

DOLLAR TREE STORES, INC.
NOMINATING COMMITTEE CHARTER

I. Purpose of the Nominating Committee

The purpose of the Dollar Tree Stores, Inc. Nominating Committee (the "Committee") is to advise the Board of Directors (the "Board") on the composition, organization, and effectiveness of the Board and its committees. The Committee's primary duties and responsibilities are to:

- nominate candidates to be placed on the ballot for shareholders to consider at the annual shareholder's meeting;
- recommend nominees to be appointed by the board to fill interim director vacancies; and
- recommend directors to be selected for membership on the various board committees.

The committee shall also advise the Board on its composition, committees, structure, practices and self-evaluation.

II. Composition of the Committee

The Committee will have a minimum of three directors, including a Chairman appointed by the Board. All of the members of the Nominating Committee shall meet the independence requirements of the Nasdaq Stock Market, as determined by the Board. In addition, at least two members shall qualify as "non-employee" directors under the rules and regulations of the Securities and Exchange Commission, as considered advisable by the Board.

Each member should be able to adequately perform the Committee's duties and responsibilities as outlined above and be knowledgeable of the Company's business.

Should any vacancies occur on the Committee, the Chairman of the Nominating Committee shall recommend a replacement to the Board. The Board may remove a Committee member from the membership of the Committee at any time with or without cause.

III. Number and Nature of Meetings

The Committee will strive to effectively use valuable meeting time through appropriate planning by the Chairman, establishment of a focused agenda and advance distribution of relevant materials/information

The Committee will meet at least annually and at such other times as may be requested by its Chairman. Committee members may participate in Committee meetings in person or via telephone.

The Chairman will report from time to time to the Board on Committee actions and

on the fulfillment of the Committee's duties under its Charter. The Chairman shall keep minutes of all Committee meetings, which will be made available to all Board members upon their request.

IV. Authority

The Committee shall have the authority, to the extent it deems necessary or appropriate, to retain independent advisors. The Company shall provide for appropriate funding for such advisors.

The Committee may form and delegate authority to subcommittees consisting of one or more members when appropriate, provided that decisions of such subcommittee shall be presented to the full Committee at its next scheduled meeting.

The Committee shall make regular reports to the Board. The Committee shall review and reassess the adequacy of this Charter annually and recommend any proposed changes to the Board for approval. The Committee shall annually review the Committee's own performance.

V. Duties & Responsibilities

The Committee's primary duties and responsibilities are to make recommendations to the Board regarding:

- the number of standing committees and the duties and responsibilities of those committees;
- the size and composition of the Board and its standing committees;
- procedures for the nomination process;
- candidates for election (including re-election) to the Board;
- members of the Board's standing committees;
- Chairmen for each of the Board's standing committees;
- policies for compensation (including stock options) for Board members who are not employees, as well as expense reimbursement policies; and
- other facets of the Company's corporate governance, including periodic reviews of the Company's Code of Business Conduct and Ethics for completeness and adequacy.

The Committee will periodically evaluate overall Board effectiveness and report to the Board on this subject. The Committee will also perform such other duties as shall from time to time be delegated to it by the Board of Directors.