



United States of America
FEDERAL TRADE COMMISSION
WASHINGTON, D.C. 20580

Office of the Secretary

April 27, 2017

Ian G. John, P.C.
Kirkland & Ellis LLP
601 Lexington Ave.
New York, New York 10022

Re: *In the Matter of Dollar Tree, Inc. and Family Dollar, Inc.*
Docket No. C-4530

Dear Mr. John:

This letter responds to the Application for Approval of Proposed Sale of Dollar Express Assets (“Application”) filed by Sycamore Partners II, L.P. on March 30, 2017. The Application requests that the Federal Trade Commission approve, pursuant to the Order in this matter, Sycamore’s proposed sale and assignment by Dollar Express of stores and leases to Dollar General Corporation. The Application was placed on the public record for comments until April 20, 2017, and nine comments were received.

After consideration of the proposed sale as set forth in Sycamore’s Application and supplemental documents, as well as other available information, the Commission has determined to approve the proposed sale. In according its approval, the Commission has relied upon the information submitted and representations made in connection with Sycamore’s Application and has assumed them to be accurate and complete.

By direction of the Commission.

Donald S. Clark
Secretary