

**UNITED STATES OF AMERICA
BEFORE THE FEDERAL TRADE COMMISSION**

In the Matter of

Dollar Tree, Inc.,
a corporation;

and

Family Dollar Stores, Inc.,
a corporation.

File No. 1410207

AGREEMENT CONTAINING CONSENT ORDERS

The Federal Trade Commission (“Commission”), having initiated an investigation of the proposed acquisition by Proposed Respondent Dollar Tree, Inc. (“Dollar Tree”) of Proposed Respondent Family Dollar Stores, Inc. (“Family Dollar”), and it now appearing that Dollar Tree and Family Dollar, hereinafter sometimes referred to as Proposed Respondents, and Sycamore Partners II, L.P. (“Sycamore”), are willing to enter into this Agreement Containing Consent Orders (“Consent Agreement”) to divest certain assets and providing for other relief:

IT IS HEREBY AGREED by and between Proposed Respondents and Sycamore, by their duly authorized officers and attorneys, and counsel for the Commission that:

1. Proposed Respondent Dollar Tree is a corporation organized, existing, and doing business under and by virtue of the laws of the Commonwealth of Virginia, with its headquarters and principal place of business located at 500 Volvo Parkway, Chesapeake, Virginia 23320.
2. Proposed Respondent Family Dollar is a corporation organized, existing, and doing business under and by virtue of the laws of the State of Delaware, with its headquarters and principal place of business located at 10401 Monroe Road, Matthews, North Carolina 28105.
3. Sycamore is a limited partnership and is organized, existing, and doing business under and by virtue of the laws of the Cayman Islands, with its office and principal place of business located at 9 West 57th Street, 31st Floor, New York, New York 10019.
4. Sycamore enters into this Consent Agreement solely for purposes of agreeing to the requirements of Paragraph VI. of the Decision and Order and any reporting obligations pursuant to the Commission’s Rules of Practice.

5. Proposed Respondents and Sycamore admit all the jurisdictional facts set forth in the draft Complaint here attached.
6. Proposed Respondents and Sycamore waive:
 1. any further procedural steps;
 2. the requirement that the Commission's Decision and Order and Order to Maintain Assets (collectively, the "Orders"), both of which are attached hereto and made a part hereof, contain a statement of findings of fact and conclusions of law;
 3. all rights to seek judicial review or otherwise challenge or contest the validity of the Orders entered pursuant to this Consent Agreement; and
 4. any claim under the Equal Access to Justice Act.
7. Because there may be interim competitive harm, the Commission may issue its Complaint and the Order to Maintain Assets in this matter at any time after it accepts the Consent Agreement for public comment.
8. Not later than thirty (30) days after the date this Consent Agreement is signed by the Proposed Respondents, Proposed Respondents shall submit an initial report, pursuant to Section 2.33 of the Commission's Rules, 16 C.F.R. 2.33. Proposed Respondents shall submit subsequent reports every thirty (30) days thereafter until the Decision and Order becomes final. Each compliance report submitted shall describe in detail the manner in which Proposed Respondents have complied, are complying, and will comply with the Consent Agreement and the Orders. In addition, each report shall provide sufficient information and documentation to enable the Commission to determine independently whether the Proposed Respondents are in compliance with this Consent Agreement and each of the Orders.
9. Each report submitted pursuant to Paragraph 8 above shall be verified by a notarized signature or sworn statement, or be self-verified in the manner set forth in 28 U.S.C. 1746. Section 2.41(a) of the Commission's Rules of Practice requires that an original and two copies of all compliance reports be filed with the Commission. Proposed Respondents shall file an original report and one copy with the Secretary of the Commission, and shall send one copy directly to the Bureau of Competition's Compliance Division. In addition, Proposed Respondents shall provide a copy of each report to the Monitor appointed by the Order to Maintain Assets.
10. This Consent Agreement, and any compliance reports filed pursuant to this Consent Agreement, shall not become part of the public record of the proceeding unless and until the Consent Agreement is accepted by the Commission. If accepted by the Commission, this Consent Agreement, together with the draft Complaint, will be placed on the public record for a period of thirty (30) days and information in respect thereto publicly released. The Commission

thereafter may either withdraw its acceptance of this Consent Agreement and so notify Proposed Respondents, in which event it will take such action as it may consider appropriate, or issue or amend its Complaint (in such form as the circumstances may require) and issue its Decision and Order, in disposition of the proceeding.

11. This Consent Agreement is for settlement purposes only and does not constitute an admission by Proposed Respondents that the law has been violated as alleged in the draft Complaint here attached, or that the facts as alleged in the draft Complaint, other than jurisdictional facts, are true.

12. This Consent Agreement contemplates that, if it is accepted by the Commission, the Commission may (a) issue and serve its Complaint corresponding in form and substance with the draft Complaint here attached, (b) issue and serve its Order to Maintain Assets, and (c) make information public with respect thereto. If such acceptance is not subsequently withdrawn by the Commission pursuant to the provisions of Commission Rule 2.34, 16 C.F.R. 2.34, the Commission may, without further notice to Proposed Respondents and Sycamore, issue the attached Decision and Order containing an order to divest and providing for other relief in disposition of the proceeding.

13. When final, the Decision and Order and the Order to Maintain Assets shall have the same force and effect and may be altered, modified, or set aside in the same manner and within the same time provided by statute for other orders. The Decision and Order and the Order to Maintain Assets shall become final upon service. Delivery of the Complaint, the Decision and Order, and the Order to Maintain Assets to Proposed Respondents and Sycamore by any means provided in Commission Rule 4.4(a), 16 C.F.R. 4.4(a), shall constitute service as to Proposed Respondents and Sycamore respectively. Proposed Respondents and Sycamore waive any right they may have to any other manner of service. Proposed Respondents and Sycamore also waive any right they may otherwise have to service of any Appendices incorporated by reference into the Decision and Order or the Order to Maintain Assets, and agree that they are bound to comply with and will comply with the Decision and Order and the Order to Maintain Assets to the same extent as if they had been served with copies of the Appendices, where Proposed Respondents and Sycamore are already in possession of copies of such Appendices.

14. The Complaint may be used in construing the terms of the Decision and Order and the Order to Maintain Assets, and no agreement, understanding, representation, or interpretation not contained in the Decision and Order, the Order to Maintain Assets, or the Consent Agreement may be used to limit or contradict the terms of the Decision and Order or the Order to Maintain Assets.

15. By signing this Consent Agreement, Proposed Respondents represent and warrant that they can accomplish the full respective relief contemplated by the attached Decision and Order (including effectuating all required divestitures, assignments, and transfers to the extent required therein) and the Order to Maintain Assets and that all parents, subsidiaries, affiliates, and successors necessary to effectuate the full relief contemplated by this Consent Agreement are:

(1) within the control of the party to this Consent Agreement, or (2) will be in the control of the party to this Consent Agreement after the proposed acquisition.

16. By signing this Consent Agreement, Sycamore represents and warrants that it will comply with Paragraph VI. of the Decision and Order and further represents and warrants that all parents, subsidiaries, partners, affiliates, and successors necessary to effectuate its compliance with Paragraph VI. of the Decision and Order are within the control of Sycamore.

17. Proposed Respondents and Sycamore agree that they shall interpret each Divestiture Agreement under the Decision and Order in a manner that is fully consistent with all of the relevant provisions and remedial purposes of the Decision and Order and the Order to Maintain Assets.

18. Proposed Respondents and Sycamore have read the draft Complaint, the Decision and Order, and the Order to Maintain Assets contained in this Consent Agreement. Proposed Respondents understand that once the Decision and Order and the Order to Maintain Assets have been issued, Proposed Respondents will be required to file one or more compliance reports showing how they have complied, are complying, and will comply with the Decision and Order and the Order to Maintain Assets.

19. Proposed Respondents and Sycamore each agrees to comply with the applicable terms of the proposed Decision and Order and the Order to Maintain Assets from the date it signs this Consent Agreement. Proposed Respondents and Sycamore further understand that they may be liable for civil penalties in the amount provided by law for each violation of the respective provisions of the Decision and Order or of the Order to Maintain Assets after each becomes final.

DOLLAR TREE, INC.

FEDERAL TRADE COMMISSION

By: _____
Bob Sasser, Chief Executive Officer
Dollar Tree, Inc.
Dated _____

David A. Schwartz, Partner
Wachtell, Lipton, Rosen & Katz
Attorney for Dollar Tree, Inc.

By: _____
Sean P. Pugh
Lucas A. Ballet
Kimberly G. Biagioli
Timothy C. Carson
Michelle L. Fetterman
Stephanie Greco
Amanda G. Lewis
David E. Owyang
Attorneys
Bureau of Competition

FAMILY DOLLAR STORES, INC.

APPROVED:

By: _____
Howard R. Levine, Chairman and CEO
Family Dollar Stores, Inc.
Dated _____

Brian Byrne
Cleary Gottlieb Steen & Hamilton LLP
Attorney for Family Dollar Stores, Inc.

By: _____
Kevin Hahm
Deputy Assistant Director
Bureau of Competition

Alexis J. Gilman
Assistant Director
Bureau of Competition

Deborah L. Feinstein
Director
Bureau of Competition

SYCAMORE PARTNERS II, L.P.

By: Sycamore Partners II GP, L.P.
Its: General Partner
By: Sycamore Partners II GP, Ltd.
Its: General Partner

By: _____
Stefan Kaluzny, Director
Dated _____

DOLLAR EXPRESS LLC

By: _____
Peter Morrow, President and CEO
Dollar Express LLC
Dated _____

David Dahlquist
Winston & Strawn LLP
Attorney for Sycamore Partners II, L.P. and
Dollar Express LLC