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FORM 10-Q

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549/X/ Quarterly Report Under Section 13 and 15(d)
of the Securities Exchange Act of 1934

or

/ / Transition Report Pursuant to Section 13 and 15(d)
of the Securities Exchange Act of 1934For Quarter Ended August 1, 1998
Commission file number 1-4908The TJX Companies, Inc.
(Exact name of registrant as specified in its charter)DELAWARE
(State or other jurisdiction of
incorporation or organization)04-2207613
(I.R.S. Employer
Identification No.)770 Cochituate Road
Framingham, Massachusetts
(Address of principal executive offices)01701
(Zip Code)(508)390-1000
(Registrant's telephone number, including area code)

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 .

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The number of shares of Registrant's Common Stock outstanding as of August 29, 1998: 314,622,327.

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PART I FINANCIAL INFORMATION
 THE TJX COMPANIES, INC. AND CONSOLIDATED SUBSIDIARIES
 STATEMENTS OF INCOME
 (UNAUDITED)
 DOLLARS IN THOUSANDS EXCEPT PER SHARE AMOUNTS

	Thirteen Weeks Ended	
	August 1, 1998	July 26, 1997
	-----	-----
Net sales	\$1,864,236	\$1,698,372
	-----	-----
Cost of sales, including buying and occupancy costs	1,418,490	1,323,261
Selling, general and administrative expenses	303,332	283,788
Interest expense, net	1,425	1,545
	-----	-----
Income before income taxes	140,989	89,778
Provision for income taxes	56,113	37,200
	-----	-----
Net income	84,876	52,578
Preferred stock dividends	1,238	4,601
	-----	-----
Net income available to common shareholders	\$ 83,638	\$ 47,977
	=====	=====
Earnings per share:		
Basic	\$.26	\$.15
Diluted	\$.25	\$.15
Cash dividends per common share	\$.03	\$.025

The accompanying notes are an integral part of the financial statements.

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PART I FINANCIAL INFORMATION
 THE TJX COMPANIES, INC. AND CONSOLIDATED SUBSIDIARIES
 STATEMENTS OF INCOME
 (UNAUDITED)
 DOLLARS IN THOUSANDS EXCEPT PER SHARE AMOUNTS

	Twenty-Six Weeks Ended	
	August 1, 1998	July 26, 1997
Net sales	\$3,640,083	\$3,258,522
Cost of sales, including buying and occupancy costs	2,748,751	2,525,880
Selling, general and administrative expenses	603,167	557,526
Interest expense, net	1,383	2,400
Income before income taxes	286,782	172,716
Provision for income taxes	114,139	71,677
Net income	172,643	101,039
Preferred stock dividends	2,488	7,226
Net income available to common shareholders	\$ 170,155	\$ 93,813
Earnings per share:		
Basic	\$.53	\$.29
Diluted	\$.51	\$.28
Cash dividends per common share	\$.06	\$.05

The accompanying notes are an integral part of the financial statements.

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THE TJX COMPANIES, INC. AND CONSOLIDATED SUBSIDIARIES
BALANCE SHEETS
(UNAUDITED)
IN THOUSANDS

	August 1, 1998	January 31, 1998	July 26, 1997
	-----	-----	-----
ASSETS			

Current assets:			
Cash and cash equivalents	\$ 58,017	\$ 404,369	\$ 138,232
Accounts receivable	81,493	60,735	75,691
Merchandise inventories	1,469,956	1,190,170	1,421,529
Prepaid expenses	63,627	27,357	34,462
	-----	-----	-----
Total current assets	1,673,093	1,682,631	1,669,914
	-----	-----	-----
Property, at cost:			
Land and buildings	113,911	108,729	103,542
Leasehold costs and improvements	514,437	480,964	456,091
Furniture, fixtures and equipment	663,190	611,470	572,360
	-----	-----	-----
	1,291,538	1,201,163	1,131,993
Less accumulated depreciation and amortization			
	576,215	515,027	471,070
	-----	-----	-----
	715,323	686,136	660,923
Other assets			
Goodwill and tradename, net of amortization	22,837	36,645	47,330
	-----	-----	-----
	201,235	204,220	213,079
	-----	-----	-----
TOTAL ASSETS	\$2,612,488	\$2,609,632	\$2,591,246
	=====	=====	=====
LIABILITIES			

Current liabilities:			
Short-term debt	\$ 6,613	\$ -	\$ 7,966
Current installments of long-term debt	22,669	23,360	17,716
Accounts payable	639,188	582,791	576,964
Accrued expenses and other current liabilities	566,190	553,643	559,885
Federal and state income taxes payable	32,361	57,863	4,020
	-----	-----	-----
Total current liabilities	1,267,021	1,217,657	1,166,551
	-----	-----	-----
Long-term debt exclusive of current installments:			
Real estate mortgages	-	-	21,827
Equipment notes	738	1,127	1,544
General corporate debt	219,904	219,897	219,891
Deferred income taxes	952	6,859	12,541
SHAREHOLDERS' EQUITY			

Preferred stock at face value, authorized 5,000,000 shares, par value \$1, issued and outstanding 632,600; 727,300; and 1,204,100 shares of Series E cumulative convertible stock	63,260	72,730	120,410
Common stock, authorized 600,000,000 shares, par value \$1, issued and outstanding 314,772,568; 159,901,247; and 161,218,240 shares	314,772	159,901	161,218
Additional paid-in capital	-	202,053	340,920

Retained earnings	745,841	729,408	546,344
	-----	-----	-----
Total shareholders' equity	1,123,873	1,164,092	1,168,892
	-----	-----	-----
TOTAL LIABILITIES AND SHAREHOLDERS' EQUITY	\$2,612,488	\$2,609,632	\$2,591,246
	=====	=====	=====

The accompanying notes are an integral part of the financial statements.

THE TJX COMPANIES, INC. AND CONSOLIDATED SUBSIDIARIES
 STATEMENTS OF CASH FLOWS
 (UNAUDITED)
 IN THOUSANDS

	Twenty-Six Weeks Ended	
	August 1, 1998	July 26, 1997
	-----	-----
Cash flows from operating activities:		
Net income	\$ 172,643	\$ 101,039
Adjustments to reconcile net income to net cash (used in) operating activities:		
Depreciation and amortization	65,585	60,633
Property disposals	1,391	5,036
Other	(622)	(100)
Changes in assets and liabilities:		
(Increase) in accounts receivable	(20,758)	(18,416)
(Increase) in merchandise inventories	(279,786)	(362,024)
(Increase) in prepaid expenses	(36,270)	(18,083)
Increase in accounts payable	56,397	43,019
Increase in accrued expenses and other current liabilities	12,547	11,644
(Decrease) in income taxes payable	(25,502)	(40,145)
Increase (Decrease) in deferred income taxes	(2,934)	2,730
Net cash (used in) operating activities	----- (57,309)	----- (214,667)
Cash flows from investing activities:		
Property additions	(94,235)	(80,966)
Proceeds from sale of other assets	8,338	-
Proceeds adjustment for sale of Chadwick's	-	(28,805)
Net cash (used in) investing activities	----- (85,897)	----- (109,771)
Cash flows from financing activities:		
Proceeds from borrowings of short-term debt	6,613	7,966
Principal payments on long-term debt	(1,080)	(10,579)
Common stock repurchased	(194,486)	(45,580)
Proceeds from sale and issuance of common stock, net	7,340	4,469
Cash dividends	(21,533)	(22,789)
Net cash (used in) financing activities	----- (203,146)	----- (66,513)
Net cash (used in) continuing operations	(346,352)	(390,951)
Net cash provided by discontinued operations	-	54,451
Net (decrease) in cash and cash equivalents	----- (346,352)	----- (336,500)
Cash and cash equivalents at beginning of year	404,369	474,732
Cash and cash equivalents at end of period	----- \$ 58,017 =====	----- \$ 138,232 =====

The accompanying notes are an integral part of the financial statements.

MANAGEMENT'S DISCUSSION AND ANALYSIS OF RESULTS
OF OPERATIONS AND FINANCIAL CONDITION

Thirteen Weeks (Second Quarter) and Twenty-Six Weeks Ended August 1, 1998
Versus Thirteen Weeks and Twenty-Six Weeks Ended July 26, 1997

Net sales from continuing operations for the second quarter were \$1,864.2 million, up 10% from \$1,698.4 million last year. For the six months, net sales from continuing operations were \$3,640.0 million, up 12% from \$3,258.5 million for the same period last year. The increase in sales is primarily attributable to an increase in same store sales and new stores. Same store sales for the second quarter increased by 6% at T.J. Maxx, 7% at Marshalls, 17% at Winners, 6% at HomeGoods and 13% at T.K. Maxx. Same store sales for the six months increased by 6% at T.J. Maxx, 8% at Marshalls, 14% at Winners, 7% at HomeGoods and 10% at T.K. Maxx.

Net income for the second quarter was \$84.9 million, or \$.25 per common share (diluted) versus \$52.6 million, or \$.15 per common share. For the six months, net income was \$172.6 million, or \$.51 per common share versus \$101 million, or \$.28 per common share.

The following table sets forth operating results expressed as a percentage of net sales:

	Percentage of Net Sales			
	13 Weeks Ended		26 Weeks Ended	
	8/1/98	7/26/97	8/1/98	7/26/97
	-----	-----	-----	-----
Net sales	100.0%	100.0%	100.0%	100.0%
Cost of sales, including buying and occupancy costs	76.1	77.9	75.5	77.5
Selling, general and administrative expenses	16.2	16.7	16.5	17.1
Interest expense, net	.1	.1	.1	.1
Income before income taxes	7.6%	5.3%	7.9%	5.3%
	=====	=====	=====	=====

Cost of sales, including buying and occupancy costs as a percent of net sales, decreased in both periods from the prior year. The improvement in both periods reflects improved merchandise margins, particularly at T.J. Maxx and Marshalls resulting from strong inventory management and strong growth in sales.

Selling, general and administrative expenses, as a percentage of net sales decreased in both periods from the prior year. The improvement in this ratio is primarily due to the strong sales performance.

Interest expense, net, includes income of \$5.0 million in the second quarter and \$10.9 million in the first six months of the current year, versus interest income of \$5.3 million and \$11.4 million for the quarter and six months ended last year. Gross interest expenses decreased due to the early write-off of deferred financing costs associated with the Company's replacement, in September 1997, of its former revolving credit agreement, as well as the benefit of reduced fees associated with the new agreement.

The Company's effective income tax rate is 39.8% for the quarter ended and six months ended August 1, 1998 versus 41.4% and 41.5% for the second quarter and six months ended last year, respectively. This reduction is due to a lower effective state income tax rate, the impact of foreign operations and a favorable tax benefit associated with a charitable donation of appreciated property.

The following table sets forth the operating results of the Company's major business segments: (unaudited)

(In Thousands)

	Thirteen Weeks Ended		Twenty-Six Weeks Ended	
	August 1, 1998	July 27, 1997	August 1, 1998	July 26, 1997
Net sales:				
Off-price family apparel stores	\$1,837,419	\$1,677,034	\$3,587,884	\$3,216,791
Off-price home fashion stores	26,817	21,338	52,199	41,731
	\$1,864,236	\$1,698,372	\$3,640,083	\$3,258,522
Operating income (loss):				
Off-price family apparel stores	\$ 157,470	\$ 110,369	\$ 324,831	\$ 216,572
Off-price home fashion stores	(2,246)	(3,706)	(4,502)	(6,539)
	155,224	106,663	320,329	210,033
General corporate expense	12,158	14,686	30,859	33,610
Goodwill amortization	652	654	1,305	1,307
Interest expense, net	1,425	1,545	1,383	2,400
Income before income taxes	\$ 140,989	\$ 89,778	\$ 286,782	\$ 172,716

The off-price family apparel stores segment, T.J. Maxx, Marshalls, Winners, T.K. Maxx and A.J. Wright, significantly increased its operating income for both the second quarter and six months. These results reflect strong inventory management and the strong sales performance. The decline in general corporate expense in both periods reflects higher charges in the prior year associated with a deferred compensation award (initially denominated in shares of the Company's common stock), granted to the Company's Chief Executive Officer in the first quarter of fiscal 1998.

Stores in operation at the end of the period are as follows:

	August 1, 1998	July 26, 1997
T.J. Maxx	593	578
Marshalls	464	453
Winners	81	68
HomeGoods	25	21
T.K. Maxx	35	21

FINANCIAL CONDITION

Cash flows from operating activities for the six months reflect increases in inventories and accounts payable that are primarily due to normal seasonal requirements.

In February 1998, the Company completed its \$250 million stock buyback program initiated in June 1997, and announced its intention to purchase an additional \$250 million of the Company's common stock. During the first six months ended August 1, 1998, the Company repurchased a combined total of 8,387,000 shares (adjusted for the June 1998 stock split) at a cost of \$194.5 million.

On April 8, 1998, the Company approved a two-for-one stock split to be effected in the form of a 100% stock dividend which was subject to approval by the shareholders of an increase in the number of authorized shares of the Company's common stock. On June 2, 1998, the Company's shareholders approved the increase making the two-for-one stock split effective. The split was distributed on June 25, 1998 to shareholders of record on June 11, 1998 and resulted in the issuance of 158.9 million shares of common stock. All historical earnings per share amounts have been restated to reflect the two-for-one stock split as well as the two-for-one stock split distributed in June 1997.

The following table (unaudited) sets forth the shareholders' equity transactions for the six months ended August 1, 1998: (Dollars In Millions)

	Prfd Stock Face Value -----	Common Stock Par Value -----	Add'l Paid-In Capital -----	Retained Earnings -----	Total -----
Balance, January 31, 1998	\$72.7	\$159.9	\$ 202.0	\$729.4	\$1,164.0
Net income	-	-	-	172.6	172.6
Cash dividends:					
Preferred	-	-	-	(2.5)	(2.5)
Common	-	-	-	(19.0)	(19.0)
Conversion of Series E cumulative convertible preferred stock into common	(9.5)	1.0	8.5	-	-
Common stock repurchased	-	(5.7)	(118.6)	(70.2)	(194.5)
Stock split	-	158.9	(96.3)	(62.6)	-
Issuance of common stock under stock incentive plan	-	.7	7.7	-	8.4
Comprehensive income (loss)	-	-	(3.3)	(1.9)	(5.2)
	-----	-----	-----	-----	-----
Balance, August 1, 1998	\$63.2 =====	\$314.8 =====	\$ - =====	\$745.8 =====	\$1,123.8 =====

The Company has developed plans to address issues related to the impact on its computer systems of the year 2000. Financial and operational systems have been assessed and plans have been developed, to address systems modification requirements. The Company expects to spend an aggregate of approximately \$12 million on conversion costs in fiscal years 1998 through 2000. The Company has spent approximately \$6 million on conversion costs to date. There can be no guarantee that a failure to resolve a year 2000 issue by the Company or a third party whose systems may interface with the Company, would not have a material effect on the Company.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

1. The results for the first six months are not necessarily indicative of results for the full fiscal year, because the Company's business, in common with the businesses of retailers generally, is subject to seasonal influences, with higher levels of sales and income generally realized in the second half of the year.
2. The preceding data are unaudited and reflect all normal recurring adjustments, the use of retail statistics, and accruals and deferrals among periods required to match costs properly with the related revenue or activity, considered necessary by the Company for a fair presentation of its financial statements for the periods reported, all in accordance with generally accepted accounting principles and practices consistently applied. Certain amounts in prior period financial statements have been reclassified for comparative purposes.
3. The Company's cash payments for interest and income taxes are as follows: (In Thousands)

	Twenty-Six Weeks Ended	
	August 1, 1998	July 26, 1997
	-----	-----
Cash paid for:		
Interest	\$ 12,013	\$ 14,259
Income taxes	\$143,051	\$109,524

4. In October 1988, the Company completed the sale of its former Zayre Stores division to Ames Department Stores, Inc. ("Ames"). In April 1990, Ames filed for protection under Chapter 11 of the Federal Bankruptcy Code and in December 1992, Ames emerged from bankruptcy under a plan of reorganization.

The Company remains contingently liable for the leases of most of the former Zayre stores still operated by Ames. In addition, the Company is contingently liable on a number of leases of the Hit or Miss division, the Company's former off-price women's specialty stores, sold on September 30, 1995. The Company believes that the Company's contingent liability on these leases will not have a material effect on the Company's financial condition.

The Company is also contingently liable on certain leases of its former warehouse club operations (BJ's Wholesale Club and HomeBase), which was spun off by the Company in fiscal 1990 as Waban Inc. During fiscal 1998, Waban Inc. was renamed HomeBase, Inc. and spun-off its BJ's Wholesale Club division (BJ's Wholesale Club, Inc.). HomeBase, Inc. and BJ's Wholesale Club, Inc. are primarily liable on their respective leases and have indemnified the Company for any amounts the Company may have to pay with respect to such leases. In addition, HomeBase, Inc., BJ's Wholesale Club, Inc. and the Company have entered into agreements under which BJ's Wholesale Club, Inc. has substantial indemnification responsibility with respect to such HomeBase, Inc. leases. The Company is also contingently liable on certain leases of BJ's Wholesale Club, Inc. for which both BJ's Wholesale Club, Inc. and HomeBase, Inc. remain liable. The Company believes that its contingent liability on the HomeBase, Inc. and BJ's Wholesale Club, Inc. leases will not have a material effect on the Company's financial condition.

5. In February 1998, the Company completed its \$250 million stock buyback program initiated in June 1997, and announced its intention to purchase an additional \$250 million of the Company's common stock. During the first six months ended August 1, 1998, the Company repurchased a combined total of 8,387,000 shares (adjusted for the June 1998 stock split) at a cost of \$194.5 million
6. On April 8, 1998, the Company approved a two-for-one stock split to be effected in the form of a 100% stock dividend which was subject to approval by the shareholders of an increase in the number of authorized shares of the Company's common stock. On June 2, 1998, the Company's shareholders approved the increase making the two-for-one stock split effective. The split was distributed on June 25, 1998 to shareholders of record on June 11, 1998 and resulted in the issuance of 158.9 million shares of common stock. All historical earnings per share amounts have been restated to reflect the two-for-one stock split as well as the two-for-one stock split distributed in June 1997.
7. The computation of basic and diluted earnings per share is as follows:

For The Thirteen Weeks Ended -----	August 1, 1998 -----	July 26, 1997 -----
(\$'s in thousands except per share amounts)		
Net income (Numerator in diluted calculation)	\$ 84,876	\$ 52,578
Less preferred dividends	1,238	4,601
	-----	-----
Net income available to common shareholders (Numerator in basic calculation)	\$ 83,638 =====	\$ 47,977 =====
Shares for basic and diluted earnings per share calculations:		
Average common shares outstanding for basic EPS	317,367,085	319,231,612
Dilutive effect of stock options and awards	5,721,400	3,934,092
Dilutive effect of convertible preferred stock	14,048,540 -----	31,918,782 -----
Average common shares outstanding for diluted EPS	337,137,025 =====	355,084,486 =====
Basic earnings per share	\$ 0.26	\$ 0.15
Diluted earnings per share	\$ 0.25	\$ 0.15

For The Twenty-Six Weeks Ended -----	August 1, 1998 -----	July 26, 1997 -----
	(\$'s in thousands except per share amounts)	
Net income (Numerator in diluted calculation)	\$ 172,643	\$ 101,039
Less preferred dividends	2,488	7,226
	-----	-----
Net income available to common shareholders (Numerator in basic calculation)	\$ 170,155 =====	\$ 93,813 =====
Shares for basic and diluted earnings per share calculations:		
Average common shares outstanding for basic EPS	318,350,224	318,924,242
Dilutive effect of stock options and awards	5,862,259	3,598,598
Dilutive effect of convertible preferred stock	14,742,915 -----	32,153,724 -----
Average common shares outstanding for diluted EPS	338,955,398 =====	354,676,564 =====
	-----	-----
Basic earnings per share	\$ 0.53	\$ 0.29
Diluted earnings per share	\$ 0.51 =====	\$ 0.28 =====

8. The Company adopted Statement of Financial Accounting Standards No. 130, Reporting Comprehensive Income (SFAS No. 130), in the first quarter ended May 2, 1998. The components of other comprehensive income for the Company generally include foreign currency translation adjustments of its foreign subsidiaries (including related hedging activity) and unrealized gains and losses on marketable securities. Restatement of prior period information is required. The computation of comprehensive income follows: (In Thousands)

	Thirteen Weeks Ended -----		Twenty-Six Weeks Ended -----	
	August 1, 1998 -----	July 26, 1997 -----	August 1, 1998 -----	July 26, 1997 -----
Net income	\$84,876	\$52,578	\$172,643	\$101,039
Other comprehensive income (loss) net of reclassification adjustments	(1,372)	(3,556)	(5,178)	(3,824)
	-----	-----	-----	-----
Total comprehensive income	\$83,504 =====	\$49,022 =====	\$167,465 =====	\$ 97,215 =====

Cumulative other comprehensive income (loss) is as follows: (In Thousands)

	August 1, 1998 -----	January 31, 1998 -----	July 26, 1997 -----
Cumulative other comprehensive income (loss)	\$(1,862) =====	\$3,316 =====	\$(952) =====

Cumulative comprehensive income (loss) has historically been included as a component of additional paid-in capital. As a result of equity transactions during the second quarter, which have eliminated the balance of additional paid-in capital, cumulative comprehensive income (loss) was reclassified to retained earnings.

9. During 1998, the Financial Accounting Standards Board (FASB) issued Statement of Financial Accounting Standards (SFAS) No. 133 "Accounting for Derivative Instruments and Hedging Activities". This Statement established accounting and reporting standards for derivative instruments, including certain derivative instruments embedded in other contracts, and for hedging activities. This statement requires that an entity recognize all derivatives as either assets or liabilities in the statement of financial position and measure those instruments at fair value. The Company is currently evaluating the effects of this change on its current reporting of derivative instruments and hedging activities.

PART II. OTHER INFORMATION

Item 4 SUBMISSION OF MATTERS TO A VOTE OF SECURITY HOLDERS

Information with respect to matters voted on at the Company's Annual Meeting of Stockholders on June 2, 1998 (during the period covered by this report) was provided in the Company's Quarterly Report on Form 10-Q for the quarter ended May 2, 1998.

Item 5 OTHER INFORMATION

STOCKHOLDER PROPOSALS AND DIRECTOR NOMINATIONS

Proposals of stockholders submitted for consideration at the 1999 annual meeting of stockholders must be received by the Company no later than December 28, 1998 in order to be considered for inclusion in the Company's proxy materials for that meeting.

Under recent changes to the Federal proxy rules and the Company's By-Laws, if a stockholder who wishes to present a proposal at the Company's 1999 annual meeting that will not be included in the Company's proxy statement fails to notify the Company by January 25, 1999, then the proxies that management solicits for the 1999 annual meeting will include discretionary authority to vote on the stockholder's proposal, if it is properly brought before the meeting. Under the Company's By-Laws, such a proposal would not be properly brought before the meeting because it would not satisfy the advance notice procedure contained in the Company's By-Laws with respect to stockholder nomination of candidates for election as directors and other stockholder proposals (whether or not such proposals are to be included in the Company's proxy material). A notice regarding stockholder nominations for director or other stockholder proposals must be received by the Secretary of the Company not less than 90 days prior to the first date of mailing of the Company's proxy materials for the last annual meeting. Accordingly, with respect to the 1999 Annual Meeting, the notice must be received by the Secretary of the Company by January 25, 1999. The stockholder submitting the nomination or proposal must satisfy certain requirements including providing a notice containing specified information concerning the persons to be nominated or the proposal being made and the stockholder submitting the nomination or proposal, all as set forth in the By-Laws. The presiding officer of the meeting shall refuse to acknowledge any director nomination or other stockholder proposal not made in compliance with such advance notice requirements.

Item 6(a) EXHIBITS

3.1 The By-Laws of the Company, as amended, are filed herewith.

Item 6(b) REPORTS ON FORM 8-K

The Company was not required to file a current report on Form 8-K during the quarter ended August 1, 1998.

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SIGNATURE

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

THE TJX COMPANIES, INC.

(Registrant)

Date: September 14, 1998

/s/ Donald G. Campbell

Donald G. Campbell, Executive Vice
President - Finance, on behalf
of The TJX Companies, Inc. and as
Principal Financial and Accounting
Officer of The TJX Companies, Inc.

[As amended through 9/10/98]

THE TJX COMPANIES, INC.

BY-LAWS

ARTICLE I

Certificate of Incorporation

The name, location of the principal office or place of business in the State of Delaware, and the nature of the business or objects or purposes of the corporation shall be as set forth in its certificate of incorporation. These by-laws, the powers of the corporation and of its directors and stockholders, and all matters concerning the management of the business and conduct of the affairs of the corporation shall be subject to such provisions in regard thereto, if any, as are set forth in the certificate of incorporation; and the certificate of incorporation is hereby made a part of these by-laws. In these by-laws, references to the certificate of incorporation mean the provisions of the certificate of incorporation (as that term is defined in the General Corporation Law of the State of Delaware) of the corporation as from time to time in effect, and references to these by-laws or to any requirement or provision of law mean these by-laws or such requirement or provision of law as from time to time in effect.

ARTICLE II

Annual Meeting of Stockholders

(a) The annual meeting of stockholders shall be held either (i) at 11:00 a.m. on the first Tuesday in June in each year, unless that day be a legal holiday at the place where the meeting is to be held, in which case the meeting shall be held at the same hour on the next succeeding day not a legal holiday, or (ii) at such other date and time as shall be designated from time to time by the board of directors and stated in the notice of the meeting, at which the stockholders shall elect a board of directors and transact such other business as may be required by law or these by-laws or as may properly come before the meeting.

(b) Except as otherwise fixed pursuant to the provisions of Article FOURTH of the certificate of incorporation relating to the rights of holders of any class or series of stock having a preference over the Common Stock as to dividends or upon liquidation, nominations of persons for election to the board of directors of the corporation may be made at a meeting of stockholders by or at the direction of the board of directors or a committee appointed by the board of directors or by any stockholder of the corporation entitled to vote for the election of directors at the meeting who complies with the notice procedures set forth in this Article II. Such nominations, other than those made by or at the direction of the board of directors or such committee, shall be made pursuant to timely notice in writing to the secretary of the corporation. To be timely, a stockholder's notice shall be delivered to or mailed and received at the principal executive offices of the corporation not less than 90 days prior to the date the corporation first mailed its

proxy materials for the prior year's annual meeting. Such stockholder's notice shall set forth (a) as to each person whom the stockholder proposes to nominate for election or re-election as a director, (i) the name, age, business address and residence address of such person, (ii) the principal occupation or employment of such person, (iii) the class and number of shares of the corporation which are beneficially owned by such person, and (iv) any other information relating to such person that is required to be disclosed in solicitations of proxies for election of directors, or is otherwise required, in each case pursuant to Regulation 14A under the Securities Exchange Act of 1934, as amended (including without limitation such person's written consent to being named in the proxy statement as the nominee and to serving as a director if elected); and (b) as to the stockholder giving the notice (i) the name and address, as they appear on the corporation's books, of such stockholder and (ii) the class and number of shares of the corporation which are beneficially owned by such stockholder. At the request of the board of directors any person nominated by the board of directors for election as a director shall furnish to the secretary of the corporation that information required to be set forth in a stockholder's notice of nomination which pertains to the nominee. No person shall be eligible for election as a director of the corporation unless nominated in accordance with the procedures set forth in this Article II. The chairman of the meeting shall, if the facts warrant, determine and declare to the meeting that a nomination was not made in accordance with the procedures prescribed by the by-laws, and if he should so determine, he shall so declare to the meeting and the defective nomination shall be disregarded.

(c) At an annual meeting of the stockholders, only such business shall be conducted as shall have been properly brought before the meeting. To be properly brought before an annual meeting business must be (a) specified in the notice of meeting (or any supplement thereto) given by or at the direction of the board of directors, (b) otherwise properly brought before the meeting by a stockholder. For business to be properly brought before an annual meeting by a stockholder, the stockholder must have given timely notice thereof in writing to the secretary of the corporation. To be timely, a stockholder's notice must be delivered to or mailed and received at the principal executive offices of the corporation, not less than 90 days prior to the date the corporation first mailed its proxy materials for the prior year's annual meeting. A stockholder's notice to the secretary shall set forth as to each matter the stockholder proposes to bring before the annual meeting (a) a brief description of the business desired to be brought before the annual meeting and the reasons for conducting such business at the annual meeting, (b) the name and address, as they appear on the corporation's books, of the stockholder proposing such business, (c) the class and number of shares of the corporation which are beneficially owned by the stockholder, (d) any material interest of the stockholder in such business and (e) such other information as the board of directors reasonably determines is necessary or appropriate to enable the board of directors and the stockholders to consider the proposal. Notwithstanding anything in the by-laws to the contrary, no business shall be conducted at any annual meeting except in accordance with the procedures set forth in this Article II. The chairman of the annual meeting shall, if the facts warrant, determine and declare to the meeting that business was not properly brought before the meeting and in accordance with the provisions of this Article II, and if he should so determine, he shall so declare to the meeting and any such business not properly brought before the meeting shall not be transacted.

ARTICLE III

Special Meetings of Stockholders

Except as otherwise required by law and or as fixed pursuant to the provisions of Article FOURTH of the certificate of incorporation relating to the rights of the holders of any class or

series of stock having a preference over the Common Stock as to dividends or upon liquidation, special meetings of the stockholders may be called only by the chairman of the board, the president, or the board of directors pursuant to a resolution approved by a majority of the entire board of directors. Such call shall state the time, place and purposes of the meeting.

ARTICLE IV

Place of Stockholders' Meetings

The annual meeting of the stockholders, for the annual election of directors and other purposes, shall be held at such place within or without the State of Delaware as the board of directors shall fix for such meeting. Adjourned meetings of the stockholders shall be held at such places and at such times as the board of directors shall fix. Special meetings of the stockholders, and adjourned special meetings of the stockholders, shall be held at such places within or without the State of Delaware and such time as the board of directors shall fix.

ARTICLE V

Notice of Stockholders' Meetings

Except as may be otherwise required by law, by the certificate of incorporation or by other provisions of these by-laws, and subject to the provisions of Article XXII, a written notice of each meeting of stockholders, stating the place, day and hour thereof and the purposes for which the meeting is called, shall be given, at least ten days before the meeting, to each stockholder entitled to vote thereat, by leaving such notice with him or at his residence or usual place of business, or by mailing it, postage prepaid, addressed to such stockholder at his address as it appears upon the books of the corporation. Such notice shall be given by the secretary, or in case of the death, absence, incapacity or refusal of the secretary, by some other officer or by a person designated by the board of directors.

ARTICLE VI

Quorum and Action of Stockholders

Any action required or permitted to be taken by the stockholders of the corporation must be effected at a duly called annual or special meeting of such holders and may not be effected by any consent in writing by such holders.

At any meeting of the stockholders, a quorum for the election of directors or for the consideration of any question shall consist of a majority of the stock issued and outstanding; except in any case where a larger quorum is required by law, by the certificate of incorporation or by these by-laws. Stock owned by the corporation, if any, shall not be deemed outstanding for this purpose. In any case any meeting may be adjourned from time to time by a majority of the votes properly cast upon the question, whether or not a quorum is present, and the meeting may be held as adjourned without further notice.

When a quorum for the election of any director is present at any meeting, a plurality of the votes properly cast for election to such office shall elect to such office. When a quorum for the consideration of a question is present at any meeting, a majority of the votes properly cast

upon the question shall decide the question; except in any case where a larger vote is required by law, by the certificate of incorporation or by these by-laws.

ARTICLE VII

Proxies and Voting

Except as otherwise provided in the certificate of incorporation, and subject to the provisions of Article XXV, each stockholder shall at every meeting of the stockholders be entitled to one vote in person or by proxy for each share of the capital stock held by such stockholder, but no proxy shall be voted on after three years from its date, unless the proxy provides for a longer period; and except where the transfer books of the corporation shall have been closed or a date shall have been fixed as a record date for the determination of the stockholders entitled to vote, as provided in Article XXV, no share of stock shall be voted on at any election for directors which has been transferred on the books of the corporation within twenty days next preceding such election of directors. Shares of the capital stock of the corporation belonging to the corporation shall not be voted upon directly or indirectly.

Persons holding stock in a fiduciary capacity shall be entitled to vote the shares so held, or to give any consent permitted by law, and persons whose stock is pledged shall be entitled to vote, or to give any consent permitted by law, unless in the transfer by the pledgor on the books of the corporation he shall have expressly empowered the pledgee to vote thereon, in which case only the pledgee or his proxy may represent said stock and vote thereon or give any such consent.

The secretary shall prepare and make, at least ten days before every election of directors, a complete list of the stockholders entitled to vote at said election, arranged in alphabetical order, and showing the address of each stockholder and the number of shares registered in the name of each stockholder. Such list shall be open to the examination of any stockholder during ordinary business hours, at the place where said election is to be held, for said ten days, and shall be produced and kept at the time and place of election during the whole time thereof, and subject to the inspection of any stockholder who may be present. The original or duplicate stock ledger shall be the only evidence as to who are stockholders entitled to examine such list or to vote in person or by proxy at such election.

ARTICLE VIII

OMITTED

ARTICLE IX

Board of Directors

The whole board of directors shall consist of not less than three nor more than fifteen directors. Within such limits the whole number of directors shall be fixed from time to time, subject to the provisions of Article XXI hereof, by action of the board of directors.

Except as otherwise fixed pursuant to the provisions of Article FOURTH of the certificate of incorporation relating to the rights of the holders of any class or series of stock

having a preference over the Common Stock as to dividends or upon liquidation to elect additional directors under specified circumstances, the number of directors of the corporation shall be fixed from time to time by or pursuant to these by-laws. The directors, other than those who may be elected by the holders of any class or series of stock having preference over the Common Stock as to dividends or upon liquidation, shall be classified, with respect to the time for which they severally hold office, into three classes, designated Class I, Class II and Class III, as nearly equal in number as possible, with the term of office of one Class expiring each year. At the annual meeting of stockholders in 1985, directors of Class I shall be elected to hold office for a term expiring at the next succeeding annual meeting, directors of Class II shall be elected to hold office for a term expiring at the second succeeding annual meeting and directors of Class III shall be elected to hold office for a term expiring at the third succeeding annual meeting, with the members of each Class to hold office until their successors are elected and qualified. At each subsequent annual meeting of the stockholders of the Corporation, the successors to the Class of directors whose term expires at such meeting shall be elected to hold office for a term expiring at the annual meeting of stockholders held in the third year following the year of their election.

References in these by-laws to the whole board of directors mean the whole number fixed as herein or in the certificate of incorporation provided, irrespective of the number at the time in office.

Each newly created directorship resulting from any increase in the number of directors may be filled only as provided in Article XXI for the filling of a vacancy in the office of a director.

No director need be a stockholder.

ARTICLE X

Powers of the Board of Directors

The board of directors shall have and may exercise all the powers of the corporation; except such as are conferred upon the stockholders by law, by the certificate of incorporation or by these by-laws.

ARTICLE XI

Committees

The board of directors may at any time and from time to time, by resolution adopted by a majority of the whole board, designate, change the membership of or terminate the existence of any committee or committees, including if desired any executive committee, each committee to consist of two or more of the directors of the corporation. Each such committee shall have such name as may be determined from time to time by resolution adopted by a majority of the whole board of directors and shall have and may exercise such powers of the board of directors in the management of the business and affairs of the corporation, including power to authorize the seal of the corporation to be affixed to all papers which may require it, as may be determined from time to time by resolution adopted by a majority of the whole board. All minutes of proceedings of committees shall be available to the board of directors on its request.

In the absence or disqualification of any member of such committee or committees the member or members thereof present at any meeting and not disqualified from voting, whether or not he or they constitute a quorum, may unanimously appoint another member of the board of directors to act at the meeting in place of such absent or disqualified member.

ARTICLE XII

Meetings of the Board of Directors

Regular meetings of the board of directors may be held without call or formal notice at such places either within or without the State of Delaware and at such times as the board may from time to time determine. A regular meeting of the board of directors may be held without call or formal notice immediately after and at the same place as the annual meeting of the stockholders.

Special meetings of the board of directors may be held at any time and at any place either within or without the State of Delaware when called by the chairman of the board (if any), the president, the treasurer or two or more directors, reasonable notice thereof being given to each director by the secretary, or in the case of the death, absence, incapacity or refusal of the secretary, by the officer or directors calling the meeting, or without call or formal notice if each director then in office is either present or waives notice as provided in Article XXII. In any case it shall be deemed sufficient notice to a director to send notice by mail at least forty-eight hours or by telegram at least twenty-four hours before the meeting addressed to him at his usual or last known business or residence address or to give notice to him in person either by telephone or by handing him a written notice at least twenty-four hours before the meeting.

ARTICLE XIII

Quorum and Action of Directors

At any meeting of the board of directors, except in any case where a larger quorum or the vote of a larger number of directors is required by law, by the certificate of incorporation or by these by-laws, a quorum for any election or for the consideration of any question shall consist of a majority of the directors then in office, but in any case not less than two directors; but any meeting may be adjourned from time to time by a majority of the votes cast upon the question, whether or not a quorum is present, and the meeting may be held as adjourned without further notice. When a quorum is present at any meeting, the votes of a majority of the directors present and voting shall be requisite and sufficient for election to any office, and a majority of the directors present and voting shall decide any question brought before such meeting, except in any case where a larger vote is required by law, by the certificate of incorporation or by these by-laws.

ARTICLE XIV

Consent by Directors or Committees

To the extent permitted by law, whenever a vote or resolution at a meeting of the board of directors or of any committee thereof is required or permitted to be taken in connection with any corporate action by any provision of law or of the certificate of incorporation or of these by-laws,

such meeting and such vote or resolution may be dispensed with and such corporate action may be taken without such meeting, vote or resolution, if a written consent to such corporate action is signed by all members of the board or of such committee, as the case may be, and such written consent is filed with the minutes of the proceedings of the board or of such committee.

ARTICLE XV

Chairman of the Board of Directors

A chairman of the board may be elected annually from among the directors by the board of directors at its first meeting following the annual meeting of the stockholders and shall serve until the first meeting of the board of directors following the next annual meeting of the stockholders and until his successor is elected, or until he dies, resigns, is removed or replaced or becomes disqualified.

The chairman of the board (if any) shall preside at all meetings of the stockholders and of the board of directors at which he is present, except that if there is no chairman or in the absence of the chairman, or at the request of the chairman, the president shall preside. The chairman (if any) shall have such other duties and powers as may be designated from time to time by the board of directors.

ARTICLE XVI

Officers and Agents

The officers of the corporation shall be a president, a treasurer, a secretary, and such other officers, if any, as the board of directors may in its discretion elect. The board of directors may delegate to the chief executive officer the authority to appoint assistant vice presidents, assistant treasurers, assistant secretaries and such agents, if any, as he may in his discretion determine to appoint. So far as is permitted by law any two or more offices may be held by the same person. The chief executive officer may appoint such officers of the divisions of the corporation as he in his discretion shall determine, the officers of divisions not being officers of the corporation. Officers of the divisions may also be appointed officers of the corporation by the board of directors or by the chief executive officer as above provided.

Subject to law, to the certificate of incorporation and to the other provisions of these by-laws, each officer elected by the board of directors or appointed by the chief executive officer shall have, in addition to the duties and powers herein set forth, such duties and powers as are commonly incident to his office and such duties and powers as the board of directors or the chief executive officer may from time to time designate.

Officers elected by the board of directors shall be elected annually at its first meeting following the annual meeting of the stockholders. Officers appointed by the chief executive officer shall be appointed annually by the chief executive officer on the day of the annual meeting of the stockholders. Additional officers may be elected by the board of directors or appointed by the chief executive officer at any time.

Each officer elected by the board of directors shall hold office until the first meeting of the board of directors following the next annual meeting of the stockholders and until his successor is elected or appointed and qualified, or until he sooner dies, resigns, is removed or

replaced or becomes disqualified. Each officer and agent appointed by the chief executive officer shall retain his authority at the pleasure of the chief executive officer.

ARTICLE XVII

President

The president shall be the chief executive officer of the corporation with ultimate responsibility for the corporation's planning and operations, both financial and operational subject to the policies and direction of the board of directors.

ARTICLE XVIII

Chief Financial Officer

The chief financial officer is responsible for execution of all financial policies, plans, procedures and controls of the corporation, and the maintenance of books and records with respect thereto, including accounting and treasury functions, internal audit, budgets, borrowings, securities offerings, investments, tax reporting and financial reporting all subject to the control of the board of directors and the president. The chief financial officer shall have such other duties and powers as may be designated from time to time by the board of directors and the president.

ARTICLE XIX

Secretary and Treasurer

The secretary shall record all the proceedings of the meetings of the stockholders and the board of directors, in a book or books to be kept for that purpose, and in his absence from any such meeting a temporary secretary shall be chosen who shall record the proceedings thereof.

The secretary shall have charge of the stock ledger (which may, however, be kept by any transfer agent or agents of the corporation), an original or duplicate of which shall at all times during the usual hours for business be open to the examination of every stockholder at the principal office of the corporation. The secretary shall have such other duties and powers as may be designated from time to time by the board of directors or by the chief executive officer.

The treasurer shall be in charge of the funds and valuable papers of the corporation and shall have such other duties and powers as may be designated from time to time by the board of directors, by the chief executive officer or by the chief financial officer.

ARTICLE XX

Resignations and Removals

Any director or officer may resign at any time by delivering his resignation in writing to the president or the secretary or to a meeting of the board of directors, and such resignation shall take effect at the time stated therein, or if no time be so stated then upon its delivery, and without the necessity of its being accepted unless the resignation shall so state. Except as otherwise fixed

pursuant to the provisions of Article FOURTH of the certificate of incorporation relating to the rights of the holders of any class or series of stock having a preference over the Common Stock as to dividends or upon liquidation to elect directors under specified circumstances, any director may be removed from office, without cause, only by the affirmative vote of the holders of 66 2/3% of the combined voting power of the then outstanding shares of stock entitled to vote generally in the election of directors, voting together as a single class. The board of directors may at any time, by vote of a majority of the directors present and voting, terminate or modify the authority of any agent.

ARTICLE XXI

Vacancies

Except as otherwise fixed pursuant to the provisions of Article FOURTH of the certificate of incorporation relating to the rights of the holders of any class or series of stock having a preference over the Common Stock as to dividends or upon liquidation to elect directors under specified circumstances, newly created directorships resulting from any increase in the number of directors and any vacancies on the board of directors resulting from death, resignation, disqualification, removal or other cause shall be filled solely by the affirmative vote of a majority of the remaining directors then in office, even though less than a quorum of the board of directors, or by a sole remaining director. Any director elected in accordance with the preceding sentence shall hold office for the remainder of the full term of the Class of directors in which the new directorship was created or the vacancy occurred and until such director's successor shall have been elected and qualified. No decrease in the number of directors constituting the board of directors shall shorten the term of any incumbent director. If the office of any officer becomes vacant, by reason of death, resignation, removal or disqualification, a successor may be elected or appointed by the board of directors by vote of a majority of the directors present and voting. Each such successor officer shall hold office for the unexpired term, and until his successor shall be elected or appointed and qualified, or until he sooner dies, resigns, is removed or replaced or becomes disqualified. The board of directors shall have and may exercise all its powers notwithstanding the existence of one or more vacancies in the whole board, subject to any requirements of law or of the certificate of incorporation or of these by-laws as to the number of directors required for a quorum or for any vote, resolution or other action.

ARTICLE XXII

Waiver of Notice

Whenever any notice is required to be given by law or under the provisions of the certificate of incorporation or of these by-laws, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein or otherwise fixed for the meeting or other event for which notice is waived, shall be deemed equivalent to such notice.

ARTICLE XXIII

Certificates of Stock

Every holder of stock in the corporation shall be entitled to have a certificate, signed by, or in the name of the corporation by, the president or a vice president and by the treasurer or an assistant treasurer or the secretary or an assistant secretary of the corporation, certifying the number of shares owned by him in the corporation; provided, however, that where such certificate is signed (1) by a transfer agent or an assistant transfer agent or (2) by a transfer clerk acting on behalf of the corporation and a registrar, the signature of the president, vice president, treasurer, assistant treasurer, secretary or assistant secretary may be facsimile. In case any officer or officers who shall have signed or whose facsimile signature or signatures shall have been used on, any such certificate or certificates shall cease to be such officer or officers of the corporation, whether because of death, resignation or otherwise, before such certificate or certificates shall have been delivered by the corporation, such certificate or certificates may nevertheless be adopted by the corporation and be issued and delivered as though the person or persons who signed such certificate or certificates or whose facsimile signature or signatures have been used thereon had not ceased to be such officer or officers of the corporation, and any such issue and delivery shall be regarded as an adoption by the corporation of such certificate or certificates. Certificates of stock shall be in such form as shall, in conformity to law, be prescribed from time to time by the board of directors.

ARTICLE XXIV

Transfer of Shares of Stock

Subject to applicable restrictions upon transfer, if any, title to a certificate of stock and to the shares represented thereby shall be transferred only by delivery of the certificate properly endorsed, or by delivery of the certificate accompanied by a written assignment of the same, or a written power of attorney to sell, assign or transfer the same or the shares represented thereby, properly executed; but the person registered on the books of the corporation as the owner of shares shall have the exclusive right to receive the dividends thereon and, except as provided in Article VII with respect to stock which has been pledged, to vote thereon as such owner or to give any consent permitted by law, and shall be held liable for such calls and assessments, if any, as may lawfully be made thereon, and except only as may be required by law, may in all respects be treated by the corporation as the exclusive owner thereof. It shall be the duty of each stockholder to notify the corporation of his post office address.

ARTICLE XXV

Transfer Books; Record Date

The board of directors shall have power to close the stock transfer books of the corporation for a period not exceeding fifty days preceding the date of any meeting of stockholders or the date for payment of any dividend or the date for the allotment of rights or the date when any change or conversion or exchange of capital stock shall go into effect or for a period of not exceeding fifty days in connection with obtaining the consent of stockholders for any purpose; provided, however, that in lieu of closing the stock transfer books as aforesaid, the board of directors may fix in advance a date, not exceeding fifty days preceding the date of any meeting of stockholders, or any other of the above mentioned events, or a date in connection with obtaining such consent, as a record date for the determination of the stockholders entitled to notice of, and to vote at, any such meeting and any adjournment thereof, or entitled to receive payment of any such dividend, or to any such allotment of rights, or to exercise the rights in respect of any such change, conversion or exchange of capital stock, or to give such consent, and

in such case such stockholders and only such stockholders as shall be stockholders of record on the date so fixed shall be entitled to such notice of, and to vote at, such meeting and any adjournment thereof, or to receive payment of such dividend, or to receive such allotment of rights, or to exercise such rights, or to give such consent, as the case may be, notwithstanding any transfer of any stock on the books of the corporation after any such record date fixed as aforesaid.

ARTICLE XXVI

Loss of Certificates

In the case of the alleged loss or destruction or the mutilation of a certificate of stock, a duplicate certificate may be issued in place thereof, upon such terms in conformity with law as the board of directors may prescribe.

ARTICLE XXVII

Seal

The corporate seal of the corporation shall, subject to alteration by the board of directors, consist of a flat-faced circular die with the word "Delaware", together with the name of the corporation and the year of its organization, cut or engraved thereon. The corporate seal of the corporation may be used by causing it or a facsimile thereof to be impressed or affixed or reproduced or otherwise.

ARTICLE XXVIII

Execution of Papers

Except as the board of directors may generally or in particular cases authorize the execution thereof in some other manner, all deeds, leases, transfers, contracts, bonds, notes, checks, drafts and other obligations made, accepted or endorsed by the corporation shall be signed by the president or by one of the vice presidents or by the treasurer.

ARTICLE XXIX

Fiscal Year

Except as from time to time otherwise provided by the board of directors, the fiscal year of the corporation shall terminate on the last Saturday in January of each year.

ARTICLE XXX

Amendments

The board of directors and the stockholders shall each have the power to adopt, alter, amend and repeal these by-laws; and any by-laws adopted by the directors or the stockholders

under the powers conferred hereby may be altered, amended or repealed by the directors or by the stockholders; provided, however, that these by-laws shall not be altered, amended or repealed by action of the stockholders, and no by-law shall be adopted by action of the stockholders, without the affirmative vote of the holders of at least 66 2/3% of the voting power of all the shares of the corporation entitled to vote generally in the election of directors, voting together as a single class.

THIS SCHEDULE CONTAINS SUMMARY FINANCIAL INFORMATION EXTRACTED FROM THE STATEMENTS OF INCOME AND BALANCE SHEETS AND IS QUALIFIED IN ITS ENTIRETY BY REFERENCE TO SUCH FINANCIAL STATEMENTS.

6-MOS	JAN-30-1999	
	AUG-01-1998	
		58,017,000
		0
		81,493,000
		0
		1,469,956,000
		1,673,093,000
		1,291,538,000
		576,215,000
		2,612,488,000
		1,267,021,000
		220,642,000
		63,260,000
		0
		314,772,000
		745,841,000
2,612,488,000		
		3,640,083,000
		3,640,083,000
		2,748,751,000
		2,748,751,000
		603,167,000
		0
		1,383,000
		286,782,000
		114,139,000
		172,643,000
		0
		0
		0
		172,643,000
		.53
		.51