



# GMI EXECUTIVE PAY SCORECARD<sup>SM</sup>

Data & analysis provided by GMI-The Independent Leader in Corporate Governance and ESG&A

20 Jan 2012

## Family Dollar Stores, Inc.

FDO NYSE

Retail - Discount Stores

Market Capitalization USD:

**\$6,115.49 mm**

**CONCERN LEVEL: LOW**

- 1 The CEO's total remuneration is within the typical market range for the relevant industry and market cap.
- 2 The ratio between the CEO's pay and the median pay of the other named executive officers is 3X or less.
- 3 The CEO's annual cash incentives rose or fell in line with annual performance.
- 4 The CEO received no more than one annual cash bonus this fiscal year.
- 5 The CEO's equity remuneration reflected the company's share price movement over the last five years.
- 6 The company only pays long-term incentives to the CEO for above median performance against a peer group.
- 7 The company's dilution from equity incentives is 10 percent or less.
- 8 Unvested equity lapses when the CEO's employment is terminated.
- 9 The CEO's potential cash severance payment is capped at two times annual cash remuneration.
- 10 The accrued benefits of the CEO's post-retirement income are within the typical market range for the relevant market cap bracket.

**CEO: Howard R. Levine**

**Age: 52**

**CEO Since: 1998**

	2009	2010	2011
<b>Base Salary</b>	\$948,654	\$998,464	\$1,030,289
<b>Discretionary Bonus</b>	\$0	\$0	\$0
<b>Annual Cash Incentive</b>	\$1,894,615	\$1,560,095	\$982,253
<b>Benefits and Perquisites</b>	\$122,705	\$94,766	\$101,737
<b>TOTAL ANNUAL COMPENSATION</b>	<b>\$2,965,974</b>	<b>\$2,653,325</b>	<b>\$2,114,279</b>
<b>Increase in Post-Retirement Benefits</b>	\$0	\$0	\$0
<b>Stock Option Awards</b>	\$1,308,528	\$1,258,630	\$1,197,158
<b>Stock Awards</b>	\$1,391,051	\$1,391,051	\$1,435,958
<b>TOTAL COMPENSATION</b>	<b>\$5,948,612</b>	<b>\$5,303,006</b>	<b>\$4,747,395</b>
<b>Median of Other Named Executive Officers Total Compensation</b>	\$1,991,142	\$1,664,319	\$1,510,293
<b>Value Realized on Exercise of Stock Option</b>	\$1,358,000	\$2,742,090	\$2,091,564
<b>Value Realized on Vesting of Stock</b>	\$1,051,200	\$1,486,316	\$3,492,602
<b>TOTAL REALIZED EQUITY COMPENSATION</b>	<b>\$2,409,200</b>	<b>\$4,228,406</b>	<b>\$5,584,166</b>

Proxy Date: 5 Dec 2011

Annual Meeting Date: 19 Jan 2012

Equity Reserves: 11.08%

Stock Option Run Rate: 0.43%

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# Family Dollar Stores, Inc.

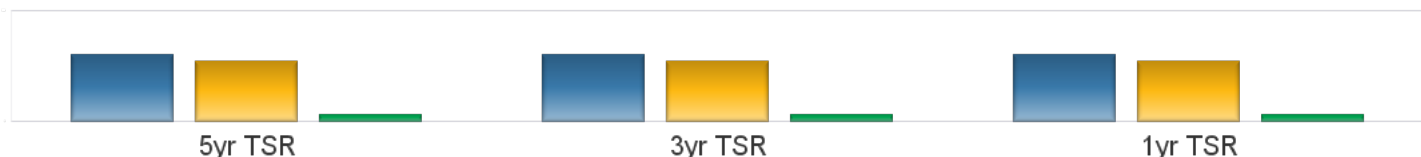
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Retail - Discount Stores

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## Performance Comparison

■ vs S&P500   ■ vs Industry   ■ FDO



## Peer Comparisons (TRBC) = Cyclical Consumer Goods / Services

### Total Summary CEO Compensation

Ticker	Company Name	2009	2010	2011	Market Cap
FDO	Family Dollar Stores, Inc.	\$5,948,612	\$5,303,006	\$4,747,395	\$6,115,487,674
JWN	Nordstrom, Inc.	\$4,340,209	\$5,951,085		\$9,712,040,605
OMC	Omnicom Group Inc.	\$7,884,598	\$10,768,846		\$10,295,785,320
ORLY	O'Reilly Automotive, Inc.	\$3,541,095	\$4,896,696		\$9,057,934,394
GME	GameStop Corp.	\$4,313,153	\$5,271,951		\$3,212,719,540
HPT	Hospitality Properties Trust	\$98,340	\$145,965		\$2,620,933,409
HST	Host Hotels & Resorts, Inc.	\$4,632,913	\$7,538,424		\$7,725,197,921

To insure consistency, peer comparisons are based on a combination of TRBC Industry and Sector classifications and company market caps.

Missing peer pay figures for 2011 are due to differences in company filing schedules.

### Pay Peer Group

Hay Retail Industry Database, which contains information on almost 100 U.S. retail companies, including most of our direct competitors, such as Big Lots, Inc., Dollar General Corporation, Dollar Tree, Inc. and Wal-Mart Stores, Inc. The complete database is disclosed in Appendix A of the Proxy.

### Performance Peer Group

2009-2011 and 2010-2012 Performance Periods: 99 Cent Only Stores, Advance Auto Parts Inc., Big Lots, Inc., Casey's General Stores, Inc., The Cato Corporation, Collective Brands, Inc., Dollar Tree Inc., Duckwall-ALCO Stores, Inc., Fred's Inc., Kohl's Corporation, Rite Aid Corporation, Ross Stores Inc., SuperValu Inc., Target Corporation, The Pantry, Inc., Walgreen Company and Wal-Mart Stores, Inc.

## COMPENSATION COMMITTEE MEMBERS

Director	Membership	Age	Gender	Tenure	Independence
Dale C. Pond	Chairman	65	Male	6	Outside
Edward C. Dolbv	Member	66	Male	9	Outside
Pamela Lewis Davies	Member	54	Female	3	Outside
Sharon Allred Decker	Member	54	Female	13	Outside

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