....	-	-	24,700
Change in unexpended IRB funds.....	-	-	414
Retirements of debt.....	(1,269)	(6,581)	(39,285)
Sale of stock under stock option plans..	1,850	1,372	1,973
Stock for 401(k) employee plans.....	2,952	2,503	1,533
Purchase of La-Z-Boy stock.....	(2,928)	(2,676)	(388)
Payment of cash dividends.....	(11,692)	(10,902)	(10,474)
Cash Used for Financing Activities	(10,360)	(14,517)	(17,083)
Effect of exchange rate changes on cash...	(318)	(234)	(428)
Net change in cash and equivalents.....	(2,882)	7,071	8,777
Cash and equiv. at beginning of the year..	28,808	21,737	12,960
Cash and equiv. at end of the year.....	\$25,926	\$28,808	\$21,737
Cash paid during the year - Income taxes..	\$29,116	\$16,789	\$20,128
- Interest.....	\$2,675	\$3,108	\$5,105

For purposes of the Statement of Cash Flows, the Company considers all highly liquid debt instruments purchased with a maturity of three months or less to be cash equivalents.

The accompanying Notes to Consolidated Financial Statements are an integral part of these statements.

*Certain April 24, 1993 balance sheet items have been reclassified for comparability to April 30, 1994.

Consolidated Statement of Changes in Shareholders' Equity

(Amounts in thousands)

	Common Shares	Capital in Excess of Par Value	Retained Earnings	Currency Trans- lation Adjust- ments	Total
Balance at April 27, 1991..	\$17,979	\$ 6,293	\$203,934	\$1,011	\$229,217
Purchase of La-Z-Boy stock...	(16)		(372)		(388)
Currency translation.....				(602)	(602)
Exercise of stock options....	107	427	1,439		1,973
Exercise of 401(k) stock.....	65	585	883		1,533
Dividends paid.....			(10,474)		(10,474)
Net income.....			25,100		25,100
Balance at April 25, 1992..	18,135	7,305	220,510	409	246,359
Purchase of La-Z-Boy stock...	(117)		(2,559)		(2,676)
Currency translation.....				(554)	(554)
Exercise of stock options....	74	245	1,053		1,372
Exercise of 401(k) stock.....	103	944	1,456		2,503
Dividends paid.....			(10,902)		(10,902)
Net income.....			27,284		27,284
Balance at April 24, 1993..	18,195	8,494	236,842	(145)	263,386
Purchase of La-Z-Boy stock...	(91)		(2,837)		(2,928)
Currency translation.....				(726)	(726)
Exercise of stock options....	90	307	1,453		1,850
Exercise of 401(k) stock.....	93	1,346	1,513		2,952
Dividends paid.....			(11,692)		(11,692)
Net income.....			38,069		38,069
Balance at April 30, 1994..	<u>\$18,287</u>	<u>\$10,147</u>	<u>\$263,348</u>	<u>(\$871)</u>	<u>\$290,911</u>

The accompanying Notes to Consolidated Financial Statements are an integral part of these statements.

Notes to Consolidated Financial Statements

Note 1: Accounting Policies

The Company operates in the furniture industry. The following is a summary of significant accounting policies followed in the preparation of these financial statements.

Principles of Consolidation

The consolidated financial statements include the accounts of La-Z-Boy Chair Company and its wholly owned subsidiaries. All significant intercompany transactions have been eliminated.

Revenue Recognition

Revenue is recognized upon shipment of product.

Inventories

Inventories are valued at the lower of cost or market. Cost is determined on the last-in, first-out (LIFO) basis.

Property, Plant and Equipment

Items capitalized, including significant betterments to existing facilities, are recorded at cost. Depreciation is computed using primarily accelerated methods over the estimated useful lives of the assets.

Goodwill

The excess of the cost of operating companies acquired over the value of their net assets is amortized on a straight-line basis over 30 years from the date of acquisition.

Income Taxes

Income tax expense is provided on all revenue and expense items included in the consolidated statement of income, regardless of the period such items are recognized for income tax purposes. In fiscal 1994 the Company changed its method of accounting for income taxes (see Note 8).

Note 2: Cash and Equivalents

(Amounts in thousands)

	April 30, 1994	April 24, 1993
Cash in bank.....	\$ 5,926	\$ 5,808
Certificates of deposit.....	20,000	15,000
Commercial paper.....	-	8,000
	-----	-----
Total cash and equivalents.....	\$25,926	\$28,808
	=====	=====

The Company invests in certificates of deposit with a bank whose board of directors includes three members of the Company's board of directors. At the end of 1994 and 1993, \$10 million and \$15 million, respectively, was invested in this bank's certificates.

Note 3: Property, Plant and Equipment

(Amounts in thousands)

	April 30, 1994	April 24, 1993
Land and land improvements.....	\$ 7,117	\$ 6,604
Buildings and building fixtures.....	92,720	88,669
Machinery and equipment.....	82,971	73,281
Information systems.....	9,859	10,523
Other.....	11,789	12,092
	-----	-----
	204,456	191,169
Less: accumulated depreciation.....	110,179	100,762
	-----	-----
Property, plant and equipment, net..	\$ 94,277	\$ 90,407
	=====	=====

Note 4: Debt

(Dollar amounts in thousands)

	Interest rates	Maturities	April 30, 1994	April 24, 1993
Credit lines.....	4.1%	1995-98	\$15,000	\$15,000
Private placement.....	8.8%	1995-02	15,000	15,000
Industrial revenue bonds.....	2.7%-3.3%	1995-12	25,370	25,912
Total debt.....			\$55,370	\$55,912
Less: current portion.....			2,875	542
Long-term debt.....			\$52,495	\$55,370
			=====	=====
	Weighted average interest		4.8%	4.8%
	Fair value of long-term debt		\$56,003	\$56,597

In April 1991 the Company entered into a \$50 million unsecured revolving credit line (Credit Agreement) to extend through August 31, 1998, requiring interest payments only through August 31, 1994 and periodic payments of principal and interest through 1998. The Company is in the process of renewing the Credit Agreement to require interest only payments through August 1999 and to require principal payment in August 1999. The Credit Agreement also includes covenants that, among other things, require the Company to maintain certain financial statement ratios. The Company has complied with all of the requirements.

Proceeds from industrial revenue bonds were used to finance the construction of manufacturing facilities. These arrangements require the Company to insure and maintain the facilities and make annual payments that include interest. The bonds are secured by the facilities constructed from the bond proceeds.

Maturities on debt obligations for the five years subsequent to April 30, 1994 are \$3 million, \$2 million, \$3 million, \$2 million and \$3 million, respectively. As of April 30, 1994, the Company had remaining unused lines of credit and commitments of \$60 million under several credit arrangements.

Note 5: Stock Option Plans

The Company's shareholders adopted an employee stock option plan that provides grants to certain employees to purchase common shares of the Company at not less than their fair market value at the date of grant. Options are for five years and become exercisable at 25% per year beginning one year from date of grant. The Company is authorized to grant options for up to 1,600,000 common shares.

	Number of shares	Per share option price
Outstanding at April 25, 1992....	415,942	\$14.13 - \$22.13
Granted.....	133,750	\$21.75
Exercised.....	(59,099)	\$14.13 - \$22.13
Expired or cancelled.....	(27,019)	
Outstanding at April 24, 1993....	463,574	\$14.13 - \$22.13
Granted.....	120,110	\$29.63
Exercised.....	(78,584)	\$14.13 - \$22.13
Expired or cancelled.....	(15,126)	
Outstanding at April 30, 1994....	489,974	\$14.13 - \$29.63
Exercisable at April 30, 1994....	193,915	
Shares available for grants at April 30, 1994.....	877,725	

The Company's shareholders have adopted Restricted Share Plans under which the Compensation and Stock Option Committee of the Board of Directors was authorized to offer for sale up to an aggregate of 650,000 common shares to certain employees and non-employee directors at 25% of the fair market value of the shares. The plans require that all shares be held in an escrow account for a period of three years in the case of an employee, or until the participant's service as a director ceases in the case of a director. In the event of an employee's termination during the escrow period, the shares must be sold back to the Company at the employee's cost.

Shares aggregating 11,800 and 14,450 were granted and issued during the fiscal years 1994 and 1993, respectively, under the Restricted Share Plans. Shares remaining for future grants under the above plans amounted to 442,075 at April 30, 1994.

The Company's shareholders have also adopted a Performance-Based Restricted Stock Plan. This plan authorizes the Compensation and Stock Option Committee of the Board of Directors to award up to an aggregate of 400,000 shares to key employees. Grants of shares are based entirely on achievement of goals over

a three-year performance period. Any award made under the plan will be at the sole discretion of the Committee after judging all relevant factors. At April 30, 1994, performance awards were outstanding pursuant to which up to 47,000 shares and 43,520 shares may be issued in fiscal years 1996 and 1997, respectively, depending on the extent to which certain specified performance objectives are met. The costs of performance awards are expensed over the performance period.

Note 6: Retirement

The Company has contributory and non-contributory retirement plans covering substantially all factory employees.

Eligible salaried employees are covered under a trustee profit sharing retirement plan. Cash contributions to a trust are made annually based on profits.

The Company has established a non-qualified deferred compensation plan for highly compensated employees called a SERP (Supplemental Executive Retirement Plan).

The Company offers a voluntary 401(k) retirement plan to eligible employees within all U.S. operating divisions. Currently over 70% of eligible employees are participating in the plan. Employee contributions are matched with La-Z-Boy stock at \$0.50 on the dollar up to a maximum company contribution of 1% of pay.

The actuarially determined net periodic pension cost and retirement costs are computed as follows (for the years ended):

(Amounts in thousands)

	April 30, 1994 (53 weeks)	April 24, 1993 (52 weeks)	April 25, 1992 (52 weeks)
Service cost.....	\$1,526	\$1,426	\$ 839
Interest cost.....	1,683	1,455	1,303
Actual return on plan assets.....	(719)	(2,197)	(2,428)
Net amortization and deferral.....	(1,575)	(234)	233
Net periodic pension cost.....	915	450	(53)
Profit sharing.....	4,659	4,341	3,557
SERP.....	795	691	559
401(k).....	1,145	1,002	835
Other.....	442	478	726
Total retirement costs.....	\$7,956 =====	\$6,962 =====	\$5,624 =====

The funded status of the pension plans was as follows:
(Amounts in thousands)

	April 30, 1994	April 24, 1993
Actuarial present value of accumulated benefit obligation.....	(\$23,887)	(\$19,608)
Plan assets at fair value.....	28,531	27,134
Excess of plan assets over projected benefit obligation.....	4,644	7,526
Prior year service cost not yet recognized in net periodic pension cost.....	1,117	1,215
Unrecognized net loss.....	5,274	1,895
Unrecognized initial asset.....	(3,995)	(4,326)
Prepaid pension asset.....	\$7,040	\$6,310

The expected long-term rate of return on plan assets was 8.5% for 1994 and 9.0% for 1993 and 1992. The discount rate used in determining the actuarial present value of accumulated benefit obligations was 7.5% for 1994, 8.0% for 1993 and 8.5% for 1992. Vested benefits included in the accumulated benefit obligation were \$21 million and \$17 million at April 30, 1994 and April 24, 1993, respectively. Plan assets are invested in a diversified portfolio that consists primarily of debt and equity securities.

The Company's pension plan funding policy has been to contribute annually the maximum amount that can be deducted for federal income tax purposes.

Note 7: Health Care

The Company offers eligible employees an opportunity to participate in group health plans. Participating employees make required premium payments through pretax payroll deductions.

Health-care expenses were as follows (for the years ended):

(Amounts in thousands)

	April 30, 1994 (53 weeks)	April 24, 1993 (52 weeks)	April 25, 1992 (52 weeks)
Gross health care.....	\$29,061	\$23,962	\$22,298
Participant payments.....	(4,442)	(2,356)	(1,323)
Net health care.....	\$24,619	\$21,606	\$20,975

The 1994 gross health-care expenses increased 21% over 1993 which was a much higher rate of increase than 1993's 7% increase over 1992, even after adjusting for employment increases.

Participant payments increased markedly due to premium payments for most employees becoming effective January 1993 making 1994 the first full payment year. Participant payments covered 15% of health-care expenses in 1994.

Net health-care costs in 1994 increased 14% over 1993 compared to a 3% increase in 1993 over 1992 even though much higher participant payments occurred.

The Company makes annual provisions for any current and future retirement health-care costs which may not be covered by retirees' collected premiums.

Note 8: Income Taxes

Effective April 25, 1993, the Company adopted Statement of Financial Accounting Standards No. 109 (SFAS 109), "Accounting for Income Taxes," which applies a balance sheet approach to income tax accounting. In accordance with the new standard, the balance sheet reflects the anticipated tax impact of future taxable income or deductions implicit in the balance sheet in the form of temporary differences. These temporary differences reflect the difference between the basis in assets and liabilities as measured in the financial statements and as measured by tax laws using enacted tax rates. On April 25, 1993, the Company recorded a tax credit of \$3 million or \$0.18 per share, which represents the net increase in the net deferred tax asset as of that date. Such amount has been reflected in the consolidated statement of income as an accounting change. Prior years' financial statements have not been restated.

The primary components of the Company's deferred tax assets and liabilities as of April 30, 1994 and April 25, 1993 (date of adoption) are as follows:

(Amounts in thousands)

	April 30, 1994	April 25, 1993

Current		
Deferred income tax assets (liabilities):		
Bad debt.....	\$ 5,993	\$ 4,628
Warranty.....	2,703	2,496
Workers' compensation.....	1,211	1,118
Inventory.....	916	1,186
State income tax.....	(40)	1,569
Other.....	4,881	2,794
	-----	-----
Net current deferred tax assets.....	15,664	13,791
Noncurrent		
Deferred income tax assets (liabilities):		
Property, plant and equipment.....	(4,372)	(4,108)
Pension.....	(2,899)	(2,638)
Other.....	322	408
	-----	-----
Net noncurrent deferred tax liabilities..	(6,949)	(6,338)
Valuation allowance.....	(504)	(342)
	-----	-----
Net deferred tax asset.....	\$8,211	\$7,111
	=====	=====

The differences between the provision for income taxes and income taxes computed using the U.S. federal statutory rate are as follows (for the years ended):

(% of pretax income)

	April 30, 1994	April 24, 1993	April 25, 1992

Statutory tax rate.....	35.0	34.0	34.0
Increase (reduction) in taxes resulting in:			
State income taxes net of federal benefit..	4.8	4.7	4.3
Tax credits.....	(0.2)	(0.3)	(1.0)
Acquisition amortization.....	0.7	0.9	0.9
Merger of previously acquired operation....	-	-	(0.7)
Miscellaneous items.....	0.0	0.5	(0.4)
	-----	-----	-----
Effective tax rate.....	40.3	39.8	37.1
	=====	=====	=====

Note 9: Contingencies

The Company has been named as defendant in various lawsuits arising in the normal course of business. It is not possible at the present time to estimate the ultimate outcome of these actions; however, management and the Company's legal counsel believe that the resultant liability, if any, will not be material based on the Company's previous experience with lawsuits of these types.

The Registrant has been identified as a Potentially Responsible Party ("PRP") at two clean-up sites: Organic Chemical and Seaboard Chemical Company. At each site, the Company has been identified as a de minimus contributor and volumetric assessments indicate that the Company's contributions to each site have been less than .1% of the total. Each site has either completed or has begun the Phase I cleanup and the total cleanup costs expected to be incurred at each site have been estimated. The Company is also participating with a number of other companies in the voluntary RCRA closure of the Caldwell Systems site. The Company's volumetric assessment at this site is in the 1% range. The steering committee responsible for negotiating the cleanup plan with the EPA has recently reinitiated its negotiations in anticipation of initial cleanup activities. Estimates of the cleanup costs at the Caldwell site are also available. The number of PRP's and voluntary participants at the three sites range from 182 to in excess of 1,750. Based on a review of the number, composition and financial stability of the PRP's and voluntary participants at each site, along with cleanup cost estimates available, management does not believe that any significant risk exists that the Company will be required to incur total costs in excess of \$100,000 at any of the sites. At April 30, 1994, a total of \$300,000 has been accrued with respect to these three sites.

LA-Z-BOY CHAIR COMPANY AND SUBSIDIARIES
SCHEDULE V - PROPERTY, PLANT AND EQUIPMENT
(Dollars in thousands)

Classification	Balance at Beginning of Period	Additions & Reclass- ifications	Retire- ments	Foreign Currency Trans- lation Adjustments	Other Adjust- ments (1)	Balance at end of Period
Year ended April 30, 1994						
Land and land improvements	\$6,604	\$543	\$0	(\$30)	\$0	\$7,117
Buildings and building fixtures	88,669	4,551	(40)	(460)	0	92,720
Machinery and equipment	73,281	10,209	(237)	(282)	0	82,971
Information systems	10,523	1,736	(2,376)	(24)	0	9,859
Other	12,092	446	(686)	(63)	0	11,789
Total	<u>\$191,169</u>	<u>\$17,485</u>	<u>(\$3,339)</u>	<u>(\$859)</u>	<u>\$0</u>	<u>\$204,456</u>
Year ended April 24, 1993						
Land and land improvements	\$6,184	\$562	(\$120)	(\$22)	\$0	\$6,604
Buildings and building fixtures	89,082	2,668	(2,749)	(332)	0	88,669
Machinery and equipment	67,519	7,149	(1,189)	(198)	0	73,281
Information systems	10,212	530	(202)	(17)	0	10,523
Other	12,792	1,339	(1,992)	(47)	0	12,092
Total	<u>\$185,789</u>	<u>\$12,248</u>	<u>(\$6,252)</u>	<u>(\$616)</u>	<u>\$0</u>	<u>\$191,169</u>

LA-Z-BOY CHAIR COMPANY AND SUBSIDIARIES
SCHEDULE V - PROPERTY, PLANT AND EQUIPMENT
(Dollars in thousands)
(continued)

Classification	Balance at Beginning of Period	Additions & Reclass- ifications	Retire- ments	Foreign Currency Trans- lation Adjustments	Other Adjust- ments (1)	Balance at end of Period
Year ended April 25, 1992						
Land and land improvements	\$5,724	\$267	(\$1)	(\$11)	\$205	\$6,184
Buildings and building fixtures	84,318	2,760	(86)	(163)	2,253	89,082
Machinery and equipment	61,525	6,279	(1,073)	(97)	885	67,519
Information systems	10,393	1,202	(1,360)	(23)	0	10,212
Other	11,928	1,679	(1,103)	(8)	286	12,792
Total	<u>\$173,888</u>	<u>\$12,187</u>	<u>(\$3,623)</u>	<u>(\$302)</u>	<u>\$3,629</u>	<u>\$185,789</u>

NOTE: Land improvements, buildings and building fixtures, machinery and equipment, information systems and other are depreciated using primarily accelerated methods over the estimated useful lives of the assets as follows:

	Years
Land improvements	20
Buildings and building fixture	15 to 30
Machinery and equipment	10
Information systems	5
Other	3 to 10

(1): The other adjustments column reflects a non-cash write-up of assets previously written down in fiscal year 1988. These assets are physically still in use, therefore \$3,639 in installed cost and \$3,361 in accumulated depreciation was added back. The net book value write-up of \$278 was recognized as a credit to depreciation expense and a debit to accumulated depreciation in fiscal year 1992 and is not shown in this 10-K but is included in the cash flow statement.

LA-Z-BOY CHAIR COMPANY AND SUBSIDIARIES
SCHEDULE VI - ACCUMULATED DEPRECIATION, DEPLETION, AND AMORTIZATION
OF PROPERTY, PLANT AND EQUIPMENT
(Dollars in thousands)

Classification	Balance at Beginning of Period	Additions & Reclas- sifications	Retire- ments	Foreign Currency Trans- lation Adjustments	Other Adjust- ments (1)	Balance at end of Period

Year ended April 30, 1994						
Land and improvements	\$1,570	\$209	\$0	(\$5)	\$0	\$1,774
Buildings and building fixtures	35,919	3,903	(4)	(146)	0	39,672
Machinery and equipment	45,295	6,819	(180)	(220)	0	51,714
Information systems	8,986	1,034	(2,323)	(22)	0	7,675
Other	8,992	1,065	(655)	(58)	0	9,344
Total	\$100,762	\$13,030	(\$3,162)	(\$451)	\$0	\$110,179
	=====	=====	=====	=====	=====	=====

Year ended April 24, 1993						
Land and improvements	\$1,495	\$191	(\$113)	(\$3)	\$0	\$1,570
Buildings and building fixtures	32,917	3,950	(854)	(94)	0	35,919
Machinery and equipment	40,036	6,452	(1,046)	(147)	0	45,295
Information systems	8,065	1,134	(198)	(15)	0	8,986
Other	9,836	1,134	(1,941)	(37)	0	8,992
Total	\$92,349	\$12,861	(\$4,152)	(\$296)	\$0	\$100,762
	=====	=====	=====	=====	=====	=====

LA-Z-BOY CHAIR COMPANY AND SUBSIDIARIES
SCHEDULE VI - ACCUMULATED DEPRECIATION, DEPLETION, AND AMORTIZATION
OF PROPERTY, PLANT AND EQUIPMENT
(Dollars in thousands)
(Continued)

Classification	Balance at Beginning of Period	Additions & Reclass- ifications	Retire- ments	Foreign Trans- lation Adjustments	Other Adjust- ments (1)	Balance at end of Period

Year ended April 25, 1992						
Land and land improvements	\$1,251	\$184	(\$1)	(\$1)	\$62	\$1,495
Buildings and building fixtures	26,959	3,918	(48)	(40)	2,128	32,917
Machinery and equipment	33,924	6,235	(935)	(65)	877	40,036
Information systems	7,170	1,971	(1,056)	(20)	0	8,065
Other	9,076	1,543	(1,075)	(2)	294	9,836
	-----	-----	-----	-----	-----	-----
Total	\$78,380	\$13,851	(\$3,115)	(\$128)	\$3,361	\$92,349
	=====	=====	=====	=====	=====	=====

(1) The other adjustments column reflects a non-cash write-up of assets previously written down in fiscal year 1988. These assets are physically still in use, therefore \$3,639 in installed cost and \$3,361 in accumulated depreciation was added back. The net book value write-up of \$278 was recognized as a credit to depreciation expense and a debit to accumulated depreciation in fiscal year 1992 and is not shown in this 10-K but is included in the cash flow statement.

LA-Z-BOY CHAIR COMPANY AND SUBSIDIARIES
 SCHEDULE VIII - VALUATION AND QUALIFYING ACCOUNTS
 (Dollars in thousands)

Description -----	Balance at beginning of period -----	Additions charged to costs and expenses -----	Trade accounts receivable "written off" net of recoveries -----	Balance at end of period -----
YEAR ENDED				
APRIL 30, 1994:				
Allowance for doubtful accounts & long-term notes	\$11,670	\$7,578	\$4,453	\$14,795
Accrued Warranties	\$6,250	\$400		\$6,650
YEAR ENDED				
APRIL 24, 1993:				
Allowance for doubtful accounts & long-term notes	\$7,217	\$7,891	\$3,438	\$11,670
Accrued Warranties	\$5,950	\$300		\$6,250
YEAR ENDED				
APRIL 25, 1992:				
Allowance for doubtful accounts receivable	\$11,351	\$9,271	\$13,397	\$7,217
Accrued Warranties	\$5,650	\$300		\$5,950

LA-Z-BOY CHAIR COMPANY AND SUBSIDIARIES
SCHEDULE X - SUPPLEMENTARY INCOME STATEMENT INFORMATION
(Dollars in thousands)

	Charged to Costs and Expenses -----
Year ended April 30, 1994	
Maintenance and repairs	\$18,990
Advertising costs	\$19,558
Year ended April 24, 1993	
Maintenance and repairs	\$16,360
Advertising costs	\$19,558
Year ended April 25, 1992	
Maintenance and repairs	\$13,203
Advertising costs	\$19,041

Management Discussion

The Management Discussion and Analysis, as required by the Securities and Exchange Commission, should be read in conjunction with the Report of Independent Accountants, the Financial Statements and related Notes, and all other pages that follow them in the 1994 Financial Report and Other Information.

Background

Sales by Type	1994	1993	1992
Residential (Home)			
Upholstery.....	76%	74%	75%
Wood & Other.....	18%	19%	17%
	----	----	----
	94%	93%	92%
Contract (Office).....	6%	7%	8%
	----	----	----
	100%	100%	100%
	====	====	====
Sales by Country	1994	1993	1992
United States.....	94%	95%	95%
Canada and Foreign.....	6%	5%	5%
	----	----	----
	100%	100%	100%
	====	====	====

La-Z-Boy is organized into five operating divisions. Residential (67 years in business) accounts for the majority of the upholstery category. Kincaid (48 years) is part of the wood category. La-Z-Boy Contract Furniture Group (22 years) is all of the Contract line. Hammary (50 years) is primarily in the wood category. La-Z-Boy Canada (65 years) is part of the upholstery category.

La-Z-Boy's market share of all U.S. upholstery furniture products is above 8%.

On the basis of available market share data (in dollars), La-Z-Boy has 30-35% of the U.S. single-seat recliner market and is the world's largest recliner manufacturer. (The next largest U.S. competitor holds roughly 20% of the U.S. market.) La-Z-Boy's sleep sofa current market share, approximately 12%, has been growing over the last three years.

Market share data by individual product lines other than recliners and sleepers (e.g., sofas, reclining sofas, wood bedroom and dining room, wood occasional, etc.) indicate that, although La-Z-Boy does not have a market share above 10% in any one line, the Company's market share has been growing over the last three years in most lines.

Analysis of Operations
Year Ended April 30, 1994
(1994 compared with 1993)

U.S. furniture industry sales increased roughly 6-8% in La-Z-Boy's fiscal 1994 over 1993. La-Z-Boy's sales increase of 18% over 1993 continued to exceed the increase experienced by the industry as a whole. Approximately 2% of this increase was due to 1994 including 53 weeks while 1993 contained 52 weeks. Management believes the sales volume increase was largely due to improvements in the economy. Other factors contributing to the sales increase to a lesser degree include the opening of more La-Z-Boy Furniture Galleries stores and capital expenditures the last few years at Hammary and Kincaid helping to improve product quality, delivery and availability. Selling price increases were generally in the 2-4% range. Major product lines that experienced rates of unit growth above the Company average were the modulars, lower end recliners, sofas, reclining sofas, high end recliners and bedroom (wood).

No divisions or companies were acquired or disposed of during the last six years. Therefore, all sales growth has been internally generated.

During 1994, the La-Z-Boy Contract Furniture Group was formed through the merger of the former La-Z-Boy Contract and RoseJohnson divisions.

The number of independently owned La-Z-Boy Furniture Galleries stores continued to grow in 1994. Most of these stores were major upgrades or new locations for earlier generation La-Z-Boy Showcase Shoppes. These stores are part of the reason La-Z-Boy sales growth has exceeded the industry average. In addition, the number of smaller in-store galleries continued to grow for all divisions.

The gross margin (gross profit dollars as a percent of sales) of 26.2% in 1994 was up from the 26.0% gross margin in 1993. The lack of some one-time costs that affected 1993 relating to start up and training for new styles and changes to manufacturing techniques accounted for an improvement of approximately .8 points. To a lesser degree, the gross margin improved due to the 18% sales increase covering a larger portion of fixed costs. These reasons for improvement more than offset the combined .7 point unfavorable effects of increased sales of product lines with lower-than-average gross margins along with increased costs associated with increasing production volume quickly to keep up with sales. To a lesser degree, increased health-care cost also unfavorably affected the gross margin.

Other income declined in 1994 due to a reduction in interest income, changes in pension-related assumptions and Canadian currency exchange losses.

Income tax expense as a percent of pretax income increased to 40.3% in 1994 from 39.8% in 1993. The effect of the 1% increase in the federal tax rate to 35% was partially offset by changes in profitability among divisions.

Statement of Financial Accounting Standards No. 109, "Accounting for Income Taxes", which changed the method of accounting for income taxes, was adopted by the Company effective April 25, 1993. This change in accounting principle increased net income and the net deferred tax asset by \$3.4 million or \$.18 per share.

Analysis of Operations
Year Ended April 24, 1993
(1993 compared with 1992)

La-Z-Boy's 1993 sales increase of 10% over 1992 once again exceeded the growth in the U.S. residential furniture industry as a whole. The 1993 sales increase together with forecasted growth in the industry indicates that the furniture industry recession which adversely affected results for the previous four years has ended. Selling price increases during 1993 were generally in the 1-3% range. Major product lines that experienced rates of unit sales growth above the Company average were the reclining sofa, high end recliner, lower end recliners, bedroom (wood) and occasional (wood) product lines.

During 1993, 18 independently owned La-Z-Boy Furniture Galleries stores opened, bringing the total number of stores to 63. The rate of new store openings and their sales volumes are meeting management's expectations. Most of these openings were major upgrades or new locations for earlier generation La-Z-Boy Showcase Shoppes.

Gross margin of 26.0% in 1993 was down from the 26.9% gross margin in 1992 even though unit volume increased. This decline in gross margin was primarily in the Residential division which generates roughly 70% of consolidated sales.

The Residential division gross margin declined for two main reasons. The primary reason was that unexpectedly high labor and overhead costs were incurred at most plants. These costs were primarily caused by the introduction of new styles and efforts to improve plant methods while at the same time, reduce inventories, improve the flexibility to handle a greater number of different styles, and ship dealer orders more complete and quicker than in the past. In addition, an anticipated unfavorable product line mix effect occurred from selling more product lines with lower-than-average gross margins.

S,G & A expense for 1993 of 19.3% of sales was lower than the 1992 percentage of 20.0% primarily due to the relatively large sales increase and a decline in bad debt expense.

Interest expense declined \$2.0 million in 1993 from 1992 due to a combination of lower debt principal amounts and lower interest rates.

The increase in other income was primarily due to increased interest income realized from higher cash balances throughout the year more than offsetting lower interest rates.

Income tax expense as a percent of pretax income increased to 39.8% in 1993 from 37.1% in 1992. In 1992, there was a one-time tax benefit from the merger of a previously acquired division.

Liquidity and Financial Condition

Cash flows from operations amounted to \$28 million in 1994, \$35 million in 1993 and \$36 million in 1992 and have usually been adequate for day-to-day expenditures, dividends to shareholders and capital expenditures.

The 1994 cash flow from operations declined \$6.5 million from 1993. Other assets and liabilities changed from a source of cash in 1993 to a use of cash in 1994 primarily due to the payment of income taxes. Also, inventories increased \$6.7 million.

Capital expenditures were \$17.5 million in 1994 compared to \$12.2 million for both 1993 and 1992. Some capacity expansions occurred in 1994 while the prior two years did not require expansions. Capacity utilization of about 70% at the end of 1994 was up from about 65% at the end of 1993.

Cash flows relating to debt caused both inflows and outflows of cash. No new debt was raised in the last three years. During 1992, a \$15.0 million bridge loan was refinanced through a private placement and two industrial revenue bonds totaling \$9.7 million were refinanced at a lower interest rate. Retirements of debt totaled between \$1 million and \$15 million for each of the last three years and are primarily related to paying down the \$53 million debt incurred in 1987 to acquire an operating division. While the cash flow statement shows that \$39.3 million of debt was retired in 1992, \$24.7 million relates to refinancing as described above.

As of April 30, 1994, the Company had unused lines of credit and commitments of \$60 million under several credit arrangements. In April 1991, the Company entered into a \$50 million unsecured revolving credit line (Credit Agreement) to extend through August 31, 1998, requiring interest payments only through August 31, 1994 and periodic payments of principal and interest through 1998. At year end, the Company was in the process of renewing the Credit Agreement to require interest only payments through August 1999 and to require principal payment in August 1999. The credit Agreement also includes covenants that, among other things, require the Company to maintain certain financial statement ratios. The Company has complied with all of the requirements.

In October 1987, the La-Z-Boy Board of Directors authorized a one-million share stock repurchase program. In February 1993, the Board authorized the repurchase of another one million shares. As of April 30, 1994 and April 24, 1993, the Company had acquired about 1,010,000 and 930,000 shares, respectively, of its own stock. The Company plans to be in the market for its shares as changes in its stock price and other financial opportunities arise.

The financial strength of the Company is reflected in two commonly used ratios - the current ratio (current assets divided by current liabilities) and the debt-to-capital ratio (total debt divided by beginning of the year shareholders' equity plus total debt). The current ratio at the end of 1994 and 1993 was 4.1:1 and 3.8:1, respectively. The debt to capital ratio was 17.4% at the end of 1994 and 18.5% at the end of 1993.

La-Z-Boy provides for all current and future potential liabilities as required including those relating to postretirement benefits.

The Company is subject to contingencies pursuant to environmental laws and regulations. The Company accrues for certain environmental remediation activities related to past operations, including Superfund clean-up and Resource Conservation and Recovery Act compliance activities, for which commitments have been made and reasonable cost estimates are possible. Currently, the Company has been determined to be a "de-minimus" level potentially responsible party (PRP) at three clean-up sites and has provided for any known costs relating to these sites. The Company is also conducting voluntary compliance audits at Company owned facilities.

Outlook

La-Z-Boy's 1995 fiscal year to end April 29, 1995 will include 52 weeks compared to fiscal year 1994, which included 53 weeks. This is approximately a 2% reduction in the length of the year which will affect sales and other financial comparisons from year to year.

The Company expects the economic recovery to continue through calendar year 1994. Sales in fiscal year 1995 are expected to exceed the 1994 results but due to the stronger than expected year in 1994, the double digit sales increase experienced in 1994 is not expected to repeat.

One of La-Z-Boy's financial objectives is to achieve sales increases of 10% per year or increases at least greater than that of the furniture industry. Some furniture industry forecasts for calendar year 1994 over 1993 are in the 5-7% range. For 1994, La-Z-Boy sales increased 18% over 1993.

The Company's major residential efforts and opportunities for sales growth greater than industry averages are focused outside the recliner market segment, e.g., stationary upholstery (single and multi-seat), reclining sofas and modulars, wood occasional and wall units and wood bedroom and dining room.

The newly formed La-Z-Boy Contract Furniture Group sales growth rate in the next few years is expected to exceed the average of the other divisions. Today, this division is not generating a profit and profits are not expected to improve in 1995 due to research and development expenditures of approximately \$1.5 million, reorganization costs and start-up costs associated with the recent merger of the two formerly separate contract divisions. Eventually, profit margins comparable to the Company's average rates are believed to be able to be achieved. Profitability at this level would help the

Company reach the financial goals described below even though this division is not large enough to dramatically affect the consolidated results.

Given no recession, no major competitive environment changes, no major strategic changes and other similar assumptions, profitability is expected to improve in 1996 and the division is expected to begin generating an operating profit between 1997 and 1998. The research and development expenditures are necessary as the products of the two former divisions had not been refreshed recently and also to redesign the products in an integrated way. In addition, the lines are to expand into a broader range of products. R & D costs are expected to remain around this level through 1996 but are expected to become a smaller percentage of sales as volume increases. The reorganization and start up costs of the division are estimated to be between \$.5 and \$2 million.

A second financial goal is to improve operating profit as a percent of sales in 1995 compared to 1994. For 1994, the operating profit margin was 7.4% of sales.

A third goal is to achieve operating profit, excluding acquisition amortization interest income and other income (return) as a percent of beginning of the year capital of 20%. For 1994, return on capital was 19.4%.

La-Z-Boy has an opportunity to improve its margins through increases in efficiency, improvements in the utilization of equipment and facilities and increases in sales volumes, even though product line growth may be in lines with lower gross margins.

Capital expenditures are forecast to be approximately \$19 to \$24 million in 1995 compared to \$17.5 million in 1994. The 1995 forecast includes the construction of a new upholstery factory in Arkansas. The 396,000 square foot plant is being constructed to replace an existing older 200,000 square foot plant. Long-term financing of the expected \$7 million cost is planned to be through the use of industrial revenue bonds.

The Registrant has been identified as a Potentially Responsible Party ("PRP") at two clean-up sites: Organic Chemical and Seaboard Chemical Company. At each site, the Company has been identified as a de minimus contributor and volumetric assessments indicate that the Company's contributions to each site have been less than .1% of the total. Each site has either completed or has begun the Phase I cleanup and the total cleanup costs expected to be incurred at each site have been estimated. The Company is also participating with a number of other companies in the voluntary RCRA closure of the Caldwell Systems site. The Company's volumetric assessment at this site is in the 1% range. The steering

committee responsible for negotiating the cleanup plan with the EPA has recently reinitiated its negotiations in anticipation of initial cleanup activities. Estimates of the cleanup costs at the Caldwell site are also available. The number of PRP's and voluntary participants at the three sites range from 182 to in excess of 1,750. Based on a review of the number, composition and financial stability of the PRP's and voluntary participants at each site, along with cleanup cost estimates available, management does not believe that any significant risk exists that the Company will be required to incur total costs in excess of \$100,000 at any of the sites. At April 30, 1994, a total of \$300,000 has been accrued with respect to these three sites.

Consolidated Six-Year Summary of Selected Financial Data
(Dollar amounts in thousands, except per share data)

Year Ended in April	1994 (53 wks)	1993 (52 wks)	1992 (52 wks)	1991 (52 wks)	1990 (52 wks)	1989 (52 wks)
Sales.....	\$804,898	\$684,122	\$619,471	\$608,032	\$592,273	\$553,187
Cost of sales.....	593,890	506,435	453,055	449,502	430,383	397,776
Gross profit.....	211,008	177,687	166,416	158,530	161,890	155,411
Sell, gen & admin..	151,756	131,894	123,927	116,278	112,652	107,978
Oper profit.....	59,252	45,793	42,489	42,252	49,238	47,433
Interest expense...	2,822	3,260	5,305	6,374	7,239	7,567
Interest income....	1,076	1,474	1,093	1,215	1,597	1,864
Other income.....	649	1,292	1,628	1,277	1,939	2,244
Total other inc..	1,725	2,766	2,721	2,492	3,536	4,108
Income before tax..	58,155	45,299	39,905	38,370	45,535	43,974
Income tax expense.	23,438	18,015	14,805	15,009	17,282	16,508
Net income.....	<u>\$34,717*</u>	<u>\$27,284</u>	<u>\$25,100</u>	<u>\$23,361</u>	<u>\$28,253</u>	<u>\$27,466</u>
Weighted avg shares outstg ('000s)...	18,268	18,172	18,064	17,941	17,868	17,886
Per com shr outstg						
Net income.....	\$1.90*	\$1.50	\$1.39	\$1.30	\$1.58	\$1.54
Cash div paid....	\$0.64	\$0.60	\$0.58	\$0.56	\$0.54	\$0.46
BV on YE shr outst.	\$15.91	\$14.48	\$13.58	\$12.75	\$11.98	\$10.91
Rtn avg shrhdr eqt.	12.5%*	10.7%	10.6%	10.5%	13.8%	14.7%
Gr prft % of sales.	26.2%	26.0%	26.9%	26.1%	27.3%	28.1%
Op prft % of sales.	7.4%	6.7%	6.9%	6.9%	8.3%	8.6%
Op prft, excl. acq. amort., int. inc. & other inc. % of BOY capital.....	19.4%	16.2%	15.4%	15.6%	19.6%	19.3%
Net inc % of sales.	4.3%*	4.0%	4.1%	3.8%	4.8%	5.0%
Income tax expense % pretax income..	40.3%	39.8%	37.1%	39.1%	38.0%	37.5%
Deprec & amortiz...	\$14,014	\$14,061	\$14,840	\$14,039	\$13,735	\$13,607
Capital expendtrs..	\$17,485	\$12,248	\$12,187	\$21,428	\$22,418	\$9,334
Prty,plt,eqpt,net..	\$94,277	\$90,407	\$93,440	\$95,508	\$89,141	\$79,845
Working capital....	\$224,122	\$202,398	\$184,431	\$172,989	\$170,292	\$158,947
Current ratio.....	4.1 to 1	3.8 to 1	3.7 to 1	3.7 to 1	3.4 to 1	3.1 to 1
Total assets.....	\$430,253	\$401,064	\$376,722	\$363,085	\$361,856	\$349,007

Consolidated Six-Year Summary of Selected Financial Data

(Dollar amounts in thousands, except per share data)

Year Ended in April	1994 (53 wks)	1993 (52 wks)	1992 (52 wks)	1991 (52 wks)	1990 (52 wks)	1989 (52 wks)
Long-term debt.....	\$52,495	\$55,370	\$55,912	\$62,187	\$69,066	\$70,641
Debt.....	\$55,370	\$55,912	\$60,726	\$70,867	\$78,036	\$80,244
Shareholders' eqty.	\$290,911	\$263,386	\$246,359	\$229,217	\$214,585	\$194,293
Ending capital.....	\$346,281	\$319,298	\$307,085	\$300,084	\$292,621	\$274,537
Ratio debt to eqty.	19.0%	21.2%	24.6%	30.9%	36.4%	41.3%
Ratio debt to capl.	17.4%	18.5%	20.9%	24.8%	28.7%	31.0%
Shareholders.....	12,615	9,032	8,081	7,208	6,827	4,843
Employees.....	9,370	8,724	8,153	7,828	8,046	7,743

*Excludes the income effect of adopting SFAS 109 in May 1993 of \$3,352 or \$.18 per share.

Note: Acquisition amortization of \$1,056 for 1994, \$1,039 for 1990-1993 and \$1,041 for 1989 has been reclassified from other income to selling, general and administrative.

Dividend and Market Information

1994 Quarter Ended	Divi- dends Paid	Market Price		
		High	Low	Close
July 24	\$0.15	\$31 7/8	\$25 1/2	\$29 3/4
Oct. 23	0.15	31 7/8	29 1/4	31 3/8
Jan. 22	0.17	39 3/4	31 1/2	39 3/4
Apr. 30	\$0.17	\$40	\$30 1/2	\$33 1/2
	\$0.64			

1993 Quarter Ended	Divi- dends Paid	Market Price		
		High	Low	Close
July 25	\$0.15	\$24 5/8	\$21	\$23 3/8
Oct. 24	0.15	24 3/8	18	20 3/8
Jan. 23	0.15	27 1/8	20 5/8	26 3/8
Apr. 24	\$0.15	\$29 3/4	\$26 3/8	\$28
	\$0.60			

Year	Dividends Paid	Dividend Yield	Dividend Payout Ratio	Market Price			Earnings	P/E Ratio	
				High	Low	Close		High	Low
1994	\$0.64	1.9%	33.7%*	\$40	25 1/2	33 1/2	\$1.90*	21*	13*
1993	0.60	2.1%	40.0%	29 3/4	18	28	1.50	20	12
1992	0.58	2.5%	41.7%	28 3/4	19 1/2	23 1/2	1.39	21	14
1991	0.56	2.6%	43.1%	21 1/2	12 1/4	21 1/4	1.30	17	9
1990	0.54	2.8%	34.2%	23	16 3/4	19 5/8	1.58	15	11
1989	0.46	2.4%	29.9%	19 7/8	14	19 1/8	1.54	13	9

La-Z-Boy Chair Company common shares are traded on the NYSE and the PSE (symbol LZB).

Unaudited Quarterly Financial Information

(Amounts in thousands, except per share data)

Quarter Ended	July 24 (13 weeks)	October 23 (13 weeks)	January 22 (13 weeks)	April 30 (14 weeks)	Year 1994 (53 weeks)
Sales.....	\$162,096	\$209,044	\$192,648	\$241,110	\$804,898
Cost of sales....	123,047	152,160	141,771	176,912	593,890
Gross profit...	39,049	56,884	50,877	64,198	211,008
Selling, general & admin.....	32,509	39,464	37,136	42,647	151,756
Opertg profit..	6,540	17,420	13,741	21,551	59,252
Interest expense.	720	776	682	644	2,822
Total other inc..	717	671	412	(75)	1,725
Inc before tax.	6,537	17,315	13,471	20,832	58,155
Income tax exp...	2,563	6,900	5,483	8,492	23,438
Net income...	\$3,974*	\$10,415	\$7,988	\$12,340	\$34,717*
Net income per share..	\$0.22*	\$0.57	\$0.44	\$0.67	\$1.90*

Quarter Ended	July 25 (13 weeks)	October 24 (13 weeks)	January 23 (13 weeks)	April 24 (13 weeks)	Year 1993 (52 weeks)
Sales.....	\$140,003	\$175,877	\$169,810	\$198,432	\$684,122
Cost of sales....	106,543	130,924	125,677	143,291	506,435
Gross profit...	33,460	44,953	44,133	55,141	177,687
Selling, general & admin.....	28,738	34,129	33,469	35,558	131,894
Opertg profit..	4,722	10,824	10,664	19,583	45,793
Interest expense.	867	841	765	787	3,260
Total other inc..	778	691	605	692	2,766
Inc before tax.	4,633	10,674	10,504	19,488	45,299
Income tax exp...	1,850	4,167	4,113	7,885	18,015
Net income...	\$2,783	\$6,507	\$6,391	\$11,603	\$27,284
Net income per share..	\$0.15	\$0.36	\$0.35	\$0.64	\$1.50

*Excludes the income effect of adopting SFAS 109 in May 1993 of \$3,352 or \$.18 per share.

Note: Acquisition amortization of \$260 for the first and second quarters and fourth quarter of 1993, \$259 for the third quarters and \$277 for the fourth quarter of 1994 has been reclassified from other income to selling, general and administrative.

Consent of Independent Accountants

We hereby consent to the incorporation by reference in the Registration Statements on Form S-8 (Nos. 33-8996, 33-8997, 33-31502, and 33-50318) of La-Z-Boy Chair Company of our report dated June 2, 1994 appearing on page 2 of Exhibit I of this Form 10-K/A.

PRICE WATERHOUSE LLP
Toledo, Ohio
March 16, 1995

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