

**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.

(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.

16.

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DOLLAR TREE, INC.

FEDERAL TRADE COMMISSION

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

By: _____
Sean P. Pugh

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