

**IN THE UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF COLUMBIA**

THE STATE OF FLORIDA)
By Attorney General Pamela Jo Bondi)
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THE STATE OF MAINE)
By Attorney General Janet T. Mills)
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THE STATE OF MISSOURI)
By Attorney General Chris Koster)
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THE STATE OF ALABAMA)
By Attorney General Luther Strange)
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THE STATE OF INDIANA)
By Attorney General Gregory F. Zoeller)
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THE STATE OF IOWA)
By Attorney General Thomas J. Miller)
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THE STATE OF MARYLAND)
By Attorney General Brian E. Frosh)
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THE COMMONWEALTH OF MASSACHUSETTS)
By Attorney General Maura Healey)
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THE STATE OF MISSISSIPPI)
By Attorney General Jim Hood)
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THE STATE OF NEBRASKA)
By Attorney General Douglas J. Peterson)
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THE STATE OF OKLAHOMA)
By Attorney General E. Scott Pruitt)
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THE COMMONWEALTH OF PENNSYLVANIA)
By Attorney General Kathleen Kane)
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THE STATE OF TENNESSEE)
By Attorney General Herbert H. Slatery III)
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THE STATE OF VERMONT)
By Attorney General William H. Sorrell)
)

Civil Case No. _____

THE COMMONWEALTH OF VIRGINIA)
By Attorney General Mark R. Herring)
)
THE STATE OF UTAH)
By Attorney General Sean D. Reyes)
)
THE STATE OF WEST VIRGINIA)
By Attorney General Patrick Morrissey)
)
Plaintiffs,)
)
vs.)
)
DOLLAR TREE, INC.,)
a corporation;)
)
and)
)
FAMILY DOLLAR STORES, INC.,)
a corporation)
)
Defendants.)
_____)

COMPLAINT

The States of Florida, Maine, Missouri, Alabama, Indiana, Iowa, Maryland, Mississippi, Nebraska, Oklahoma, Tennessee, Vermont, Utah, and West Virginia, and the Commonwealths of Massachusetts, Pennsylvania, and Virginia, by and through their Attorneys General, ("Plaintiff States") for their complaint herein allege:

I. NATURE OF THE COMPLAINT

1. Plaintiff States bring this civil antitrust action to challenge the merger of two of the largest discount general merchandise retail stores. Plaintiff States allege that the proposed acquisition of Family Dollar Stores, Inc. ("Family Dollar") by Dollar Tree, Inc. ("Dollar Tree") would substantially lessen competition in numerous markets in violation of Section 7 of the Clayton Act, 15 U.S.C § 18 and in violation of Plaintiff States' applicable

state laws.

2. Plaintiff States seek permanent injunctive relief to prevent, restrain, and/or remedy the adverse effects on competition and consequent harm to the public interest that would result from Dollar Tree's acquisition of Family Dollar.

II. PARTIES, JURISDICTION, AND VENUE

3. Each Plaintiff State is a sovereign state of the United States. This action is filed on behalf of the Plaintiff States by their respective Attorneys General, each of whom is accorded the requisite authority under Section 16 of the Clayton Act, 15 U.S.C. § 26. The Plaintiff States also bring this action in their sovereign capacities and as *parens patriae* on behalf of the citizens, general welfare and economy of each of their states to prevent and restrain Dollar Tree and Family Dollar from violating Section 7 of the Clayton Act, the state statutes cited herein and common law. This authority is buttressed by equitable and common law power vested in the Attorney General and other powers conferred by state law.

4. Defendant Dollar Tree is a corporation organized, existing, and doing business under and by virtue of the laws of the Commonwealth of Virginia with its headquarters and principal place of business located at 500 Volvo Parkway, Chesapeake, Virginia.

5. Dollar Tree is, and at all relevant times has been, engaged in "commerce" as defined in Section 1 of the Clayton Act, 15 U.S.C. § 12.

6. Defendant Family Dollar is a corporation organized, existing, and doing business under and by virtue of the laws of the State of Delaware with its headquarters and principal place of business located at 10401 Monroe Road, Matthews, North Carolina.

7. Family Dollar is, and at all relevant times has been, engaged in "commerce" as defined in Section 1 of the Clayton Act, 15 U.S.C. § 12.

III. THE ACQUISITION

8. Pursuant to an Agreement and Plan of Merger dated as of July 27, 2014, as amended on September 4, 2014, Dollar Tree proposes to purchase all issued and outstanding common stock of Family Dollar in a transaction valued at approximately \$9.2 billion ("the Acquisition").

IV. THE RELEVANT PRODUCT MARKET

9. The relevant line of commerce in which to analyze the Acquisition is no narrower than discount general merchandise retail stores. "Discount general merchandise retail stores" means small-format, deep-discount retailers that sell an assortment of consumables and non-consumables, including food, home products, apparel and accessories, and seasonal items, at prices typically under \$10 (*i.e.*, dollar stores) and the retailer Wal-Mart.

10. In certain geographic markets the relevant line of commerce may be as broad as the sale of discounted general merchandise in retail stores (*i.e.*, discount general merchandise retail stores as well as supermarkets, pharmacies, mass merchandisers, and discount specialty merchandise retail stores).

11. Whether the relevant line of commerce is discount general merchandise retail stores or discounted general merchandise in retail stores depends on the specifics of the geographic market at issue, such as population density and the density and proximity of the Defendants' stores and competing retailers.

V. THE RELEVANT GEOGRAPHIC MARKETS

12. The relevant geographic markets in which to analyze the competitive effects of the Acquisition are local markets. The size of the geographic market depends on the specific area at issue. In highly urban areas, the geographic markets are generally no broader than a half-mile radius around a given store. In highly rural areas, the geographic market is generally no

narrower than a three-mile radius around a given store. In areas neither highly urban nor highly rural, the geographic market is generally within a half-mile to three-mile radius around a given store.

VI. ENTRY CONDITIONS

13. Entry into the relevant markets that is timely and sufficient to prevent or deter the expected anticompetitive effects of the Acquisition is unlikely. Entry barriers include the time, costs, and feasibility (which may be limited by restrictive-use covenants in lease agreements) associated with identifying and potentially constructing an appropriate and available location for a discount general merchandise retail store; the resources required to support one or more new stores over a prolonged ramp-up period; and the sufficient scale to compete effectively.

VII. EFFECTS OF ACQUISITION

14. The Acquisition, if consummated, is likely to substantially lessen competition in the relevant line of commerce in the following ways, among others:

- a. by eliminating direct and substantial competition between Defendants Dollar Tree and Family Dollar; and
- b. by increasing the likelihood that Defendant Dollar Tree will unilaterally exercise market power.

15. The ultimate effect of the Acquisition would be to increase the likelihood that prices of discounted general merchandise will increase, and that the quality, selection, and services associated with the sale of such merchandise will decrease, in the relevant geographic markets.

VIII. VIOLATIONS ALLEGED

A. First Cause of Action

16. Plaintiff States repeat and reallege every preceding allegation as if fully set forth herein.

17. The agreement described in Paragraph 8 constitutes a violation of Section 7 of the Clayton Act, as amended, 15 U.S.C. § 18.

B. Second Cause of Action

18. Plaintiff States repeat and reallege every preceding allegation as if fully set forth herein.

19. The Merger, if consummated, would violate or threaten to violate the prohibitions contained in the following state statutes:

- a. Florida: Florida Antitrust Act, Fla. Stat. § 542.28, *et seq.* and the Florida Deceptive and Unfair Trade Practice Act, Fla. Stat. § 501.201, *et seq.*
- b. Maine: Maine Monopolies and Profiteering law, 10 M.R.S. § 1101 *et seq.*
- c. Missouri: Missouri Antitrust Act, Mo. Rev. Stat. §§ 416.011-416.161.
- d. Alabama: Alabama Unlawful Trade Practices Act, Ala. Code § 8-19-5, *et seq.*
- e. Indiana: Indiana Antitrust Act, Ind. Code § 24-1 *et seq.*
- f. Iowa: Iowa Code Chapter 553 (the Iowa Competition Law).
- g. Maryland: Maryland Antitrust Act, Md. Code Ann., Com. Law § 11-201. *et seq.*
- h. Massachusetts: The Massachusetts Consumer Protection Act, Mass. Gen. Laws ch. 93A, § 2.

- i. Mississippi: Mississippi Antitrust Act, Miss. Code Ann. Section 75-21-1 *et seq.*
- j. Oklahoma: Oklahoma Antitrust Reform Act, 79 O.S. § 201 *et seq.*
- k. Nebraska: Nebraska: Nebraska Consumer Protection Act, Neb. Rev. Stat. § 59-1601 *et seq.* and Nebraska Attorney General's Antitrust Authority, Neb. Rev. Stat. § 84-211 through § 84-214.
- l. Pennsylvania: The Commonwealth of Pennsylvania asserts a claim under Pennsylvania common law doctrine against unreasonable restraint of trade. The Commonwealth of Pennsylvania, by and through its Attorney General, can bring an antitrust suit as *parens patriae* on behalf of natural persons. *See* Commonwealth Attorneys Act, 71 P.S. § 732-204 (c).
- m. Tennessee: Tennessee Trade Practices Act, Tenn. Code Ann. § 47-25-101 *et seq.*
- n. Virginia: The Virginia Antitrust Act, Virginia Code § 59.1-9.1 to 9.17.
- o. Vermont: Vermont Consumer Protection Act, 9 V.S.A. §§ 2451, *et. seq.*
- p. Utah: Utah Antitrust Act, Utah Code Sections 76-10-3101 through 76-10-3118.
- q. West Virginia: The West Virginia Antitrust Act, W.Va. Code §§ 47-18-1 *et seq.*

IX. REQUESTED RELIEF

Accordingly, the Plaintiff States request this Court:

- (A) Adjudicate that the acquisition by Dollar Tree of Family Dollar violates Section 7 of the Clayton Act, 15 U.S.C. § 18, and the laws of the Plaintiff States as alleged above;

- (B) Preliminarily and permanently enjoin Dollar Tree from carrying out the Merger, or from combining its own and Family Dollar's assets and operations in any other manner;
- (C) Award Plaintiff States their reasonable costs and attorneys' fees; and
- (D) Award such other further relief as the Court may deem just and proper.

Respectfully submitted,

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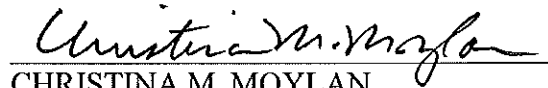
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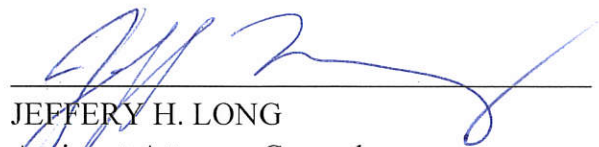
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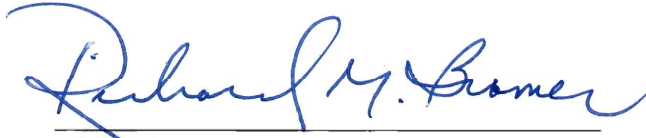
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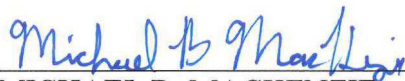
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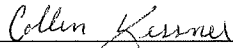
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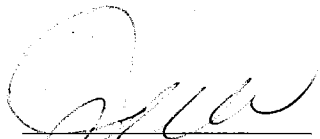
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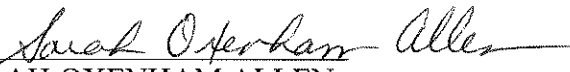
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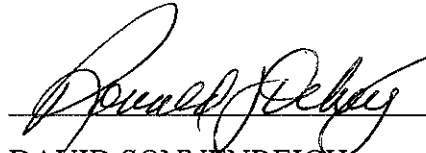
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