

**CHARTER OF THE
NOMINATING/CORPORATE GOVERNANCE COMMITTEE
OF THE
BOARD OF DIRECTORS
OF
FAMILY DOLLAR STORES, INC.**

Purpose

The purpose of the Nominating/Corporate Governance Committee (the “Committee”) of Family Dollar Stores, Inc. (the “Company”) shall be to:

1. Identify and recommend to the Board of Directors (the “Board”) qualified individuals to become Board members;
2. Recommend to the Board the membership of Board committees;
3. Review the structure, independence and composition of the Board and its committees and make recommendations to the Board accordingly;
4. Evaluate the performance of the Board and Board committees, and report findings to the Board;
5. Review and recommend to the Board plans for the succession of the Company’s Chief Executive Officer (the “CEO”) and other senior executive officers, as necessary;
6. Recommend to the Board, and oversee the implementation of, sound corporate governance principles and practices.

Committee Membership

The Committee shall consist of no fewer than three members of the Board. The Committee members shall be Independent Directors in that they qualify as “independent” in accordance with New York Stock Exchange listing standards. The members of the Committee shall be appointed by the Board and may be replaced by the Board at any time. The Board shall elect the Chairperson of the Committee. The Chairperson will chair all regular sessions of the Committee and set agendas for Committee meetings.

Meetings

The Committee shall meet as often as it deems necessary, but not less frequently than two times per year. Minutes should be recorded at every committee meeting and filed in the Company records. The Committee Chairperson shall report to the Board significant issues facing, and significant findings of, the Committee. The Committee may form and delegate authority to subcommittees consisting of one or more members when appropriate provided that any such delegation shall be reported to the full Board.

Committee Authority and Responsibilities

The Committee shall have sole authority to retain, and subsequently terminate, any firm used to identify Director candidates, including sole authority to approve the firm's fees and other retention terms. Likewise, the Committee has exclusive authority to retain, and subsequently terminate, including the authority to approve fees and other retention terms, any outside legal counsel or other advisors to advise the Committee in matters pertaining to the responsibilities of the Committee as discussed below.

The Committee shall have the following responsibilities, along with other responsibilities or duties as may be delegated by the Board from time to time:

1. Identify, actively recruit and recommend to the Board qualified individuals for election to the Board at the Annual Meeting of Stockholders or as otherwise required as a result of Board vacancies and extend the invitation to join the Board or stand for election to candidates approved by the Board. Qualification requirements of Board members are outlined in the Company's Corporate Governance Guidelines. The Committee shall consider nominees submitted by shareholders if such nomination is accompanied by the written consent of the proposed nominee to being named as a nominee and to serve as a Director if elected.
2. Recommend to the Board individual Board members to serve as members and Chairpersons of the Board's committees. The Committee should evaluate prospective members in light of the Company's Corporate Governance Guidelines and respective committee charters, the consistency of the candidate's experience with the objectives of the committee in question, the independence of the candidate and any other factors the Committee believes are relevant.
3. Recommend to the Board changes to the Board or committee structure/composition that the Committee believes necessary. Changes may include, but are not limited to, the addition or deletion of Board or committee seats or the removal of Board members from the Board or committees due to lack of independence. Any changes should be in accordance with Company Bylaws and Corporate Governance Guidelines.
4. Evaluate the performance of the Board and Board committees (including the Committee) on an annual basis and report findings to the Board.
5. In consultation with the CEO, annually develop and recommend to the Board, plans for the succession of the CEO and, in conjunction therewith, review and recommend succession plans for selected senior executive officers of the Company.
6. Review and work with Company management to develop and implement Director orientation programs in accordance with the Company's Corporate Governance Guidelines.
7. Nominate for Board approval the Chairman and the Lead Director, unless there is an independent Board Chairman, and evaluate and make recommendations to the

- Board regarding the role of the Chairman and/or Lead Director pursuant to the Company's Corporate Governance Guidelines.
8. Ensure each committee has a charter and that each charter complies with current laws and regulations. The Committee shall review each charter at least annually and recommend necessary adjustments to the Board.
 9. Review and make recommendations to the Board regarding matters referred to the Committee as provided in the Company's Code of Business Conduct and Code of Business Conduct for the Board of Directors.
 10. Formulate the Company's Corporate Governance Guidelines and, at least on an annual basis, recommend to the Board any changes deemed necessary.
 11. Evaluate and make recommendations to the Board regarding any shareholder proposals.

Adopted: August 17, 2004