



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

Office of the Secretary

April 27, 2017

Amber Atchison
State of California

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

Dear Ms. Atchison:

Thank you for the comment you submitted in connection with the Application for Approval of Proposed Sale of Dollar Express Assets (“Application”) that Sycamore Partners II., L.P., filed in the above-referenced matter. Pursuant to the Decision and Order (“Order”) in this matter, Sycamore has requested the Federal Trade Commission’s approval to sell the Dollar Express assets to Dollar General Corporation. As we understand your comment, you are concerned about the possible loss of employment by current Dollar Express employees. The Commission conducted its non-public review of the Application pursuant to its authority under Section 7 of the Clayton Act, 15 U.S.C. § 18, and Section 5 of the Federal Trade Commission Act, 15 U.S.C. § 45. As such, the Commission’s authority in this matter is solely to make its determination in consideration of any competitive concerns that might arise from the sale. The Commission placed your comment on the public record pursuant to Rule 4.9(b)(6)(ii) of the Commission’s Rules of Practice, 16 C.F.R. § 4.9(b)(6)(ii).

After considering your comment and the other information available to the Commission, the Commission has determined that the public interest would best be served by approving Sycamore’s Application to sell the Dollar Express assets to Dollar General. It always helps the Commission’s analysis to hear from a variety of sources regarding its work on antitrust and consumer protection issues, and we appreciate your interest in this matter.

By direction of the Commission.

Donald S. Clark
Secretary



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April 27, 2017

Dianne Ellis
Commonwealth of Massachusetts

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

Dear Ms. Ellis:

Thank you for the comment you submitted in connection with the Application for Approval of Proposed Sale of Dollar Express Assets (“Application”) that Sycamore Partners II., L.P., filed in the above-referenced matter. Pursuant to the Decision and Order (“Order”) in this matter, Sycamore has requested the Federal Trade Commission’s approval to sell the Dollar Express assets to Dollar General Corporation. As we understand your comment, you are concerned that the stores are being sold back to the same company. In fact, the Dollar Express stores, which were originally sold by Dollar Tree to Sycamore, would be sold to Dollar General, which is not one of the two parties in the original acquisition. The Commission placed your comment on the public record pursuant to Rule 4.9(b)(6)(ii) of the Commission’s Rules of Practice, 16 C.F.R. § 4.9(b)(6)(ii).

After considering your comment and the other information available to the Commission, the Commission has determined that the public interest would best be served by approving Sycamore’s Application to sell the Dollar Express assets to Dollar General. It always helps the Commission’s analysis to hear from a variety of sources regarding its work on antitrust and consumer protection issues, and we appreciate your interest in this matter.

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April 27, 2017

Cole Hyland
State of Wisconsin

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

Dear Mr. Hyland:

Thank you for the comment you submitted in connection with the Application for Approval of Proposed Sale of Dollar Express Assets (“Application”) that Sycamore Partners II., L.P., filed in the above-referenced matter. Pursuant to the Decision and Order (“Order”) in this matter, Sycamore has requested the Federal Trade Commission’s approval to sell the Dollar Express assets to Dollar General Corporation. As we understand your comment, you support Sycamore’s decision to sell the stores. The Commission placed your comment on the public record pursuant to Rule 4.9(b)(6)(ii) of the Commission’s Rules of Practice, 16 C.F.R. § 4.9(b)(6)(ii).

After considering your comment and the other information available to the Commission, the Commission has determined that the public interest would best be served by approving Sycamore’s Application to sell the Dollar Express assets to Dollar General. It always helps the Commission’s analysis to hear from a variety of sources regarding its work on antitrust and consumer protection issues, and we appreciate your interest in this matter.

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April 27, 2017

Gurjot Kaur
State of Connecticut

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

Dear Mr. Kaur:

Thank you for the comment you submitted in connection with the Application for Approval of Proposed Sale of Dollar Express Assets (“Application”) that Sycamore Partners II., L.P., filed in the above-referenced matter. Pursuant to the Decision and Order (“Order”) in this matter, Sycamore has requested the Federal Trade Commission’s approval to sell the Dollar Express assets to Dollar General Corporation. As we understand your comment, you neither support nor oppose the sale, but suggest how the Commission should apply the laws and policies it enforces as it reviews the transaction. The Commission placed your comment on the public record pursuant to Rule 4.9(b)(6)(ii) of the Commission’s Rules of Practice, 16 C.F.R. § 4.9(b)(6)(ii).

After considering your comment and the other information available to the Commission, the Commission has determined that the public interest would best be served by approving Sycamore’s Application to sell the Dollar Express assets to Dollar General. It always helps the Commission’s analysis to hear from a variety of sources regarding its work on antitrust and consumer protection issues, and we appreciate your interest in this matter.

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April 27, 2017

Eric Landstrom
State of Minnesota

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

Dear Mr. Landstrom:

Thank you for the comment you submitted in connection with the Application for Approval of Proposed Sale of Dollar Express Assets (“Application”) that Sycamore Partners II., L.P., filed in the above-referenced matter. Pursuant to the Decision and Order (“Order”) in this matter, Sycamore has requested the Federal Trade Commission’s approval to sell the Dollar Express assets to Dollar General Corporation. As we understand your comment, you support Sycamore’s decision to sell the stores. The Commission placed your comment on the public record pursuant to Rule 4.9(b)(6)(ii) of the Commission’s Rules of Practice, 16 C.F.R. § 4.9(b)(6)(ii).

After considering your comment and the other information available to the Commission, the Commission has determined that the public interest would best be served by approving Sycamore’s Application to sell the Dollar Express assets to Dollar General. It always helps the Commission’s analysis to hear from a variety of sources regarding its work on antitrust and consumer protection issues, and we appreciate your interest in this matter.

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April 27, 2017

Brad Linch
State of Texas

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

Dear Mr. Linch:

Thank you for the comment you submitted in connection with the Application for Approval of Proposed Sale of Dollar Express Assets (“Application”) that Sycamore Partners II., L.P., filed in the above-referenced matter. Pursuant to the Decision and Order (“Order”) in this matter, Sycamore has requested the Federal Trade Commission’s approval to sell the Dollar Express assets to Dollar General Corporation. As we understand your comment, you support Sycamore’s decision to sell the stores. The Commission placed your comment on the public record pursuant to Rule 4.9(b)(6)(ii) of the Commission’s Rules of Practice, 16 C.F.R. § 4.9(b)(6)(ii).

After considering your comment and the other information available to the Commission, the Commission has determined that the public interest would best be served by approving Sycamore’s Application to sell the Dollar Express assets to Dollar General. It always helps the Commission’s analysis to hear from a variety of sources regarding its work on antitrust and consumer protection issues, and we appreciate your interest in this matter.

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April 27, 2017

Tom Lindsay
State of New Jersey

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

Dear Mr. Lindsay:

Thank you for the comment you submitted in connection with the Application for Approval of Proposed Sale of Dollar Express Assets (“Application”) that Sycamore Partners II., L.P., filed in the above-referenced matter. Pursuant to the Decision and Order (“Order”) in this matter, Sycamore has requested the Federal Trade Commission’s approval to sell the Dollar Express assets to Dollar General Corporation. As we understand your comment, you support Sycamore’s decision to sell the stores. The Commission placed your comment on the public record pursuant to Rule 4.9(b)(6)(ii) of the Commission’s Rules of Practice, 16 C.F.R. § 4.9(b)(6)(ii).

After considering your comment and the other information available to the Commission, the Commission has determined that the public interest would best be served by approving Sycamore’s Application to sell the Dollar Express assets to Dollar General. It always helps the Commission’s analysis to hear from a variety of sources regarding its work on antitrust and consumer protection issues, and we appreciate your interest in this matter.

By direction of the Commission.

Donald S. Clark
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April 27, 2017

Name Withheld

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

Thank you for the confidential comment you submitted in connection with the Application for Approval of Proposed Sale of Dollar Express Assets (“Application”) that Sycamore Partners II., L.P., filed in the above-referenced matter. Pursuant to the Decision and Order (“Order”) in this matter, Sycamore has requested the Federal Trade Commission’s approval to sell the Dollar Express assets to Dollar General Corporation. As we understand your comment, you are concerned about future employment of current Dollar Express employees. The Commission conducted its non-public review of the Application pursuant to its authority under Section 7 of the Clayton Act, 15 U.S.C. § 18, and Section 5 of the Federal Trade Commission Act, 15 U.S.C. § 45. As such, the Commission’s authority in this matter is solely to make its determination in consideration of any competitive concerns that might arise from the sale.

After considering your comment and the other information available to the Commission, the Commission has determined that the public interest would best be served by approving Sycamore’s Application to sell the Dollar Express assets to Dollar General. It always helps the Commission’s analysis to hear from a variety of sources regarding its work on antitrust and consumer protection issues, and we appreciate your interest in this matter.

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April 27, 2017

David A. Schwartz
Wachtell, Lipton, Rosen & Katz
51 West 52nd Street
New York, New York 10019-6150

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

Dear Mr. Schwartz:

Thank you for the comment you submitted on behalf of Dollar Tree, Inc., in connection with the Application for Approval of Proposed Sale of Dollar Express Assets (“Application”) that Sycamore Partners II, L.P., filed in the above-referenced matter. Pursuant to the Decision and Order (“Order”) in this matter, Sycamore has requested the Federal Trade Commission’s approval to sell the Dollar Express assets to Dollar General Corporation. As we understand your comment, you raise three concerns. First, you respond to Sycamore’s statement that Dollar Tree had a “targeted attempt to drive Dollar Express out of business,” and state that Dollar Tree has opened new stores only according to its regular business strategy. Second, you are concerned that Sycamore is conducting “going out of business” sales without sufficiently clarifying that only Sycamore’s stores are closing. Third, you also note that Sycamore owes Dollar Tree over \$50 million for goods and services. You request that the Commission require Sycamore, as Dollar Express, refrain from using “going out of business” or comparable language. The Commission placed your comment on the public record pursuant to Rule 4.9(b)(6)(ii) of the Commission’s Rules of Practice, 16 C.F.R. § 4.9(b)(6)(ii).

After considering your comment and the other information available to the Commission, the Commission has determined that the public interest would best be served by approving Sycamore’s Application to sell the Dollar Express assets to Dollar General. The Commission has determined not to place any conditions or restrictions on Sycamore’s operation of the Dollar Express stores, and takes no position on the issues you have raised. It always helps the Commission’s analysis to hear from a variety of sources regarding its work on antitrust and consumer protection issues, and we appreciate your interest in this matter.

By direction of the Commission.

Donald S. Clark
Secretary