



**Part II Organizational Action** (continued)

17 List the applicable Internal Revenue Code section(s) and subsection(s) upon which the tax treatment is based ▶  
See attached statement.

18 Can any resulting loss be recognized? ▶ See attached statement.

19 Provide any other information necessary to implement the adjustment, such as the reportable tax year ▶  
See attached statement.

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than officer) is based on all information of which preparer has any knowledge.

**Sign Here**

Signature ▶  Date ▶ 8/18/15

Print your name ▶ Jonathan L. Elder Title ▶ VP of Taxes

<b>Paid Preparer Use Only</b>	Print/Type preparer's name	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN
	Firm's name ▶	Firm's EIN ▶			
	Firm's address ▶	Phone no.			

Dollar Tree, Inc.  
EIN: 26-2018846

**ATTACHMENT TO FORM 8937 – PART II  
REPORT OF ORGANIZATIONAL ACTIONS AFFECTING BASIS OF SECURITIES**

The information contained herein is being provided pursuant to the requirements of Section 6045B of the Internal Revenue Code of 1986, as amended (the “Code”), and includes a general summary regarding the application of certain U.S. federal income tax laws and regulations relating to the effects of the Merger. The information contained herein does not constitute tax advice and does not purport to be complete or to describe the consequences that may apply to particular categories of shareholders. Dollar Tree does not provide tax advice to its shareholders. You are urged to consult your own tax adviser regarding the particular consequences of the Merger to you, including the applicability and effect of all U.S. federal, state and local tax laws and foreign tax laws. We urge you to read the Registration Statement on Form S-4, dated October 27, 2014, of Dollar Tree, including the proxy statement of Family Dollar forming a part thereof, relating to the transactions contemplated by the Merger Agreement, noting especially the discussion on pages 168-171 therein under the heading “Material United States Federal Income Tax Consequences.” You may access the Registration Statement at [www.sec.gov](http://www.sec.gov).

**Line 14. Describe the organizational action and, if applicable, the date of the action or the date against which the shareholders’ ownership is measured from the action.**

On July 6, 2015, pursuant to the Agreement and Plan of Merger (the “Merger Agreement”), by and among Family Dollar Stores, Inc., a Delaware corporation (“Family Dollar”), Dollar Tree, Inc, a Virginia corporation (“Dollar Tree”) and Dime Merger Sub, Inc., a Delaware corporation and a wholly owned subsidiary of Dollar Tree (“Merger Sub”), dated as of July 27, 2014, Merger Sub merged with and into Family Dollar, with Family Dollar becoming a direct, wholly owned subsidiary of Dollar Tree.

At the effective time of the merger (the “Merger”), each outstanding share of common stock, par value \$0.10 per share, of Family Dollar (other than (i) any shares of Family Dollar common stock held by Family Dollar, Dollar Tree or Merger Sub at the Effective Time, which were cancelled and ceased to exist, with no consideration delivered in exchange therefore, and (ii) shares of Family Dollar common stock with respect to which appraisal rights were properly exercised and not withdrawn under Delaware law) was automatically cancelled and converted into the right to receive, without interest (1) \$59.60 in cash and (2) 0.2484 of a share of common stock, par value \$0.01 per share, of Dollar Tree, plus cash in lieu of fractional shares (the “Merger Consideration”).

**Line 15. Describe the quantitative effect of the organizational action on the basis of the security in the hands of a U.S. taxpayer as an adjustment per share or as a percentage of old basis.** The receipt of the Merger Consideration by “U.S. holders” (as defined in the Registration Statement) of Family Dollar common stock pursuant to the Merger was a taxable transaction for U.S. federal income tax purposes.

A U.S. holder's aggregate tax basis in Dollar Tree common stock received in the merger generally equals the fair market value of the Dollar Tree common stock as of the effective time of the Merger. The

holding period of the Dollar Tree common stock received in the Merger generally begins on the day after the Merger.

**Line 16. Describe the calculation of the change in basis and the data that supports the calculation, such as the market value of securities and the valuation date.**

Fair market value generally is the price at which property would change hands between a willing buyer and a willing seller, neither being under any compulsion to buy or to sell and both having reasonable knowledge of the facts. U.S. federal income tax law does not specifically prescribe how you should determine the fair market value of the Dollar Tree common stock received in the Merger. You should consult your tax advisor to determine what measure of fair market value is appropriate.

There are several possible methods for determining the fair market value Dollar Tree common stock. One possible approach is to utilize the closing price on The NASDAQ on July 6, 2015 for Dollar Tree common stock (\$80.08 per share). Other approaches to determine fair market value may also be possible. You are not bound by the approach illustrated above and may, in consultation with your tax advisor, use another approach in determining fair market value for Dollar Tree common stock.

**Line 17. List the applicable Internal Revenue Code section(s) and subsection(s) upon which the tax treatment is based.**

IRC Sections 1001, 1012 and 1223.

**Line 18. Can any resulting loss be recognized?**

The character of any loss depends on a stockholder's particular circumstances and the deductibility of any such loss may be subject to limitations. Stockholders should consult their own tax advisors.

**Line 19. Provide any other information necessary to implement the adjustment, such as the reportable tax year.**

The Merger occurred on July 6, 2015. For a former Family Dollar shareholder whose taxable year is the calendar year, the reportable tax year is 2015.