

DOLLAR TREE STORES, INC. AUDIT COMMITTEE CHARTER

I. Purpose of the Audit Committee

The purpose of the Dollar Tree Stores, Inc. Audit Committee (the "Committee") is to assist the Board of Directors (the "Board") in fulfilling its oversight responsibilities. The Committee's primary duties and responsibilities are to:

- serve as an independent and objective party to monitor the Company's financial reporting process and internal control system;
- provide oversight for and participate in the planning of the audit efforts of the Company's independent auditors, internal auditors, and the Company's finance department; and
- provide an open avenue of communication among the independent auditors, internal auditors, financial and senior management, and the Board of Directors.

The Committee will make regular reports to the Board regarding the results of its review of:

- the financial reports and periodic financial information provided by Dollar Tree to the Securities and Exchange Commission or the public;
- Dollar Tree's systems of internal controls regarding finance, accounting, legal compliance and ethics; and
- Dollar Tree's auditing, accounting and financial reporting processes generally.

II. Composition of the Audit Committee

The Committee will consist of at least three directors, all of whom are independent. Directors may be considered to be independent if they meet the independence requirements of the Nasdaq Stock Market, Section 10A(m)(3) of the Securities Exchange Act of 1934 (the "Exchange Act") and the rules and regulations of the Commission, as determined by the Board. Committee members and the chairman are appointed by the Board.

All members of the Committee shall have a working familiarity with basic finance and accounting practices, and at least one member of the Committee shall meet the definition of "audit committee financial expert" under the Commission's rules and regulations. Each member should be able to adequately perform the Committee's Duties and Responsibilities as outlined below and be knowledgeable of the Company's business and its related risks. Committee members may request additional training from management or other sources as desired in order to clarify financial or accounting items.

III. Number and Nature of Meetings

The Committee will formally meet at least six times annually, either in person or via telephone. In addition, on a quarterly basis, prior to the public release of earnings information and the filing of the Form 10-Q or Form 10-K, the Committee or Chairman will review results with financial management, internal auditors and the independent auditors. These reviews may be in person or via telephone.

At each meeting, the Committee may meet privately with the independent auditors, legal counsel, internal auditors and/or management. Other special meetings, whether in executive session or with the Board, management, or independent auditors, are encouraged in order to address any concerns or issues that may arise and to enhance communications. Such special meetings may be called by any member of the Committee upon request to the Chairman.

The Committee shall inform the full Board of issues concerning the independent auditors, including any intention to replace said auditors. The Chairman shall require that minutes be kept of all Committee meetings, which will be made available to all Board members upon their request.

IV. Authority

The Committee shall have the sole authority to appoint or replace the independent auditor. The Committee shall be directly responsible for the compensation and the oversight of the work of the independent auditor (including resolution of disagreements between management and the independent auditor regarding financial reporting) in preparing or issuing an audit report or related work. The independent auditor shall report directly to the Committee.

The Committee shall preapprove all auditing services and permitted non-audit services (including the fees and terms thereof) to be performed for the Company by its independent auditor, subject to the de minimis exceptions for non-audit services described in Section 10A(i)(1)(B) of the Exchange Act which are approved by the Committee prior to the completion of the audit. The Committee may form and delegate authority to subcommittees consisting of one or more members when appropriate, including the authority to grant preapprovals of audit and permitted non-audit services, provided that decisions of such subcommittee to grant preapprovals shall be presented to the full Committee at its next scheduled meeting.

The Committee shall have the authority, to the extent it deems necessary or appropriate, to retain independent legal, accounting or other advisors. The Company shall provide for appropriate funding, as determined by the Committee, for payment of compensation to the independent auditor for the purpose of rendering or issuing an audit report and to any advisors employed by the Committee.

V. Duties and Responsibilities

1. Internal control structure: The Committee is responsible for ensuring that a receptive and responsive environment exists for internal controls. Internal controls and material changes to internal controls should be documented and approved by senior management. The Committee should ascertain that the CEO, CFO, and independent auditors have fulfilled their responsibilities in assessing internal controls.
2. Financial reporting practices: The Committee should understand the Company's financial reporting processes, be knowledgeable about the Company's critical accounting policies, and review significant accounting and financial reporting disclosures. The Committee should evaluate the relationship that senior management, financial management, independent auditors and internal auditors have to ensure accurate and timely financial reporting.
3. The audit process: The Committee is responsible for overseeing the Company's audit controls, including the appointment of and evaluation of the independent auditors. The Committee is also responsible for the preapproval of fees to the independent auditors. The Committee should review the independent auditors' communications to management and review the internal audit charter and annual audit plan. The Committee should create an environment whereby any audit function (such as the independent auditors, internal auditors, and financial management) has free and open access to the Committee.
4. Compliance with laws and regulations: The Committee should understand the Company's compliance process, inquire into key business risks, and review legal disclosures in public filings. The Committee should ensure that internal controls exist, where cost beneficial, to comply with laws and regulations.
5. Ethical conduct: In conjunction with other committees of the Board, the Audit Committee should understand how conducive the Company's environment is for effective internal controls, financial reporting, auditing and compliance with laws and regulations. The Committee should ensure that appropriate procedures exist so that any concerns regarding possible non-compliance can be brought to the attention of the Committee or the Board, as well as policies to protect those who raise such concerns.
6. Audit committee effectiveness: The Committee is responsible for evaluating its effectiveness, including the independence and competence of its members. The Committee should review and reassess the adequacy of this Charter annually and recommend any proposed changes to the Board for approval. The Committee is also responsible for communicating its activities in compliance with applicable Securities and Exchange Commission and relevant stock exchange requirements.

VI. Limitation of Committee's Role

While the Committee has the responsibilities and powers set forth in this Charter, it is not the duty of the Committee to plan or conduct audits or to determine that the Company's financial statements and disclosures are complete and accurate and are in accordance with generally accepted accounting principles and applicable rules and regulations. These are the responsibilities of management and the independent auditor.