SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM 8-K/A
Amendment No. 1

CURRENT REPORT
Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of Earliest Event Reported): November 17, 1995

THE TJX COMPANIES, INC.
(Exact name of registrant as specified in charter)

DELAWARE	1-4908	04-2207613
State or other jurisdiction of incorporation)	(Commission File Number)	(I.R.S. Employer Identification No.)

770 Cochituate Road, Framingham, MA	01701
(Address of principal executive offices)	(Zip Code)

Registrant's telephone number, including area code: (508)390-2662

Item 7. Financial Statements and Exhibits.

(a) Financial Statements of Business Acquired.

The financial statements for the acquired business are filed herewith.

(b) Pro Forma Financial Information.

The unaudited pro forma condensed, consolidated financial information of the Registrant is filed herewith.

(c) Exhibits.

2.2* Amendment No. 1 dated as of November 17, 1995 to Stock Purchase Agreement dated as of October 14, 1995 between the Registrant and Melville Corporation.

10.1* Certificates of Designations, Rights and Preferences for the Registrant's Series D Cumulative Convertible Preferred Stock.

10.2* Certificates of Designations, Rights and Preferences for the Registrant's Series E Cumulative Convertible Preferred Stock.

10.3* Transitional Services Agreement dated as of November 17, 1995 between the Registrant and Melville Corporation.

10.4* Credit Agreement dated as of November 17, 1995 among The First National Bank of Chicago, Bank of America Illinois, The Bank of New York, and Pearl Street L.P., as co-arrangers, the other financial institution parties thereto, and the Registrant.

99.1* Press Release issued by the Registrant on November 20, 1995.

* Included with, and incorporated herein by reference to, the Registrant' Current Report on Form 8-K dated November 17, 1995.

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 hereunto duly authorized.

THE TJX COMPANIES, INC.

By: /s/ Donald G. Campbell
Name: Donald G. Campbell
Title: Senior Vice President-Finance

Date: January 31, 1996

MARSHALLS OF ROSEVILLE, MINN., INC.
(a wholly-owned subsidiary of Melville Corporation)

Consolidated Financial Statements

December 31, 1994, 1993 and 1992

(With Independent Auditors' Report Thereon)

Independent Auditors' Report

To the Board of Directors and Shareholders
of Melville Corporation:

We have audited the accompanying consolidated balance sheets of Marshalls of Roseville, Minn., Inc. (a wholly-owned subsidiary of Melville Corporation) as of December 31, 1994 and 1993, and the related consolidated statements of income, shareholder's equity, and cash flows for each of the years in the three-year period ended December 31, 1994. These consolidated financial statements are the responsibility of Marshalls of Roseville, Minn., Inc.'s management. Our responsibility is to express an opinion on these consolidated financial statements based on our audits.

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

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the financial position of Marshalls of Roseville, Minn., Inc. as of December 31, 1994 and 1993, and the results of their operations and their cash flows for each of the years in the three-year period ended December 31, 1994, in conformity with generally accepted accounting principles.

As discussed in the notes to the consolidated financial statements, the Company changed its method of accounting for LIFO inventories in 1993.

/s/KPMG Peat Marwick LLP

Boston, Massachusetts
December 1, 1995

MARSHALLS OF ROSEVILLE, MINN., INC.
(a wholly-owned subsidiary of Melville Corporation)

Consolidated Balance Sheets

December 31, 1994 and 1993

(In Thousands)

Assets	1994	1993
Current assets:		
Cash	$ 22,306	$ 8,310
Accounts receivable, net of allowance		

for doubtful accounts of $763 and $807 in 1994 and 1993, respectively	17,132	13,397
Inventories	471,483	369,682
Due from Parent and other divisions	4,332	158,386
Prepaid expenses and other current assets	8,930	5,907
Deferred income tax assets	30,138	29,631
Total current assets	554,321	585,313
Property and equipment, net	447,347	395,654
Capitalized lease assets, net	6,381	7,898
Goodwill, net	29,749	14,991
Deferred charges and other noncurrent assets, net	21,224	21,398
Total assets	$1,059,022	$1,025,254
Liabilities and Shareholder's Equity		
Current liabilities:		
Accounts payable	$ 104,779	$ 109,299
Accrued expenses	161,797	171,681
Accrued Federal income taxes	28,744	22,145
Capital lease obligations	2,265	2,290
Total current liabilities	297,585	305,415
Deferred income tax liabilities	49,233	41,926
Capital lease obligations	11,316	13,580
Other liabilities	5,422	10,445
Shareholder's equity:		
Common stock, no par value, 100 shares authorized and outstanding 1994 and 1993	352	352
Contributed capital	152,839	152,839
Retained earnings	542,275	500,697
Total shareholder's equity	695,466	653,888
Total liabilities and shareholder's equity	$1,059,022	$1,025,254

See accompanying notes to consolidated financial statements.

MARSHALLS OF ROSEVILLE, MINN., INC.
(a wholly-owned subsidiary of Melville Corporation)

Consolidated Statements of Income

For the years ended December 31, 1994, 1993 and 1992

(In thousands)

	1994	1993	1992
Net sales	$2,774,851	$2,608,542	$2,550,992
Cost of goods sold	1,834,212	1,704,022	1,641,233
Gross profit	940,639	904,520	909,759
Selling, general and administrative expenses	748,532	695,234	661,457
Depreciation and amortization	52,327	45,201	45,154
Realignment charge (credit)	(7,200)	-	8,946
Operating income	146,980	164,085	194,202
Other income (expense):			
Net interest income (expense), Parent and other divisions	(1,678)	1,106	196
Interest expense, third party	(100)	(61)	(48)
Gain on insurance recovery	-	-	3,703
Income before provision for income taxes	145,202	165,130	198,053
Provision for income taxes	55,351	62,725	75,502
Net income	$ 89,851	$ 102,405	$ 122,551

See accompanying notes to consolidated financial statements.

MARSHALLS OF ROSEVILLE, MINN., INC.
(a wholly-owned subsidiary of Melville Corporation)

Consolidated Statements of Shareholder's Equity

For the years ended December 31, 1994, 1993 and 1992

(In Thousands)

	Common Stock	Contributed Capital	Retained Earnings	Total Shareholder's Equity
Balance as of December 31, 1991	$352	$137,600	$372,903	$510,855
Net income	-	-	122,551	122,551
Contribution of capital	-	15,239	-	15,239
Dividends paid to Parent	-	-	(46,442)	(46,442)
Transfer of Melville Realty to Parent	-	-	(650)	(650)
Balance as of December 31, 1992	352	152,839	448,362	601,553
Net income	-	-	102,405	102,405
Dividends paid to Parent	-	-	(50,070)	(50,070)
Balance as of December 31, 1993	352	152,839	500,697	653,888
Net income	-	-	89,851	89,851
Dividends paid to Parent	-	-	(48,273)	(48,273)
Balance as of December 31, 1994	$352	$152,839	$542,275	$695,466

See accompanying notes to consolidated financial statements.

MARSHALLS OF ROSEVILLE, MINN., INC.
(a wholly-owned subsidiary of Melville Corporation)

Consolidated Statements of Cash Flows

For the years ended December 31, 1994, 1993 and 1992

(In thousands)

	1994	1993	1992
Cash flows from operating activities:			
Net income	$ 89,851	$ 102,405	$ 122,551
Adjustments to reconcile net income to net cash provided by operating activities:			
Depreciation and amortization	52,327	45,201	45,154
Increase (decrease) in deferred income taxes	6,800	8,184	(8,024)
(Gain) loss on disposal of assets	2,148	2,877	(2,095)
Realignment charge (credit)	(7,200)	-	8,946
Changes in assets and liabilities:			
Accounts receivable	(3,500)	2,166	(7,224)
Inventories	(101,801)	(2,179)	(27,815)
Prepaid expenses and other current assets	(2,730)	9,363	(1,451)
Deferred charges and other noncurrent assets	(13)	(2,719)	4,124
Accounts payable	(4,112)	(37,405)	23,778
Accrued expenses	(8,035)	15,007	16,424
Accrued income taxes	6,599	(5,868)	4,459
Other liabilities	(1,019)	(6,094)	(2,752)
Net cash provided by operating activities	29,222	130,938	176,075
Cash flows from investing activities:			
Additions to property and equipment	(112,538)	(108,181)	(77,898)
Proceeds from disposal of assets	19,328	-	7,138
Net cash paid in acquisition of Puerto Rico stores	(24,846)	-	-
Net cash used in investing activities	(118,056)	(108,181)	(70,760)
Cash flows from financing activities:			
Advances (to) from Parent and other divisions	154,054	16,159	(68,319)
Increase (decrease) in book overdrafts	(662)	14,902	4,861
Dividends paid	(48,273)	(50,070)	(46,442)
Principal payments on capital lease obligations	(2,289)	(2,365)	(3,522)
Net cash provided by (used in) financing activities	102,830	(21,374)	(113,422)
Net increase (decrease) in cash	13,996	1,383	(8,107)
Cash at beginning of year	8,310	6,927	15,034
Cash at end of year	$ 22,306	$ 8,310	$ 6,927
Supplemental disclosures of cash flow information:			
Cash paid during the year for:			
Interest	$ 1,682	$ -	$ -
Income taxes	$ 41,636	$ 64,313	$ 71,737

See accompanying notes to consolidated financial statements.

MARSHALLS OF ROSEVILLE,
MINN., INC.
(a wholly-owned subsidiary of Melville Corporation)

(1) Summary of Significant Accounting Policies

(a) Business

Marshalls of Roseville, Minn., Inc. (the "Company") is an off-price retailer of brand name family apparel, accessories, footwear and selected home furnishings operating 484 and 448 stores as of December 31, 1994 and 1993, respectively in the United States and Puerto Rico.

(b) Basis of Presentation

The consolidated financial statements include those of Marshalls of Roseville, Minn., Inc., a wholly-owned subsidiary of Melville Corporation (the "Parent") and all of its retail subsidiaries doing business as Marshalls. All intercompany balances and transactions between the consolidated entities have been eliminated.

(c) Accounting Changes

Effective January 1, 1993, the Company adopted Statement of Financial Accounting Standards ("SFAS") No. 109, "Accounting for Income Taxes," the cumulative effect of which was immaterial to the consolidated financial statements and, therefore, is not presented separately.

In 1993, the Company changed its method of accounting for LIFO inventory by recognizing inflation on "basic" merchandise only.

(d) Cash

The Company's cash management program utilizes zero balance accounts. Accordingly, all book overdraft balances have been reclassified to accounts payable.

(e) Inventories

Inventories, principally finished goods, consist of merchandise purchased from domestic and foreign vendors and are carried at the lower of cost or market. Cost of inventories at distribution centers is determined on a last-in, first-out (LIFO) method. Inventories at stores are determined on the retail inventory method valued on a first-in, first-out (FIFO) basis.

(f) Property and Equipment

Property and equipment are stated at cost. Property and equipment under capital leases are stated at the present value of future minimum lease payments.

Depreciation and amortization of property, furniture and equipment, and leasehold improvements is computed on a straight-line basis, generally over the estimated useful lives of the assets or, when applicable, the life of the lease, whichever is shorter. Amortization of leased property under capital leases is computed on a straight-line basis over the life of the lease. Capitalized software costs are amortized on a straight-line basis over their estimated useful lives beginning in the year placed in service. Fully depreciated property and equipment are removed from the cost and related accumulated depreciation and amortization accounts.

Maintenance and repairs are charged directly to expense as incurred. Major renewals or replacements are capitalized after making the necessary adjustment on the asset and accumulated depreciation accounts of the items renewed or replaced.

(g) Deferred Charges

Deferred charges, principally acquisition costs incurred from the purchase of new or existing store locations, are amortized on a straight-line basis, generally over the remaining terms of the leases.

(h) Goodwill

The excess of acquisition costs over the fair value of net assets acquired is amortized on a straight-line basis not to exceed 40 years. At December 31, 1994, the Company measured the recoverability of the recorded goodwill by estimating the future undiscounted cash flows expected to result from the respective entities.

(i) Store Opening Costs

New store opening costs are charged to expense as incurred.

(j) Advertising Costs

Advertising costs are charged to expense as incurred.

(k) Income Taxes

The Parent and its subsidiaries, including the Company, file a consolidated federal income tax return and, where applicable group state and local returns. The provision for federal income taxes or federal income tax benefit recorded by the Company represents the amount calculated on a separate return basis in accordance with the tax sharing agreement with

Parent. State income taxes represent actual amounts paid or payable by the Company.

In February 1992, the Financial Accounting Standards Board issued SFAS No. 109, "Accounting for Income Taxes." SFAS No. 109 requires a change from the deferred method of accounting for income taxes of APB Opinion No. 11 to the asset and liability method of accounting for income taxes. Under the asset and liability method, deferred tax assets and liabilities are recognized for the future tax consequences attributable to differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax bases. Deferred tax assets and liabilities are measured using enacted tax rates expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. Under SFAS No. 109, the effect on deferred tax assets and liabilities of a change in tax rates is recognized in income in the period that includes the enactment date.

(2) Acquisition of Puerto Rico Stores

During 1994, the Company acquired the assets of twelve retail stores located in Puerto Rico for a cash price of $24.8 million. This acquisition was accounted for using the purchase method of accounting and resulted in goodwill of $15.5 million. Results of operations are included in the consolidated financial statements of the Company from the date of acquisition. Pro forma financial results have not been presented for the effect of this transaction since the operations are not material to the consolidated financial results of the Company.

(3) Inventories

During the year ended December 31, 1993, the Company changed its method of accounting for the composition of "fashion" versus "basic" merchandise in its LIFO pools, wherein inflation was recognized on "basic" inventory only. The change increased 1993 net earnings by approximately $6.1 million. The net earnings impact of the change on prior years, individually and cumulatively, is not determinable.

Inventories carried under the LIFO method represented approximately 37% of total year end inventory carrying

in 1994 and 34% in 1993. It is estimated that inventories would have been approximately $3.0 million higher than reported on December 31, 1994, and approximately $3.1 million higher on December 31, 1993, if the quantities valued on the LIFO basis were instead valued on a FIFO basis.

(4) Accounts Receivable

As of December 31, 1994 and 1993, accounts receivable consisted of the following (in thousands):

	1994	1993
Due from landlords	$ 6,476	$ 6,191
Charge accounts	4,700	2,689
Layaways	1,570	1,544
Other	5,149	3,780
	17,895	14,204
Less allowance for doubtful accounts	763	807
Total	$ 17,132	$ 13,397

(5) Property and Equipment

As of December 31, 1994 and 1993, property and equipment consisted of the following (in thousands):

	1994	1993
Land	$ 5,727	$ 4,104
Buildings and improvements	23,088	16,644
Capitalized software costs	48,195	37,276
Machinery and equipment	38,741	36,133
Furniture and fixtures	309,125	262,492
Leasehold improvements	212,675	213,477
	637,551	570,126
Less accumulated depreciation and amortization	190,204	174,472
Total	$ 447,347	$ 395,654

(6) Accrued Expenses

As of December 31, 1994 and 1993, accrued expenses consisted of the following (in thousands):

	1994	1993
Taxes other than federal income taxes	$ 47,744	$ 46,158
Capital expenditures	20,178	27,804
Employee benefit costs	23,201	17,434
Salaries and compensated absences	11,525	11,375
Rent	3,830	4,885
Other	55,319	64,025
Total	$ 161,797	$ 171,681

(7) Leases

The Company leases retail stores, warehouses, and office facilities under capital leases that expire through 2009. As of December 31, 1994 and 1993, leased property under capital leases was as follows (in thousands):

	1994	1993
Retail stores	$ 14,739	$ 17,005
Warehouses and office	13,356	13,356
	28,095	30,361
Less accumulated amortization	21,714	22,463
Total	$ 6,381	$ 7,898

The Company also has noncancelable operating leases, primarily for retail stores, which expire through 2020. The leases generally contain renewal options for periods ranging from one to five years and require the Company to pay costs such as real estate taxes and common area maintenance. Contingent rentals are paid based on a percentage of sales. Net rental expense for all operating leases for the years ended December 31, 1994, 1993 and 1992 was as follows (in thousands):

	1994	1993	1992
Minimum rentals	$ 122,634	$ 104,336	$ 94,707
Contingent rentals	2,693	2,129	2,033
	125,327	106,465	96,740
Less sublease rentals	3,475	765	509
Total	$ 121,852	$ 105,700	$ 96,231

At December 31, 1994, the future minimum lease payments under capital leases, rental payments required under operating leases, and the future minimum sublease rentals excluding lease obligations for closed stores were as follows (in thousands):

	Capital	Operating
Year ending December 31	Leases	Leases

1995	$ 4,115	127,002
1996	3,996	120,684
1997	3,720	115,264
1998	3,107	107,776
1999	2,946	97,535
Thereafter	3,469	582,877
Total	21,353	$ 1,151,138
Less amount representing interest	7,772	
Present value of minimum lease payments	$ 13,581	
Total future minimum sublease rentals		$ 18,015

(8) Income Taxes

Effective January 1, 1993 the Company adopted SFAS No. 109. The cumulative effect of this accounting change was not material.

Deferred income taxes reflect the net tax effects of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for income tax purposes. Significant components o

Company's deferred tax assets and liabilities as of December 31, 1994 and 1993 were as follows (in thousands):

	1994	1993
Deferred tax assets:		
Realignment and purchase acquisition reserves	$ 1,085	$ 6,876
Inventories	10,460	6,913
State income taxes	4,608	5,849
Other	13,985	9,993
Total deferred tax assets	30,138	29,631
Deferred tax liabilities:		
Property and equipment	(49,233)	(41,926)
Total deferred tax liabilities	(49,233)	(41,926)
Net deferred tax liabilities	$ (19,095)	$ (12,295)

For 1992, deferred income taxes relate principally to costs associated with the strategic realignment program, capitalization of inventory costs and depreciation.

For the years ended December 31, 1994, 1993 and 1992, the provision for income taxes comprised the following (in thousands):

	1994	1993	1992
Federal:			
Current	$ 40,482	$ 45,275	$ 62,823
Deferred	7,138	5,577	192
	47,620	50,852	63,015
State:			
Current	7,090	9,901	12,880
Deferred	641	1,972	(393)
	7,731	11,873	12,487
Total	$ 55,351	$ 62,725	$ 75,502

The following is a reconciliation between the statutory Federal income tax rates and the effective rates for the years ended December 31, 1994, 1993 and 1992:

Percent of pre-tax income	1994	1993	1992
Effective tax rate	38.1	38.0	38.1
State income taxes,			

net of Federal tax benefit	(3.5)	(4.7)	(4.2)
Other	.4	1.7	.1
Statutory Federal income tax rate	35.0	35.0	34.0

(9) Related Party Transactions

The Parent allocates insurance, employee benefits and various other administrative and miscellaneous expenses to the Company. Allocations to the Company are based on the Company's share of the expenses paid by the Parent on its behalf. Such allocations may not be reflective of the costs which would have been incurred if the Company had operated on a stand-alone basis. Management believes that the basis for these allocations is reasonable.

(a) 401(k) Profit Sharing Plan

The Parent has a qualified 401(k) Profit Sharing Plan available to full-time employees who meet the plan's eligibility requirements. This plan, which is a defined contribution plan, contains a profit sharing component with tax-deferred contributions to each employee based on certain performance criteria, and also permits employees to make contributions up to the maximum limits allowed by Internal Revenue Code Section 401(k). Under the 401(k) component, the Parent matches a portion of the employee's contribution under a predetermined formula based on the level of contribution and years of vesting. The Parent allocates to its subsidiaries a portion of the expense related to these contributions based on the proportionate share of qualifying compensation at the Company to the total of all compensation for all plan participants.

Contributions to the plan by the Company, as directed by the Parent, for both profit sharing and matching of employee contributions were approximately $7.0 million, $4.0 million and

$3.8 million for the years ended December 31, 1994, 1993 and 1992, respectively.

(b) Employee Stock Ownership Plan

The Company's employees participate in the Parent's Employee Stock Ownership Plan ("ESOP"). The ESOP is a defined contribution plan for all employees meeting certain eligibility requirements. During 1989, the ESOP trust (the "Trust") borrowed $375.5 million at an interest rate of 8.6% through a 20 year loan guaranteed by the Parent. The Trust used the proceeds of the loan to purchase a new issue of convertible preference stock from the Parent.

The Parent charges compensation expense to the Company based upon total payments due to the ESOP. The charge allocated to the Company is based on the Company's proportionate share of qualifying compensation expense and does not reflect the manner in which the Parent funds these costs or the related tax benefits realized by the Parent. As a result of the Company's allocation from the Parent, compensation expense of approximately $9.8 million, $8.5 million and $7.6 million was recognized in the years ended December 31, 1994, 1993 and 1992, respectively.

(c) Administrative Costs

The Parent allocates real estate services and various other administrative expenses to the Company. Allocations are based on the Company's ratable share of expense incurred by the Parent on behalf of the Company. The total cost allocated to the Company for the years ended December 31, 1994, 1993 and 1992 was approximately $2.1 million, $2.0 million and $1.7 million, respectively.

Melville Realty Company, Inc., a subsidiary of the Parent, guarantees the leases of certain stores operated by the Company and charges a fee for that service. This amount is reflected in general and administrative expense and amounted to approximately $405,000, $327,000 and $306,000 for the years ended December 31, 1994, 1993 and 1992, respectively.

(10) Realignment Charge and Credit

In 1992, the Company recorded a realignment charge of $8.9 million to reflect the anticipated costs associated with the write-down of under performing assets in stores. The realignment charge did not include any cash outlays.

In 1994, the Company recorded a $7.2 million realignment credit to reduce a multi-year lease accrual upon the sublease of a distribution center. The accrual was established when the facility was vacated in 1990.

(11) Commitments and Contingencies

The Company was contingently liable for unused letters of credit amounting to approximately $25.1 million and $26.1 million as of December 31, 1994 and 1993, respectively.

The Company is involved in various claims and legal actions arising in the ordinary course of business. In the opinion of management, the ultimate disposition of these matters will not have a material adverse effect on the Company's consolidated financial position, results of operations or liquidity.

(12) Subsequent Event

On October 14, 1995, the Company was acquired by TJX Companies, Inc. ("TJX") for $375 million in cash and $175 million of TJX's convertible preferred stock.

MARSHALLS OF ROSEVILLE, MINN., INC.
(a wholly-owned subsidiary of Melville Corporation)

Consolidated Financial Statements

September 30, 1995 and October 1, 1994

(With Independent Accountants' Review Report Thereon)

Independent Accountants' Review Report

To the Board of Directors and Shareholders
Melville Corporation:

We have reviewed the accompanying consolidated balance sheets of Marshalls of Roseville, Minn., Inc. (a wholly-owned subsidiary of Melville Corporation) as of September 30, 1995 and October 1, 1994, and the related consolidated statements of operations, shareholder's equity, and cash flows for three-month and nine-month periods then ended. These consolidated financial statements are the responsibility of Marshalls of Roseville, Minn., Inc.'s management.

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

Based on our reviews, with the exception of the matter described in the following paragraph, we are not aware of any material modifications that should be made to the consolidated financial statements referred to above for them to be in conformity with generally accepted accounting principles.

Management has elected to omit substantially all of the disclosures required by generally accepted accounting principles. If the omitted disclosures were included in the consolidated financial statements, they might influence the user's conclusions about the Company's consolidated financial position, results of operations and cash flows. Accordingly, these consolidated financial statements are not designed for those who are not informed about such matters.

/s/KPMG Peat Marwick LLP

Boston, Massachusetts
December 1, 1995

MARSHALLS OF ROSEVILLE, MINN., INC.
(a wholly-owned subsidiary of Melville Corporation)

Consolidated Balance Sheets

September 30, 1995 and October 1, 1994

(Unaudited)

(In Thousands)

Assets	1995	1994

Current assets:		
Cash	$ 15,077	$ 17,216
Accounts receivable, net of allowance for doubtful accounts of $880 and $817, in 1995 and 1994, respectively	45,058	39,159
Inventories	607,429	593,263
Prepaid expenses and other current assets	9,004	6,861
Income tax receivable	18,714	-
Total current assets	695,282	656,499
Property and equipment, net	439,009	418,992
Capitalized lease assets, net	5,350	6,760
Goodwill, net	28,652	29,818
Deferred charges and other noncurrent assets, net	21,354	23,091
Total assets	$1,189,647	$1,135,160
Liabilities and Shareholder's Equity		
Current liabilities:		
Accounts payable	$ 243,688	$ 204,661
Accrued expenses	135,520	159,493
Accrued Federal income taxes	-	8,244
Due to Parent and other divisions	154,582	73,333
Capital lease obligations	2,461	2,492
Total current liabilities	536,251	448,223
Deferred income taxes	19,259	12,519
Capital lease obligations	9,421	11,882
Other liabilities	4,167	12,931
Shareholder's equity:		
Common stock, no par value, 100 shares authorized and outstanding 1995 and 1994	352	352
Contributed capital	152,839	152,839
Retained earnings	467,358	496,414
Total shareholder's equity	620,549	649,605
Total liabilities and shareholder's equity	$1,189,647	$1,135,160

See accompanying accountants' review report and notes to consolidated financial statements.

MARSHALLS OF ROSEVILLE, MINN., INC.
(a wholly-owned subsidiary of Melville)

Consolidated Statements of Operations

For the three months ended and nine months ended September 30, 1995 and October 1, 1994

(Unaudited)

(In Thousands)

	Three months ended		Nine months ended	
	September 30, 1995	October 1, 1994	September 30, 1995	October 1, 1994
Net sales	$ 659,634	$ 671,077	$1,852,245	$1,902,444
Cost of goods sold	475,423	448,372	1,310,401	1,265,189
Gross profit	184,211	222,705	541,844	637,255
Selling, general and administrative expenses	195,666	189,415	561,158	545,970
Depreciation and amortization	16,050	14,253	45,690	40,221
Operating income (loss)	(27,505)	19,037	(65,004)	51,064
Other income (expense):				
Net interest income (expense), Parent and other divisions	(2,500)	(591)	(5,971)	(162)
Interest expense, third party	(8)	(23)	(59)	(102)
Income (loss) before provision for income taxes	(30,013)	18,423	(71,034)	50,800
Provision (benefit) for income taxes	(8,770)	7,351	(28,369)	18,891
Net income (loss)	$ (21,243)	$ 11,072	$ (42,665)	$ 31,909

See accompanying accountants' review report and notes to consolidated financial statements.

MARSHALLS OF ROSEVILLE, MINN., INC.
(a wholly-owned subsidiary of Melville Corporation)

Consolidated Statements of Shareholder's Equity

For the nine months ended September 30, 1995 and October 1, 1994

(Unaudited)

(In Thousands)

	Common Stock	Contributed Capital	Retained Earnings	Total Shareholder's Equity
Balance as of December 31, 1994	$352	$152,839	$542,275	$695,466
Net loss	-	-	(42,665)	(42,665)
Dividends paid to Parent	-	-	(32,252)	(32,252)
Balance as of September 30, 1995	352	152,839	467,358	620,549
Balance as of December 31, 1993	352	152,839	500,697	653,888
Net income	-	-	31,909	31,909
Dividends paid to Parent	-	-	(36,192)	(36,192)
Balance as of October 1, 1994	$352	$152,839	$496,414	$649,605

See accompanying accountants' review report and notes to consolidated financial statements.

MARSHALLS OF ROSEVILLE, MINN., INC.
(a wholly-owned subsidiary of Melville Corporation)

Consolidated Statements of Cash Flows

For the three months and nine months ended September 30, 1995 and October 1, 1994

(Unaudited)

(In Thousands)

	Three Months ended September 30, 1995	Three Months ended October 1, 1994	Nine months ended September 30, 1995	Nine months ended October 1, 1994
Cash flows from operating activities:				
Net income (loss)	$ (21,243)	$ 11,072	$ (42,665)	$ 31,909
Adjustments to reconcile net income (loss) to net cash used for operating activities:				
Depreciation and amortization	16,050	14,253	45,690	40,221
Increase in deferred income taxes	78	74	164	226
Loss on disposal of assets	2,055	722	3,119	1,469
Changes in assets and liabilities:				
Accounts receivable	(24,517)	(17,392)	(27,925)	(25,526)
Inventories	(107,496)	(93,991)	(135,946)	(223,581)
Prepaid expenses and other current assets	(2,198)	(1,771)	(74)	(661)
Income tax receivable	(8,876)	-	(18,714)	-
Deferred charges and other noncurrent assets	(801)	(56)	(1,655)	(1,054)
Accounts payable	106,089	(8,643)	134,157	68,000
Accrued expenses	10,967	12,462	(26,277)	(13,262)
Accrued Federal income taxes	-	(5,102)	(28,745)	(13,901)
Other liabilities	(216)	(380)	(1,256)	(708)
Net cash used for operating activities	(30,108)	(88,752)	(100,127)	(136,868)
Cash flows from investing activities:				
Additions to property and equipment	(15,615)	(33,301)	(36,818)	(68,513)
Proceeds from disposal of assets	-	-	-	17,996
Net cash paid in acquisition of Puerto Rico stores	-	(24,846)	-	(24,846)
Net cash used for investing activities	(15,615)	(58,147)	(36,818)	(75,363)
Cash flows from financing activities:				
Advances from Parent and other divisions	60,883	120,455	158,914	231,719
Increase (decrease) in book overdrafts	(2,674)	48,248	4,752	27,108
Dividends paid to Parent	(10,716)	(12,076)	(32,252)	(36,192)
Principal payments on capital lease obligations	(566)	(353)	(1,698)	(1,498)
Net cash provided by financing activities	46,927	156,274	129,716	221,137
Net increase (decrease) in cash	1,204	9,375	(7,229)	8,906
Cash at beginning of period	13,873	7,841	22,306	8,310

Cash at end of period	$	15,077	$	17,216	$	15,077	$	17,216
Supplemental disclosures of cash flow information:								
Cash paid during the period for:								
Interest	$	2,501	$	591	$	5,971	$	591
Income taxes	$	416	$	11,413	$	31,254	$	34,926

See accompanying accountants' review report and notes to consolidated financial statements.

MARSHALLS OF ROSEVILLE, MINN., INC.
(a wholly-owned subsidiary of Melville Corporation)

Notes to Consolidated Financial Statements

September 30, 1995 and October 1, 1994

(Unaudited)

(1) Basis of Presentation

The unaudited consolidated financial statements include those of Marshalls of Roseville, Minn., Inc., a wholly-owned subsidiary of Melville Corporation (the "Parent") and all of its retail subsidiaries doing business as Marshalls. All intercompany balances and transactions between the consolidated entities have been eliminated.

In the opinion of the Company's management, these unaudited consolidated financial statements reflect all adjustments (which include only normal and recurring adjustments) necessary to present fairly the financial position and results of operations for such periods. Results of operations for interim periods are not necessarily indicative of results that might be achieved for the entire year.

(2) Acquisition of Puerto Rico Stores

During 1994, the Company acquired the assets of twelve retail stores located in Puerto Rico for a cash price of $24.8 million. This acquisition was accounted for using the purchase method of accounting and resulted in goodwill of $15.5 million. Results of operations are included in the consolidated financial statements of the Company from the date of acquisition. Pro forma financial results have not been presented for the effect of this transaction since the operations are not material to the consolidated financial results of the Company.

PRO FORMA CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
(Unaudited)

On November 17, 1995, The TJX Companies, Inc., (the Company) acquired the stock of Marshalls of Roseville, Minn., Inc. (Marshalls) from Melville Corporation. Marshalls and its wholly owned subsidiaries, operate the chain of Marshalls off-price apparel retail stores. On November 17, 1995, the Company paid $550 million ($375 million in cash and $175 million in junior convertible preferred stock), and assumed certain liabilities, based on an estimated October 31, 1995 balance sheet of the Marshalls division. The final purchase price, before acquisition costs, is subject to change based on the actual balance sheet of Marshalls as of November 17, 1995, but cannot exceed $600 million. The Company expects the actual purchase price, before acquisition costs, based on Marshalls actual balance sheet as of November 17 will approximate $600 million.

The pro forma condensed consolidated financial statements assume the pro forma purchase price is based on Marshalls historical balance sheet as of September 30, 1995. Marshalls net assets as of September 30, 1995 are less than those of November 17, 1995 due to seasonal working capital requirements and accordingly the pro forma condensed consolidated financial statements reflect a lower purchase price for pro forma purposes of $536 million, including acquisition costs.

The pro forma condensed consolidated balance sheet as of October 28, 1995, assumes the acquisition took place on that date, and is based on the unaudited historical balance sheet of the Company as of October 28, 1995 and the unaudited historical balance sheet of Marshalls as of September 30, 1995, a copy of which is included with this filing (the Company's fiscal year ends one month later than that of Marshalls). The pro forma adjustments eliminate the Marshalls assets and liabilities not acquired, record the pro forma purchase price of $536 million and allocate the pro forma purchase price to the assets acquired and the liabilities assumed based on their fair market value on date of acquisition. The Company believes the final allocation of purchase price will not differ significantly from the estimates included in the pro forma condensed consolidated financial statements. The acquisition has been accounted for under the purchase method of accounting.

The pro forma condensed consolidated statement of income for the nine months ended October 28, 1995 includes the unaudited historical statement of income of the Company as reported on Form 10Q for the quarter ended October 28, 1995 and the unaudited historical statement of operations for Marshalls for the nine months ended September 30, 1995 (copy included with this filing) adjusted for one month to present seasonal operating results comparable with that of the Company (see Note 2(a)). The pro forma condensed consolidated statement of income for the year ended January 26, 1995 includes the audited historical results of the Company as reported on Form 10-K for the year ended January 26, 1995, restated to reflect the Company's September 1995 sale of its Hit or Miss division as a discontinued operation, and includes Marshalls historical audited statement of operations for the year ended December 31, 1994 (copy included with this filing) adjusted for one month to present a comparable period with that of the Company (see Note 2(a)). The pro forma adjustments to both income statements reflect the impact of the transaction as if it occurred on January 30, 1994.

These pro forma condensed consolidated financial statements have been prepared for information purposes only and do not purport to indicate what necessarily would have occurred had the entities been combined since the applicable date or what results may be in the future. The accompanying pro forma condensed consolidated financial statements should be read in conjunction with the historical financial statements of the Company and the historical financial statements of Marshalls included with this filing.

THE TJX COMPANIES, INC.
PRO FORMA CONDENSED CONSOLIDATED BALANCE SHEET
AS OF OCTOBER 28, 1995
(UNAUDITED)

(In Thousands)

	Historical				
	The TJX Companies, Inc.	Marshalls	Pro Forma Adjustments		Pro Forma Consolidated
ASSETS					
Current assets:					
Cash and cash equivalents	$ 26,902	$ 15,077	$ (13,077)	(1)	$ 28,902
Accounts receivable	135,901	45,058	(24,578)	(1)	156,381
Merchandise inventories	1,111,651	607,429	24,381	(1)	1,743,461
Prepaid expenses	31,367	9,004	(5,052)	(1)	35,319
Income tax receivable	-	18,714	(18,714)	(1)	-
Total current assets	1,305,821	695,282	(37,040)		1,964,063
Property, net	481,885	444,359	(114,485)	(1)	811,759
Other assets	27,580	21,354	(21,354)	(1)	27,580
Goodwill and trademarks, net of amortization	87,993	28,652	107,608	(1)	224,253
TOTAL ASSETS	$1,903,279	$1,189,647	$ (65,271)		$3,027,655
LIABILITIES					
Current liabilities:					
Short-term debt	$ 97,699	$ -	$ (14,388)	(1)	$ 83,311
Current installments of long-term debt	56,048	-	-		56,048
Accounts payable	407,778	243,688	-		651,466
Accrued expenses and other current liabilities	308,308	137,981	207,095	(1)	653,384
Due to Parent	-	154,582	(154,582)	(1)	-
Total current liabilities	869,833	536,251	38,125		1,444,209
Long-term debt exclusive of current installments	410,566	-	375,000	(1)	785,566
Deferred income taxes	34,780	19,259	(19,259)	(1)	34,780Other long-term liabilities
SHAREHOLDERS' EQUITY					
Convertible preferred stock at face value	107,500	-	175,000	(1)	282,500

Common stock	72,419	352	(352) (1)	72,419
Additional paid-in capital	267,743	152,839	(152,839) (1)	267,743
Retained earnings	140,438	467,358	(467,358) (1)	140,438
Total shareholders' equity	588,100	620,549	(445,549)	763,100
TOTAL LIABILITIES AND SHAREHOLDERS' EQUITY	$1,903,279	$1,189,647	$ (65,271)	$3,027,655

See notes to the unaudited pro forma condensed consolidated financial statements.

THE TJX COMPANIES, INC.
PRO FORMA CONDENSED CONSOLIDATED STATEMENT OF INCOME
FOR THE NINE MONTHS ENDED OCTOBER 28, 1995
(UNAUDITED)

($'s In Thousands Except Per Share Amounts)

	Historical				
	The TJX Companies, Inc.	Marshalls	Pro Forma Adjustments		Pro Forma Consolidated
Net sales	$2,692,047	$1,852,245	$ 74,164	(2a)	$4,618,456
Cost of sales, including buying and occupancy costs	2,040,124	1,561,382	34,641 (7,575)	(2a) (2c)	3,628,572
Selling, general and administrative expenses	534,079	355,867	8,448 2,018	(2a) (2d)	900,412
Interest expense, net	29,562	6,030	18 22,088	(2a) (2b)	57,698
Income (loss) from continuing operations before income taxes	88,282	(71,034)	14,526		31,774
Provision (benefit) for income taxes	37,182	(28,369)	5,810	(2e)	14,623
Income (loss) from continuing operations	51,100	(42,665)	8,716		17,151
Preferred stock dividends	(5,367)	-	(7,875)	(2f)	(13,242)
Income (loss) from continuing operations available to common shareholders	$ 45,733	$ (42,665)	$ 841		$ 3,909
Income from continuing operations per share	$ .63				$ .05
Number of common shares for per share computations	72,484,535		2,024,292	(2g)	74,508,827

See notes to the unaudited pro forma condensed consolidated financial statements.

THE TJX COMPANIES, INC.
PRO FORMA CONDENSED CONSOLIDATED STATEMENT OF INCOME
FOR THE FISCAL YEAR ENDING JANUARY 28, 1995
(UNAUDITED)

($'s In Thousands Except Per Share Amounts)

	Historical				
	The TJX Companies, Inc.	Marshalls	Pro Forma Adjustments		Pro Forma Consolidated
Net sales	$3,489,146	$2,774,851	$ 5,080	(2a)	$6,269,077
Cost of sales, including buying and occupancy costs	2,643,323	2,139,817	19,459 (10,100)	(2a) (2c)	4,792,499
Selling, general and administrative expenses	673,187	495,254	2,648 2,690	(2a) (2d)	1,173,779
Realignment charge (credit)	-	(7,200)	-		(7,200)
Interest expense, net	24,484	1,778	584 29,450	(2a) (2b)	56,296
Income (loss) from continuing operations before income taxes	148,152	145,202	(39,651)		253,703
Provision (benefit) for income taxes	61,573	55,351	(15,860)	(2e)	101,064

Income (loss) from continuing operations	82,579	89,851	(23,791)		152,639
Preferred stock dividends	(7,156)	-	(10,953)	(2f)	(18,109)
Income from continuing operations available to common shareholders	$ 79,423	$ 89,851	$ (34,744)		$ 134,530
Income from continuing operations per share	$1.08				$1.70
Number of common shares for per share computations	73,467,003		16,112,090	(2g)	89,579,093

See notes to the unaudited pro forma condensed consolidated financial statements.

THE TJX COMPANIES, INC.
NOTES TO PRO FORMA CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
(UNAUDITED)

(In Thousands)

NOTE 1

The pro forma adjustments to the condensed consolidated balance sheet reflect the purchase of Marshalls, the elimination of assets and liabilities not acquired and the allocation of the pro forma purchase price to the assets acquired and liabilities assumed based on the fair market value at date of acquisition. The pro forma adjustments include the impact of conforming Marshalls accounting policies to those of the Company.

	Balances Not Acquired	Pro Forma Purchase Price Allocation	Total
ASSETS			
Cash & cash equivalents	$ (13,077)	$ -	$ (13,077)
Accounts receivable	(23,813)	(765)(b)	(24,578)
Merchandise inventories	3,599	20,782 (b)	24,381
Prepaid expenses	(1,610)	(3,442)(b)	(5,052)
Income tax receivable	(18,714)	-	(18,714)
Property, net	-	(114,485)(b)	(114,485)
Other assets	(4,285)	(17,069)(b)	(21,354)
Goodwill & trademarks	-	107,608 (b)	107,608
	(57,900)	(7,371)	(65,271)
LIABILITIES & EQUITY			
Short-term debt	-	(14,388)(a)	(14,388)
Accrued expenses	(43,548)	250,643 (b)	207,095
Due to Parent	(154,582)	-	(154,582)
Long-term debt	-	375,000 (a)	375,000
Deferred income taxes	(19,259)	-	(19,259)
Other long-term liabilities	(4,167)	(9,421)(b)	(13,588)
Preferred stock	-	175,000 (a)	175,000
Common stock	(352)	-	(352)
Additional paid in capital	(152,839)	-	(152,839)
Retained earnings	(467,358)	-	(467,358)
	(842,105)	776,834	(65,271)
TOTAL	$(784,205)	$ 784,205	$ 0

(a) The pro forma purchase price of $536 million is assumed to be paid from the proceeds of the $375 million five year bank term loan, obtained to finance the cash portion of the purchase price, and the issuance of $175 million junior convertible preferred stock. The pro forma condensed consolidated financial statements assumes the amount borrowed in excess of the cash portion of the pro forma purchase price would have been used to reduce short-term debt.

(b) Adjustment to reflect the fair value of assets acquired and liabilities assumed including negative goodwill of approximately $57 million which was allocated pro rata to long-term assets. The following summarizes major balance sheet classifications.

- Merchandise inventories - Valued based on an estimate of net realizable value of inventory purchased using the retail method.

- Property, net - The net adjustment includes a write down of fixtures and leasehold improvements to fair value, partially offset by value assigned to leases purchased. The adjustment reflects the anticipated closing of approximately 170 Marshalls stores and includes a reduction for a portion of negative goodwill.

- Goodwill and trademarks - Adjustment reflects the value assigned to the "Marshalls" tradename, offset by the elimination of goodwill recorded by Marshalls in a prior acquisition. The net adjustment includes a reduction for a portion of negative goodwill.

- Other assets - Adjustment is to eliminate deferred charges associated with leases acquired.

- Accrued expenses - Reflects a reserve for the anticipated closing of approximately 170 Marshalls stores, the closing of certain facilities, a reserve for inventory markdowns and the accrual of other liabilities associated with the purchase.

The difference between the values assigned to assets and liabilities for book purposes versus tax purposes result in offsetting deferred tax assets and liabilities at the date of acquisition.

NOTE 2

The pro forma condensed consolidated statement of income reflects the following adjustments:

(a) To adjust Marshalls fiscal reporting periods to be comparable with the reporting periods of the Company.

Nine Months Ended October 28, 1995

	Marshalls Nine Months Ended 9/30/95*	Pro Forma Adjustment	Marshalls Nine Months Ended 10/28/95
Net Sales	$1,852,245	$74,164	$1,926,409
Cost of sales, including buying and occupancy costs	1,561,382	34,641	1,596,023
Selling, general and administrative expenses	355,867	8,448	364,315
Interest expense, net	6,030	18	6,048
Income (loss) from continuing operations before income taxes	$ (71,034)	$31,057	$ (39,977)

Fiscal Year Ended January 28, 1995

	Marshalls Fiscal Year Ended 12/31/94*	Pro Forma Adjustment	Marshalls Fiscal Year Ended 1/28/95
Net sales	$2,774,851	$5,080	$2,779,931
Cost of sales, including buying and occupancy costs	2,139,817	19,459	2,159,276
Selling, general and administrative expenses	495,254	2,648	497,902
Realignment credit	(7,200)	-	(7,200)
Interest expense, net	1,778	584	2,362
Income (loss) from continuing operations before income taxes	$ 145,202	$(17,611)	$ 127,591

* Includes reclassification of certain amounts to conform with the historical presentation of the Company.

(b) To record additional interest costs related to the new bank agreement entered into as a result of the purchase of Marshalls. The interest on the $375 million term loan is adjusted periodically in relation to Eurodollar market and currently approximates 7%. Deferred financing charges of $13 million associated with the term loan and the $500 million revolving credit facility are amortized into interest expense at $3.2 million annually.

	Nine Months Ended 10/28/95	Fiscal Year Ended 1/28/95
Interest expense	$22,088	$ 29,450

(c) To reflect reduced depreciation expense due to the net write down of property to fair value.

	Nine Months Ended 10/28/95	Fiscal Year Ended 1/28/95
- Cost of sales including buying and occupancy	(7,575)	(10,100)

(d) To record amortization of "Marshalls" trade name over estimated life of 40 years, net of reduction in amortization due to elimination of goodwill from prior acquisitions.

	Nine Months Ended 10/28/95	Fiscal Year Ended 1/28/95
- Selling, general and administrative expenses	2,018	2,690

(e) To record the income tax provision (benefit) associated with the pro forma adjustments at the marginal tax rate of 40%.

	Nine Months Ended 10/28/95	Fiscal Year Ended 1/28/95
- Provision (benefit) for income taxes	5,810	(15,860)

(f) To reflect preferred dividends payable on the convertible preferred stock issued in the transaction.

	Nine Months Ended 10/28/95	Fiscal Year Ended 1/28/95
Series D, 250,000 shares with face value of $25 million; annual dividend $1.8138/share	$ -	$ 453
Series E, 1,500,000 shares with face value of $150 million; annual dividend of $7.00/share	7,875	10,500
	$7,875	$10,953

The Series D is automatically convertible into common stock one year after it is issued and thus the pro forma condensed consolidated financial statements assume conversion into common stock at the maximum number of shares (see 2(g)) at the end of the fiscal year 1/28/95.

(g) To adjust shares outstanding for dilutive impact of assumed conversion of the Company's Series A and Series C preferred stock and for the pro forma impact of the preferred stock issued for the purchase of Marshalls (Series D and E).

	Nine Months Ended 10/28/95	Fiscal Year Ended 1/28/95
Series A	-	1,190,476
Series C	-	3,180,723
Series D	2,024,292	2,024,292
Series E	-	9,716,599
Total	2,024,292	16,112,090

The Series D and Series E preferred stock are convertible into an aggregate of 9.4 million to 11.7 million shares of common stock, depending on the market value of the common stock at time of conversion. The pro forma adjustments with regard to Series D and Series E above assume the maximum number of common shares are issued.

NOTE 3

The following should be noted in reviewing the pro forma condensed consolidated income statements.

- - The Company anticipates closing approximately 170 Marshalls stores, certain costs of which have been reserved for in the pro forma condensed consolidated balance sheet. The pro forma condensed consolidated income statement has not been adjusted to reflect the impact the closing of these stores will have on ongoing operations.

- - The Company anticipates closing approximately 30 T.J. Maxx stores and expects to record a pre-tax charge of $35 million in the fourth quarter of its fiscal year ending January 27, 1996. This charge will reduce income from continuing operations by approximately $.29 per share. Neither the T.J. Maxx closing reserve, nor the impact the closings will have on ongoing operations, have been reflected in the pro forma condensed consolidated financial statements.

- - Savings the Company may generate by consolidating responsibilities and reducing overhead have not been factored into the pro forma condensed consolidated financial statements.

EXHIBIT 99.3

EXHIBIT INDEX

Exhibit No.	Description of Exhibits
2.2*	Amendment No. 1 dated as of November 17, 1995 to Stock Purchase Agreement dated as of October 14, 1995 between the Registrant and Melville Corporation.
10.1*	Certificates of Designations, Rights and Preferences for the Registrant's Series D Cumulative Convertible Preferred Stock.
10.2*	Certificates of Designations, Rights and Preferences for the Registrant's Series E Cumulative Convertible Preferred Stock.
10.3*	Transitional Services Agreement dated as of November 17, 1995 between the Registrant and Melville Corporation.
10.4*	Credit Agreement dated as of November 17, 1995 among The First National Bank of Chicago, Bank of America Illinois, The Bank of New York, and Pearl Street L.P., as co-arrangers, the other financial institution parties thereto, and the Registrant.
99.1*	Press Release issued by the Registrant on November 20, 1995.
99.2(i)	Financial Statements - Audited Consolidated Financial Statements of Marshalls of Roseville, Minn., Inc. for the Years Ended December 31, 1994, 1993 and 1992.
99.2(ii)	Financial Statements - Unaudited Consolidated Financial Statements of Marshalls of Roseville, Minn., Inc. for the Nine Months Ended September 30, 1995 and October 1, 1994.
99.2(iii)	Financial Statements - Unaudited Pro Forma Condensed Consolidated Financial Statements for The TJX Companies, Inc. as of October 28, 1995 and for the periods ended October 28, 1995 and January 28, 1995.
99.3	Exhibit Index

* Included with, and incorporated herein by reference to, the Registrant's Current Report on Form 8-K dated November 17, 1995.