

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT
<b>NATURE OF CONVEYANCE:</b>	Confirmation of Corporate Changes

**CONVEYING PARTY DATA**

Name	Formerly	Execution Date	Entity Type
Dollar General Intellectual Property, L.P.		09/29/2005	LIMITED PARTNERSHIP: VERMONT

**RECEIVING PARTY DATA**

<b>Name:</b>	Dollar General Corporation
<b>Street Address:</b>	100 Mission Ridge
<b>City:</b>	Goodlettsville
<b>State/Country:</b>	TENNESSEE
<b>Postal Code:</b>	37072
<b>Entity Type:</b>	CORPORATION: TENNESSEE

**PROPERTY NUMBERS Total: 66**

Property Type	Number	Word Mark
Registration Number:	2564327	A BETTER LIFE FOR EVERYONE!
Registration Number:	2654637	AMERICAN VALUE
Registration Number:	2840528	AMERICAN VALUE
Serial Number:	78127830	AMERICAN VALUE
Registration Number:	797552	CLOVER VALLEY
Registration Number:	833446	CLOVER VALLEY
Registration Number:	2679921	CLOVER VALLEY
Registration Number:	2498548	CLOVER VALLEY
Registration Number:	2517967	COUNTRY ELEMENTS
Registration Number:	2327189	CROSSBOW
Registration Number:	2333669	CROSSBOW
Registration Number:	2388304	CROSSBOW
Registration Number:	2499318	DG

**OP \$1665.00 2564327**

Registration Number:	2130040	DG
Registration Number:	2385253	DG
Registration Number:	2702790	DG GUARANTEE
Registration Number:	2433937	DG GUARANTEE
Registration Number:	881060	DOLLAR GENERAL
Serial Number:	78272956	DOLLAR GENERAL
Registration Number:	2673316	DOLLAR GENERAL
Registration Number:	2443284	DOLLAR GENERAL \$1 EVERY DAY
Registration Number:	1972697	DOLLAR GENERAL
Registration Number:	2478427	DOLLAR GENERAL EVERY DAY
Registration Number:	2478358	DOLLAR GENERAL EVERY DAY
Registration Number:	2382419	DOLLAR GENERAL GOLF CLASSIC
Registration Number:	2384856	DOLLAR GENERAL GOLF CLASSIC
Registration Number:	2912893	DOLLAR GENERAL MARKET
Registration Number:	2210926	DOLLAR GENERAL OUR NAME SAYS IT ALL.
Registration Number:	2947983	DOLLAR GENERAL
Registration Number:	2947982	DOLLAR GENERAL
Registration Number:	2947979	DOLLAR GENERAL
Serial Number:	78407203	DOLLAR GENERAL
Registration Number:	2947981	DOLLAR GENERAL
Registration Number:	1651816	EVERY DAY IS DOLLAR DAY!...AT YOUR DOLLAR GENERAL STORE
Serial Number:	78642660	EZSTORE
Registration Number:	2553059	FAMILY TRADITIONS
Registration Number:	2488144	FAMILY TRADITIONS
Registration Number:	2522829	FINE & DANDY
Serial Number:	78467049	FRESHDALE FARMS
Registration Number:	1986968	GENERAL STORE
Registration Number:	1494217	GENERAL STORY
Registration Number:	2534603	GOT A MINUTE? GET A LOT!
Registration Number:	2614861	HOLIDAY STYLE
Registration Number:	2599690	KISSY KISSY HUG HUG
Registration Number:	2589304	KITCHEN ELEMENTS
Registration Number:	1735722	LAURA KATHERINE
Registration Number:	2412180	MY PAL

Registration Number:	1791692	MY PAL
Registration Number:	2355987	MY PAL
Registration Number:	2546014	MY PAL BUILDING BLOCKS FOR LITTLE WARDROBES.
Registration Number:	1752567	OPEN TRAILS
Registration Number:	1424943	OPEN TRAILS
Registration Number:	2258138	OPEN TRAILS
Registration Number:	1726693	PENNY LANE
Registration Number:	2402825	POWERIZE
Registration Number:	1705134	PREMIER INTERNATIONAL
Registration Number:	2556093	PREMIER INTERNATIONAL
Registration Number:	2317225	PREMIER INTERNATIONAL
Registration Number:	2400609	PREMIER INTERNATIONAL
Registration Number:	1493097	S STORY
Registration Number:	2602816	SAVE TIME. SAVE MONEY. DOLLAR GENERAL
Registration Number:	2418285	STOW AWAYS
Serial Number:	78467058	SUNRISE HILL
Registration Number:	1642403	THE TOWN'S MOST UNUSUAL STORE
Registration Number:	1952315	UNI-LAB
Registration Number:	2576769	VICTORIAN BEAUTY

**CORRESPONDENCE DATA**

Fax Number: (404)962-6836  
*Correspondence will be sent via US Mail when the fax attempt is unsuccessful.*  
Phone: 404-885-3697  
Email: trademarks@troutmansanders.com  
Correspondent Name: Anne E. Yates, Esq.  
Address Line 1: 600 Peachtree Street, N.E.  
Address Line 2: Troutman Sanders LLP - Suite 5200  
Address Line 4: Atlanta, GEORGIA 30308-2216

ATTORNEY DOCKET NUMBER:	20566.19
NAME OF SUBMITTER:	Anne E. Yates, Esq.
Signature:	/aey/
Date:	11/09/2005

Total Attachments: 31  
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## CONFIRMATION OF CORPORATE CHANGES

**THIS CONFIRMATION OF CORPORATE CHANGES** (the "Agreement") is made and entered into effective as of September 29, 2005 (the "Effective Date"), by and between Dollar General Intellectual Property, L.P. ("DGIP") and DOLLAR GENERAL CORPORATION ("Dollar").

### RECITALS

**WHEREAS**, DGIP and its limited and general partners have undergone various corporate changes; and

**WHEREAS**, DGIP and DGP wish to confirm the corporate changes and the accompanying change of ownership of the trademark applications and registrations formerly owned by DGIP as set forth on the attached Exhibit A.

### TERMS AND CONDITIONS

**NOW, THEREFORE**, in consideration of these premises and for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, the Parties, intending to be legally bound, covenant and agree as follows:

1. Effective as of September 29, 2005, DGIP, a Vermont limited partnership, was dissolved.
2. Prior to its dissolution, the DGIP limited partnership consisted of The Greater Cumber Insurance Company ("GCIC"), a Vermont corporation, as the sole limited partner, and Dade Lease Management, Inc. ("Dade"), a Delaware corporation, as the sole general partner.
3. On September 28, 2005, GCIC merged with and into Dollar General Financial, Inc. ("Financial"), a Tennessee corporation, pursuant to which Financial was the sole surviving entity and the successor to the sole limited partnership interest in DGIP.
4. On September 29, 2005, Financial merged with and into Dollar General Corporation ("Dollar"), a Tennessee corporation, pursuant to which Dollar was the sole surviving entity and the successor to the sole limited partnership interest in DGIP.
5. On September 29, 2005, Dade merged with and into Dollar, pursuant to which Dollar was the sole surviving entity and the successor to the sole general partnership interest in DGIP.
6. The terms of DGIP's partnership agreement provided that DGIP would automatically dissolve upon acquisition of all partnership interests by a single entity. As outlined above, Dollar acquired all partnership interests in DGIP on September 29, 2005. Accordingly, on that date, DGIP dissolved and Dollar became the successor in interest to all of the assets and liabilities of DGIP, including without limitation, the trademarks applications and registrations set forth on the attached Exhibit A.
7. Dollar is the owner of all right, title and interest in and to the trademark applications and registrations set forth on the attached Exhibit A.
8. The corporate documents and documents from the various secretaries of states confirming the foregoing corporate changes are attached hereto collectively as Exhibit B.

IN WITNESS WHEREOF, the parties have caused this Agreement to be executed as of the Effective Date.

**"DGIP"**

**Dollar General Intellectual Property, L.P.**  
**By Dade Lease Management, Inc., its general partner**

By: Anita C Elliott

Name: Anita Elliott

Its: Senior Vice-President & Controller

**"DOLLAR"**

**Dollar General Corporation**

By: David M. Tehle

Name: David M. Tehle

Its: Executive Vice-President and CFO

**EXHIBIT A**

COUNTRY	MARK	FILING DATE	SERIAL NUMBER	REGISTRATION DATE	REGISTRATION NO.
U.S.	A BETTER LIFE FOR EVERYONE	1/27/2000	75/910,326	4/23/2002	2,564,327
U.S.	AMERICAN VALUE	8/20/1998	75/539,831	11/26/2002	2,654,637
U.S.	AMERICAN VALUE	12/28/1999	75/881,472	5/11/2004	2,840,528
U.S.	AMERICAN VALUE	5/10/2002	78/127,830		
U.S.	CLOVER VALLEY	5/7/1964	72/192,917	10/12/1965	797,552
U.S.	CLOVER VALLEY	1/20/1966	72/236,896	8/8/1967	833,446
U.S.	CLOVER VALLEY	4/30/2001	76/247,546	1/28/2003	2,679,921
U.S.	CLOVER VALLEY	2/19/1997	75/244,186	10/16/2001	2,498,548
U.S.	COUNTRY ELEMENTS	1/5/1999	75/616,036	12/11/2001	2,517,967
U.S.	CROSSBOW	11/25/1997	75/395,704	3/7/2000	2,327,189
U.S.	CROSSBOW	11/25/1997	75/395,705	3/21/2000	2,333,669
U.S.	CROSSBOW Stylized	4/30/1998	75/477,090	9/19/2000	2,388,304
U.S.	DG	9/25/1998	75/559,531	10/23/2001	2,499,318
U.S.	DG	8/27/1996	75/158,124	1/20/1998	2,130,040
U.S.	DG & Design	6/10/1999	75/722,631	9/12/2000	2,385,253
U.S.	DG GUARANTEE	8/26/1998	75/542,978	4/1/2003	2,702,790
U.S.	DG GUARANTEE	8/26/1998	75/542,968	3/6/2001	2,433,937
U.S.	DOLLAR GENERAL	11/1/1968	72/314,664	11/18/1969	881,060
U.S.	DOLLAR GENERAL	7/10/2003	78/272,956		
U.S.	DOLLAR GENERAL	9/6/2001	78/082,988	1/7/2003	2,673,316
U.S.	DOLLAR GENERAL \$1 EVERYDAY & Design	3/19/1999	75/663,644	4/10/2001	2,443,284
U.S.	DOLLAR GENERAL & Design in Rectangle (lined for yellow and red)	4/6/1995	74/656,866	5/7/1996	1,972,697
U.S.	DOLLAR GENERAL EVERY DAY	3/19/1999	75/663,645	8/14/2001	2,478,427
U.S.	DOLLAR GENERAL EVERY DAY & Design	9/21/1998	75/556,288	8/14/2001	2,478,358
U.S.	DOLLAR GENERAL	12/30/1998	75/613,535	9/5/2000	2,382,419

COUNTRY	MARK	FILING DATE	SERIAL NUMBER	REGISTRATION DATE	REGISTRATION NO.
	GOLF CLASSIC				
U.S	DOLLAR GENERAL GOLF CLASSIC & Design	12/30/1998	75/613,530	9/12/2000	2,384,856
U.S	DOLLAR GENERAL MARKET	7/10/2003	78/272,954	12/21/2004	2,912,893
U.S	DOLLAR GENERAL OUR NAME SAYS IT ALL & Design	10/24/1997	75/378,594	12/15/1998	2,210,926
U.S	DOLLAR GENERAL Stylized (black stacked letters on yellow background outlined in red)	4/23/2004	78/407,359	5/10/2005	2,947,983
U.S	DOLLAR GENERAL Stylized (yellow letters on one line)	4/23/2004	78/407,336	5/10/2005	2,947,982
U.S	DOLLAR GENERAL Stylized (yellow letters with black outline on one line)	4/23/2004	78/407,276	5/10/2005	2,947,979
U.S	DOLLAR GENERAL Stylized (yellow stacked letters with black outline)	4/23/2004	78/407,203		
U.S	DOLLAR GENERAL Stylized (yellow stacked letters)	4/23/2004	78/407,315	5/10/2005	2,947,981
U.S	EVERY DAY IS DOLLAR DAY!...AT YOUR DOLLAR GENERAL STORE	5/17/1990	74/059,675	7/23/1991	1,651,816
U.S	EZSTORE	6/2/2005	78/642,660		
U.S	FAMILY TRADITIONS	9/21/1998	75/556,233	3/26/2002	2,553,059
U.S	FAMILY TRADITIONS & Design	9/21/1998	75/556,208	9/11/2001	2,488,144
U.S	FINE & DANDY	4/11/2001	78/058,005	12/25/2001	2,522,829
U.S	FRESHDALE FARMS	8/13/2004	78/467,049	XXX	XXX
U.S	GENERAL STORE	6/7/1995	74/685,550	7/16/1996	1,986,968



COUNTRY	MARK	FILING DATE	SERIAL NUMBER	REGISTRATION DATE	REGISTRATION NO.
U.S	GENERAL STORY	10/7/1987	73/688,444	6/28/1988	1,494,217
U.S	GOT A MINUTE? GET A LOT!	7/7/1999	75/744,392	1/29/2002	2,534,603
U.S	HOLIDAY STYLE	6/15/2001	76/272,303	9/3/2002	2,614,861
U.S	KISSY KISSY HUG HUG	8/2/2001	78/077,121	7/23/2002	2,599,690
U.S	KITCHEN ELEMENTS	2/24/2000	75/927,352	7/2/2002	2,589,304
U.S	LAURA KATHERINE	11/2/1990	74/112,725	11/24/1992	1,735,722
U.S	MY PAL	8/18/1999	75/778,626	12/12/2000	2,412,180
U.S	MY PAL	4/27/1992	74/269,410	9/7/1993	1,791,692
U.S	MY PAL & Design	4/30/1998	75/477,380	6/6/2000	2,355,987
U.S	MY PAL BUILDING BLOCKS FOR LITTLE WARDROBES & Design	3/7/2000	75/955,238	3/12/2002	2,546,014
U.S	OPEN TRAILS	6/18/1992	74/285,875	2/16/1993	1,752,567
U.S	OPEN TRAILS	6/2/1986	73/601,917	1/13/1987	1,424,943
U.S	OPEN TRAILS & Design	4/30/1998	75/477,381	6/29/1999	2,258,138
U.S	PENNY LANE	11/2/1990	74/112,783	10/20/1992	1,726,693
U.S	POWERIZE	3/29/1999	75/669,223	11/7/2000	2,402,825
U.S	PREMIER INTERNATIONAL	10/7/1991	74/209,674	8/4/1992	1,705,134
U.S	PREMIER INTERNATIONAL	10/23/2000	78/031,956	4/2/2002	2,556,093
U.S	PREMIER INTERNATIONAL	5/11/1998	75/483,286	2/8/2000	2,317,225
U.S	PREMIER INTERNATIONAL & Design	5/11/1998	75/483,285	10/31/2000	2,400,609
U.S	S STORY & Caricature	10/7/1987	73/688,443	6/21/1988	1,493,097
U.S	SAVE TIME. SAVE MONEY. DOLLAR GENERAL	4/11/2000	78/003,468	7/30/2002	2,602,816
U.S	STOW AWAYS	2/23/1999	75/648,197	1/2/2001	2,418,285
U.S	SUNRISE HILL	8/13/2004	78/467,058		

COUNTRY	MARK	FILING DATE	SERIAL NUMBER	REGISTRATION DATE	REGISTRATION NO.
U.S	THE TOWN'S MOST UNUSUAL STORE	5/18/1990	74/060,189	4/23/1991	1,642,403
U.S	UNI-LAB & Design	4/25/1994	74/516,212	1/30/1996	1,952,315
U.S	VICTORIAN BEAUTY	4/11/2001	78/057,970	6/4/2002	2,576,769
Canada	DOLLAR GENERAL	12/17/2004	1241198		
European Union	DOLLAR GENERAL	5/20/2004	3846573		
Hong Kong	DOLLAR GENERAL	3/1/2003	03117/2003	3/1/2003	2004B01969
Hong Kong	DOLLAR GENERAL in Chinese Characters	7/4/2003	300042443	7/4/2003	300042443

**EXHIBIT B**

**Secretary of State**

**Division of Business Services**

**312 Eighth Avenue North**

**6th Floor, William R. Snodgrass Tower**

**Nashville, Tennessee 37243**

**DATE: 09/30/05**

**REQUEST NUMBER: 5567-1191**

**TELEPHONE CONTACT: (615) 741-2286**

**FILE DATE/TIME: 09/29/05 1609**

**EFFECTIVE DATE/TIME: 09/29/05 1609**

**CONTROL NUMBER: 0351611**

**TO:**

**DOLLAR GENERAL CORPORATION  
104 WOODMONT BLVD.  
SUITE 500  
NASHVILLE, TN 37205**

**RE:**

**DOLLAR GENERAL CORPORATION  
ARTICLES OF MERGER**

**THIS WILL ACKNOWLEDGE THE FILING OF THE ATTACHED ARTICLES OF MERGER WITH AN EFFECTIVE DATE AS INDICATED ABOVE.**

**WHEN CORRESPONDING WITH THIS OFFICE OR SUBMITTING DOCUMENTS FOR FILING, PLEASE REFER TO THE CORPORATION CONTROL NUMBER GIVEN ABOVE.**

**PLEASE BE ADVISED THAT THIS DOCUMENT MUST ALSO BE FILED IN THE OFFICE OF THE REGISTER OF DEEDS IN THE COUNTY WHEREIN A CORPORATION HAS ITS PRINCIPAL OFFICE IF SUCH OFFICE IS IN TENNESSEE AND IN THE COUNTY IN WHICH THE NEW OR SURVIVING CORPORATION SHALL HAVE ITS PRINCIPAL OFFICE IF SUCH OFFICE IS IN TENNESSEE.**

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**FOR: ARTICLES OF MERGER**

**ON DATE: 09/30/05**

**FROM:  
DOLLAR GENERAL CORP (104 WOODMONT/NASHVI  
104 WOODMONT BLVD  
S-500  
NASHVILLE, TN 37205-0000**

**RECEIVED: FEES \$100.00 \$0.00  
TOTAL PAYMENT RECEIVED: \$100.00**

**RECEIPT NUMBER: 00003806628  
ACCOUNT NUMBER: 00214356**



*Riley C. Darnell*

**RILEY C. DARNELL  
SECRETARY OF STATE  
TRADEMARK**

**REEL: 003191 FRAME: 0890**

RECEIVED  
 THE OFFICE OF THE  
 SECRETARY OF STATE  
 NASHVILLE, TENNESSEE  
 NOV 09 2005 4:09 PM  
**ARTICLES OF MERGER**  
**OF**  
**DOLLAR GENERAL CORPORATION**  
**AND**  
**DOLLAR GENERAL FINANCIAL, INC.**  
 SECRETARY OF STATE

**FILED**

Pursuant to the provisions of Chapter 21 of the Tennessee Business Corporation Act (the "TBCA"), Dollar General Corporation, a Tennessee corporation ("Dollar General"), and Dollar General Financial, Inc., a Tennessee corporation ("DGF") and a wholly owned subsidiary of Dollar General, hereby adopt the following Articles of Merger (these "Articles of Merger").

1. Merger. In accordance with the provisions of the Plan of Merger, attached hereto as Exhibit A (the "Plan"), and the TBCA, DGF shall be merged (the "Merger") with and into Dollar General, the separate existence of DGF shall cease and Dollar General shall survive the Merger. Dollar General is sometimes referred to herein as the "Surviving Entity."

2. Shareholder Approval. Pursuant to the TBCA, neither the shareholders of Dollar General nor the shareholders of DGF were required to approve the Plan.

3. Board Approval. The Board of Directors of Dollar General approved the Plan on November 30, 2004, and the Board of Directors of DGF approved the Plan on September 23, 2005.

4. Compliance with Law. The Plan and the performance of the terms of the Plan were duly authorized by all action required under the laws of the State of Tennessee and by Dollar General's Charter and by DGF's Charter.

5. Effective Date. The Merger shall become effective when these duly executed Articles of Merger shall have been filed with the Secretary of State of the State of Tennessee.

[REMAINDER OF PAGE INTENTIONALLY LEFT BLANK]

These Articles of Merger are hereby approved and executed as of this 29 day of September, 2005, on behalf of each of such corporations by their duly authorized respective officers.

**DOLLAR GENERAL CORPORATION**

By: David M. Tehle

Name: David M. Tehle

Title: Executive Vice President and Chief Financial Officer

**DOLLAR GENERAL FINANCIAL, INC.**

By: Anita C. Elliott

Name: Anita C. Elliott

Title: Senior Vice President and Contoller

AGREEMENT AND PLAN OF MERGER  
OF  
DOLLAR GENERAL CORPORATION  
AND  
DOLLAR GENERAL FINANCIAL, INC.

Pursuant to the provisions of Section 48-21-105 of the Tennessee Business Corporation Act (the "TBCA") Dollar General Corporation, a Tennessee corporation ("Dollar General"), and Dollar General Financial, Inc., a Tennessee corporation ("DG Financial") and a wholly owned subsidiary of Dollar General, hereby adopt the following Agreement and Plan of Merger (this "Plan of Merger").

In consideration of the premises and for other good and valuable consideration, the sufficiency of which hereby is acknowledged, the parties agree as follows:

1. Merger. In accordance with the provisions of this Plan of Merger and the TBCA, DG Financial shall be merged (the "Merger") with and into Dollar General, the separate existence of DG Financial shall cease and Dollar General shall survive the Merger. Dollar General is sometimes referred to herein as the "Surviving Entity."
2. Cancellation of Shares. On the effective date of the Merger, each share of the common stock of DG Financial issued and outstanding immediately prior to the effective date of the Merger shall be cancelled.
3. Abandonment. At any time before the effective date of the Merger, this Plan of Merger may be terminated and the Merger may be abandoned for any reason whatsoever by the Chief Executive Officer, Chief Financial Officer or Controller of Dollar General.
4. Effect of the Merger. On the effective date of the Merger, all of the property (both real and personal), rights, privileges, franchises, patents, trademarks, copyrights, licenses, registrations and other assets of every kind and description of DG Financial shall vest in Dollar General, as the Surviving Entity, without further act or deed, and all property (both real and personal), rights and every other interest of DG Financial shall become the property of Dollar General as the Surviving Entity. At any time after the effective date of the merger, the Surviving Entity shall have the power and authority to take any action in the name and on behalf of DG Financial in order to carry out and effectuate the transactions contemplated by this Plan of Merger, including, without limitation, the execution and delivery of any and all documents, deeds and instruments necessary or desirable to vest in the Surviving Entity record title and possession of the assets of DG Financial.
5. Effective Date. The Merger shall become effective when duly executed Articles of Merger meeting the requirements of the TBCA shall have been filed with the Secretary of State of the State of Tennessee.

[REMAINDER OF PAGE INTENTIONALLY LEFT BLANK]

IN WITNESS WHEREOF, this Agreement and Plan of Merger is hereby approved and executed as of this 29 day of September, 2005, on behalf of each of such corporations by their duly authorized respective officers.

DOLLAR GENERAL CORPORATION

By: David M. Tehle  
Name: David M. Tehle  
Title: Executive Vice President and Chief Financial Officer

DOLLAR GENERAL FINANCIAL, INC.

By: Anita C. Elliott  
Name: Anita C. Elliott  
Title: Senior Vice President and Controller



Secretary of State  
Division of Business Services  
312 Eighth Avenue North  
6th Floor, William R. Snodgrass Tower  
Nashville, Tennessee 37243

DATE: 09/30/05  
REQUEST NUMBER: 5567-1185  
TELEPHONE CONTACT: (615) 741-2286  
FILE DATE/TIME: 09/29/05 1609  
EFFECTIVE DATE/TIME: 09/29/05 1609  
CONTROL NUMBER: 0351611

TO:  
DOLLAR GENERAL CORPORATION  
104 WOODMONT BLVD.  
STE 500  
NASHVILLE, TN 37205

RE:  
DOLLAR GENERAL CORPORATION  
ARTICLES OF MERGER

THIS WILL ACKNOWLEDGE THE FILING OF THE ATTACHED ARTICLES OF MERGER WITH AN EFFECTIVE DATE AS INDICATED ABOVE.

WHEN CORRESPONDING WITH THIS OFFICE OR SUBMITTING DOCUMENTS FOR FILING, PLEASE REFER TO THE CORPORATION CONTROL NUMBER GIVEN ABOVE.

PLEASE BE ADVISED THAT THIS DOCUMENT MUST ALSO BE FILED IN THE OFFICE OF THE REGISTER OF DEEDS IN THE COUNTY WHEREIN A CORPORATION HAS ITS PRINCIPAL OFFICE IF SUCH OFFICE IS IN TENNESSEE AND IN THE COUNTY IN WHICH THE NEW OR SURVIVING CORPORATION SHALL HAVE ITS PRINCIPAL OFFICE IF SUCH OFFICE IS IN TENNESSEE.

FOR: ARTICLES OF MERGER

ON DATE: 09/30/05

FROM:  
DOLLAR GENERAL CORP (104 WOODMONT/NASHVI  
104 WOODMONT BLVD  
S-500  
NASHVILLE, TN 37205-0000

RECEIVED: FEES \$100.00 \$0.00  
TOTAL PAYMENT RECEIVED: \$100.00

RECEIPT NUMBER: 00003806624  
ACCOUNT NUMBER: 00214356



*Riley C. Darnell*

RILEY C. DARNELL  
SECRETARY OF STATE

TRADEMARK  
REEL: 003191 FRAME: 0895

RECEIVED  
 STATE OF TENNESSEE  
 ARTICLES OF MERGERS  
 OF  
 DOLLAR GENERAL CORPORATION  
 AND  
 DADE LEASE MANAGEMENT, INC.  
 LEE D. BARKELL  
 SECRETARY OF STATE

SEP 29 PM 4:09

**FILED**

Pursuant to the provisions of Chapter 21 of the Tennessee Business Corporation Act (the "TBCA") and Section 252 of the Delaware General Corporation Law (the "DGCL"), Dollar General Corporation, a Tennessee corporation ("Dollar General"), and Dade Lease Management, Inc., a Delaware corporation ("Dade") and a wholly owned subsidiary of Dollar General, hereby adopt the following Articles of Merger (these "Articles of Merger").

1. Merger. In accordance with the provisions of the Plan of Merger, attached hereto as Exhibit A (the "Plan"), the TBCA and the DGCL, Dade shall be merged (the "Merger") with and into Dollar General, the separate existence of Dade shall cease and Dollar General shall survive the Merger. Dollar General is sometimes referred to herein as the "Surviving Entity."

2. Shareholder Approval. Pursuant to the TBCA and the DGCL, neither the shareholders of Dollar General nor the shareholders of Dade were required to approve the Plan.

3. Board Approval. The Board of Directors of Dollar General approved the Plan on January 18, 2005, and the Board of Directors of Dade approved the Plan on September 23, 2005.

4. Compliance with Law. The Plan and the performance of the terms of the Plan were duly authorized by all action required under the laws of the State of Tennessee and the laws of the State of Delaware and by Dollar General's Charter and Dade's Articles of Incorporation.

5. Effective Date. The Merger shall become effective when these duly executed Articles of Merger shall have been filed with the Secretary of State of the State of Tennessee and with the Secretary of State of the State of Delaware.

[REMAINDER OF PAGE INTENTIONALLY LEFT BLANK]

These Articles of Merger are hereby approved and executed as of this 29 day of September, 2005, on behalf of each of such corporations by their duly authorized respective officers.

**DOLLAR GENERAL CORPORATION**

By: David M. Tehle

Name: David M. Tehle

Title: Executive Vice President and Chief Financial Officer

**DADE LEASE MANAGEMENT, INC.**

By: Anita C. Elliott

Name: Anita C. Elliott

Title: Senior Vice President and Controller

**AGREEMENT AND PLAN OF MERGER  
OF  
DOLLAR GENERAL CORPORATION  
AND  
DADE LEASE MANAGEMENT, INC.**

Pursuant to the provisions of Section 48-21-105 of the Tennessee Business Corporation Act (the "TBCA") and Section 252 of the Delaware General Corporation Law (the "DGCL"), Dollar General Corporation, a Tennessee corporation ("Dollar General"), and Dade Lease Management, Inc., a Delaware corporation ("Dade Lease") and a wholly owned subsidiary of Dollar General, hereby adopt the following Agreement and Plan of Merger (this "Plan of Merger").

In consideration of the premises and for other good and valuable consideration, the sufficiency of which hereby is acknowledged, the parties agree as follows:

1. Merger. In accordance with the provisions of this Plan of Merger, the TBCA and the DGCL, Dade Lease shall be merged (the "Merger") with and into Dollar General, the separate existence of Dade Lease shall cease and Dollar General shall survive the Merger. Dollar General is sometimes referred to herein as the "Surviving Entity."

2. Cancellation of Shares. On the effective date of the Merger, each share of the common stock of Dade Lease issued and outstanding immediately prior to the effective date of the Merger shall be cancelled.

3. Abandonment. At any time before the effective date of the Merger, this Plan of Merger may be terminated and the Merger may be abandoned for any reason whatsoever by the Chief Executive Officer, Chief Financial Officer or Controller of Dollar General.

4. Effect of the Merger. On the effective date of the Merger, all of the property (both real and personal), rights, privileges, franchises, patents, trademarks, copyrights, licenses, registrations and other assets of every kind and description of Dade Lease shall vest in Dollar General, as the Surviving Entity, without further act or deed, and all property (both real and personal), rights and every other interest of Dade Lease shall become the property of Dollar General as the Surviving Entity. At any time after the effective date of the merger, the Surviving Entity shall have the power and authority to take any action in the name and on behalf of Dade Lease in order to carry out and effectuate the transactions contemplated by this Plan of Merger, including, without limitation, the execution and delivery of any and all documents, deeds and instruments necessary or desirable to vest in the Surviving Entity record title and possession of the assets of Dade Lease.

5. Effective Date. The Merger shall become effective when duly executed Articles of Merger meeting the requirements of the TBCA shall have been filed with the Secretary of State of the State of Tennessee and a duly executed Certificate of Merger meeting the requirements of the DGCL shall have been filed with the Secretary of State of the State of Delaware.

[REMAINDER OF PAGE INTENTIONALLY LEFT BLANK]

IN WITNESS WHEREOF, this Agreement and Plan of Merger is hereby approved and executed as of this 29 day of September, 2005, on behalf of each of such corporations by their duly authorized respective officers.

DOLLAR GENERAL CORPORATION

DADE LEASE MANAGEMENT, INC.

By: David M. Tehle  
Name: David M. Tehle  
Title: Executive Vice President and Chief  
Financial Officer

By: Anita C. Elliott  
Name: Anita C. Elliott  
Title: Senior Vice President and Controller

# Delaware

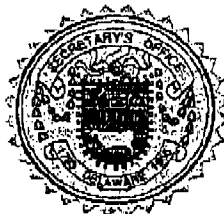
*The First State*

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF MERGER, WHICH MERGES:

"DADE LEASE MANAGEMENT, INC.", A DELAWARE CORPORATION, WITH AND INTO "DOLLAR GENERAL CORPORATION" UNDER THE NAME OF "DOLLAR GENERAL CORPORATION", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF TENNESSEE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-NINTH DAY OF SEPTEMBER, A.D. 2005, AT 11:47 O'CLOCK A.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.

4038006 8100M  
050798497



*Harriet Smith Windsor*  
Harriet Smith Windsor, Secretary of State  
AUTHENTICATION: 4192553

DATE: 09-29-05

**STATE OF DELAWARE  
CERTIFICATE OF MERGER OF  
DOMESTIC CORPORATION INTO  
FOREIGN CORPORATION**

Pursuant to Title 8, Section 252 of the Delaware General Corporation Law, the undersigned corporation executed the following Certificate of Merger:

**FIRST:** The name of each constituent corporation is Dollar General Corporation, a Tennessee corporation, and Dade Lease Management, Inc., a Delaware corporation.

**SECOND:** The Agreement of Merger has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations pursuant to Title 8, Section 252.

**THIRD:** The name of the surviving corporation is Dollar General Corporation, a TN corporation.

**FOURTH:** The Certificate of Incorporation of the surviving corporation shall be its Certificate of Incorporation.

**FIFTH:** The merger is to become effective on September 29, 2005.

**SIXTH:** The Agreement of Merger is on file at 100 Mission Ridge, Goodlettsville, TN 37072, the place of business of the surviving corporation.

**SEVENTH:** A copy of the Agreement of Merger will be furnished by the surviving corporation on request, without cost, to any stockholder of the constituent corporations.

**EIGHT:** The surviving corporation agrees that it may be served with process in the State of Delaware in any proceeding for enforcement of any obligation of the surviving corporation arising from this merger, including any suit or other proceeding to enforce the rights of any stockholders as determined in appraisal proceedings pursuant to the provisions of Section 262 of the Delaware General Corporation laws, and irrevocably appoints the Secretary of State of Delaware as its agent to accept services of process in any such suit or proceeding. The Secretary of State shall mail any such process to the surviving corporation at 100 Mission Ridge, Goodlettsville, TN 37072.  
Attn: Law Department

IN WITNESS WHEREOF, said surviving corporation has caused this certificate to be signed by an authorized officer, the 29th day of September, A.D., 2005.

By: David Tehle  
Authorized Officer

Name: David M. Tehle  
Print or Type

Title: Executive Vice President & Chief  
Financial Officer



STATE OF VERMONT  
OFFICE OF SECRETARY OF STATE

Certificate of Merger

I, Deborah L. Markowitz, Vermont Secretary of State, do hereby certify that

**THE GREATER CUMBERLAND INSURANCE COMPANY**

a Vermont domestic corporation

merged into

**DOLLAR GENERAL FINANCIAL, INC.**

a Tennessee domestic corporation

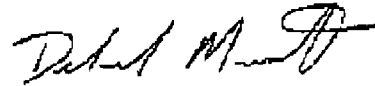
effective in this office on September 28, 2005.

The name of the surviving company is

**DOLLAR GENERAL FINANCIAL, INC.**

September 28, 2005

Given under my hand and the seal  
of the State of Vermont, at  
Montpelier, the State Capital



Deborah Markowitz  
Secretary of State



COPY

ARTICLES OF MERGER  
OF  
DOLLAR GENERAL FINANCIAL, INC.  
AND  
THE GREATER CUMBERLAND INSURANCE COMPANY

Pursuant to the provisions of Chapter 21 of the Tennessee Business Corporation Act (the "TBCA") and Chapter 11 of the Vermont Business Corporation Act (the "VBCA"), Dollar General Financial, Inc., a Tennessee corporation ("Dollar General"), and The Greater Cumberland Insurance Company, a Vermont corporation ("GCIC") and a wholly owned subsidiary of Dollar General, hereby adopt the following Articles of Merger (these "Articles of Merger").

1. Merger. In accordance with the provisions of the Plan of Merger, attached hereto as Exhibit A (the "Plan"), the TBCA and the VBCA, GCIC shall be merged (the "Merger") with and into Dollar General, the separate existence of GCIC shall cease and Dollar General shall survive the Merger. Dollar General is sometimes referred to herein as the "Surviving Entity."

2. Shareholder Approval. Pursuant to the TBCA and the VBCA, neither the shareholders of Dollar General nor the shareholders of GCIC were required to approve the Plan.

3. Board Approval. The Board of Directors of Dollar General and of GCIC each approved the Plan on September 23, 2005.

4. Compliance with Law. The Plan and the performance of the terms of the Plan were duly authorized by all action required under the laws of the State of Tennessee and the laws of the State of Vermont and by Dollar General's Charter and GCIC's Articles of Incorporation.

5. Effective Date. The Merger shall become effective when these duly executed Articles of Merger shall have been filed with the Secretary of State of the State of Tennessee and with the Secretary of State of the State of Vermont.

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VERMONT  
SECRETARY OF STATE

2005 SEP 28 AM 9:02

These Articles of Merger are hereby approved and executed as of this 28<sup>th</sup> day of September, 2005, on behalf of each of such corporations by their duly authorized respective officers.

**DOLLAR GENERAL FINANCIAL, INC.**

By: Anita C. Elliott  
Name: Anita C. Elliott  
Title: Senior Vice President and Controller

**THE GREATER CUMBERLAND INSURANCE COMPANY**

By: Wade Smith  
Name: Wade Smith  
Title: Treasurer

VERMONT  
SECRETARY OF STATE  
2005 SEP 28 AM 9:02

**AGREEMENT AND PLAN OF MERGER  
OF  
DOLLAR GENERAL FINANCIAL, INC.  
AND  
THE GREATER CUMBERLAND INSURANCE COMPANY**

Pursuant to the provisions of Section 48-21-105 of the Tennessee Business Corporation Act (the "TBCA") and Chapter 11 of the Vermont Business Corporation Act (the "VBCA"), Dollar General Financial, Inc., a Tennessee corporation ("Dollar General"), and The Greater Cumberland Insurance Company, a Vermont corporation ("GCIC") and a wholly owned subsidiary of Dollar General, hereby adopt the following Agreement and Plan of Merger (this "Plan of Merger").

In consideration of the premises and for other good and valuable consideration, the sufficiency of which hereby is acknowledged, the parties agree as follows:

1. Merger. In accordance with the provisions of this Plan of Merger, the TBCA and the VBCA, GCIC shall be merged (the "Merger") with and into Dollar General, the separate existence of GCIC shall cease and Dollar General shall survive the Merger. Dollar General is sometimes referred to herein as the "Surviving Entity."

2. Cancellation of Shares. On the effective date of the Merger, each share of stock of GCIC issued and outstanding immediately prior to the effective date of the Merger shall be cancelled.

3. Abandonment. At any time before the effective date of the Merger, this Plan of Merger may be terminated and the Merger may be abandoned for any reason whatsoever by the Chief Executive Officer, Chief Financial Officer, Treasurer or Controller of Dollar General.

4. Effect of the Merger. On the effective date of the Merger, the separate existence of GCIC shall cease, all of the property (both real and personal), rights, privileges, franchises, patents, trademarks, copyrights, licenses, registrations and other assets of every kind and description of GCIC shall vest in Dollar General, as the Surviving Entity, without further act or deed, all property (both real and personal), rights and every other interest of GCIC shall become the property of Dollar General as the Surviving Entity, and all liabilities of GCIC shall be assumed by Dollar General as the Surviving Entity. At any time after the effective date of the merger, the Surviving Entity shall have the power and authority to take any action in the name and on behalf of GCIC in order to carry out and effectuate the transactions contemplated by this Plan of Merger, including, without limitation, the execution and delivery of any and all documents, deeds and instruments necessary or desirable to vest in the Surviving Entity record title and possession of the assets of GCIC.

5. Effective Date. The Merger shall become effective when duly executed Articles of Merger meeting the requirements of the TBCA shall have been filed with the Secretary of State of the State of Tennessee and duly executed Articles of Merger meeting the requirements of the VBCA shall have been filed with the Secretary of State of the State of Vermont. In the alternative, the Articles of Merger may specify simultaneous delayed filing dates and times, in which case the documents shall become effective at the specified delayed date and time.

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VERMONT  
SECRETARY OF STATE

2005 SEP 28 AM 9:02

IN WITNESS WHEREOF, this Agreement and Plan of Merger is hereby approved and executed as of this 28th day of September, 2005, on behalf of each of such corporations by their duly authorized respective officers.

**DOLLAR GENERAL FINANCIAL, INC.**

By: Anita C. Ellison

Name: Anita C. Ellison

Title: SUP - Controller

**THE GREATER CUMBERLAND INSURANCE COMPANY**

By: Wade Smith

Name: Wade Smith

Title: Treasurer

VERMONT  
SECRETARY OF STATE  
2005 SEP 28 AM 9:02

Secretary of State  
Division of Business Services  
312 Eighth Avenue North  
6th Floor, William R. Snodgrass Tower  
Nashville, Tennessee 37243

DATE: 09/28/05  
REQUEST NUMBER: 5567-0843  
TELEPHONE CONTACT: (615) 741-2286  
FILE DATE/TIME: 09/28/05 1459  
EFFECTIVE DATE/TIME: 09/28/05 1630  
CONTROL NUMBER: 0362256

TO:  
DOLLAR GENERAL CORPORATION  
104 WOODMONT BLVD.  
S-500  
NASHVILLE, TN 37205

Davidson County CHARTER  
Recvd: 10/28/05 08:10 6 pgs  
Fees: 7.50 Taxes: 0.00

RE:  
DOLLAR GENERAL FINANCIAL, INC.  
OTHER DOCUMENT

20051028-0130138

THIS WILL ACKNOWLEDGE THE FILING OF THE ATTACHED DOCUMENT WITH AN EFFECTIVE DATE AS INDICATED ABOVE.

NOV - 2 2005

FOR: OTHER DOCUMENT

ON DATE: 09/28/05

FROM:  
DOLLAR GENERAL CORP (104 WOODMONT/NASHVI  
104 WOODMONT BLVD  
S-500  
NASHVILLE, TN 37205-0000

RECEIVED: FEES \$100.00 \$0.00  
TOTAL PAYMENT RECEIVED: \$100.00

RECEIPT NUMBER: 00003805720  
ACCOUNT NUMBER: 00214356



SS-445X

*Riley C. Darnell*

RILEY C. DARNELL  
SECRETARY OF STATE

TRADEMARK  
REEL: 003191 FRAME: 0908

FILED  
RECEIVED  
STATE OF TENNESSEE

2005 SEP 28 PM 2:59

RILEY DARNELL  
SECRETARY OF STATE

ARTICLES OF MERGER  
OF  
DOLLAR GENERAL FINANCIAL, INC.  
AND  
THE GREATER CUMBERLAND INSURANCE COMPANY

Pursuant to the provisions of Chapter 21 of the Tennessee Business Corporation Act (the "TBCA") and Chapter 11 of the Vermont Business Corporation Act (the "VBCA"), Dollar General Financial, Inc., a Tennessee corporation ("Dollar General"), and The Greater Cumberland Insurance Company, a Vermont corporation ("GCIC") and a wholly owned subsidiary of Dollar General, hereby adopt the following Articles of Merger (these "Articles of Merger").

1. Merger. In accordance with the provisions of the Plan of Merger, attached hereto as **Exhibit A** (the "Plan"), the TBCA and the VBCA, GCIC shall be merged (the "Merger") with and into Dollar General, the separate existence of GCIC shall cease and Dollar General shall survive the Merger. Dollar General is sometimes referred to herein as the "Surviving Entity."

2. Shareholder Approval. Pursuant to the TBCA and the VBCA, neither the shareholders of Dollar General nor the shareholders of GCIC were required to approve the Plan.

3. Board Approval. The Board of Directors of Dollar General and of GCIC each approved the Plan on September 23, 2005.

4. Compliance with Law. The Plan and the performance of the terms of the Plan were duly authorized by all action required under the laws of the State of Tennessee and the laws of the State of Vermont and by Dollar General's Charter and GCIC's Articles of Incorporation.

5. Effective Date. The Merger shall become effective when these duly executed Articles of Merger shall have been filed with the Secretary of State of the State of Tennessee and with the Secretary of State of the State of Vermont.

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15 12 27 05 10 34 10 10

These Articles of Merger are hereby approved and executed as of this 28th day of September, 2005, on behalf of each of such corporations by their duly authorized respective officers.

**DOLLAR GENERAL FINANCIAL, INC.**

By: Anita C Elliott  
Name: Anita C. Elliott  
Title: Senior Vice President and Controller

**THE GREATER CUMBERLAND INSURANCE COMPANY**

By: Wade Smith  
Name: Wade Smith  
Title: Treasurer



**AGREEMENT AND PLAN OF MERGER  
OF  
DOLLAR GENERAL FINANCIAL, INC.  
AND  
THE GREATER CUMBERLAND INSURANCE COMPANY**

Pursuant to the provisions of Section 48-21-105 of the Tennessee Business Corporation Act (the "TBCA") and Chapter 11 of the Vermont Business Corporation Act (the "VBCA"), Dollar General Financial, Inc., a Tennessee corporation ("Dollar General"), and The Greater Cumberland Insurance Company, a Vermont corporation ("GCIC") and a wholly owned subsidiary of Dollar General, hereby adopt the following Agreement and Plan of Merger (this "Plan of Merger").

In consideration of the premises and for other good and valuable consideration, the sufficiency of which hereby is acknowledged, the parties agree as follows:

1. Merger. In accordance with the provisions of this Plan of Merger, the TBCA and the VBCA, GCIC shall be merged (the "Merger") with and into Dollar General, the separate existence of GCIC shall cease and Dollar General shall survive the Merger. Dollar General is sometimes referred to herein as the "Surviving Entity."

2. Cancellation of Shares. On the effective date of the Merger, each share of stock of GCIC issued and outstanding immediately prior to the effective date of the Merger shall be cancelled.

3. Abandonment. At any time before the effective date of the Merger, this Plan of Merger may be terminated and the Merger may be abandoned for any reason whatsoever by the Chief Executive Officer, Chief Financial Officer, Treasurer or Controller of Dollar General.

4. Effect of the Merger. On the effective date of the Merger, the separate existence of GCIC shall cease, all of the property (both real and personal), rights, privileges, franchises, patents, trademarks, copyrights, licenses, registrations and other assets of every kind and description of GCIC shall vest in Dollar General, as the Surviving Entity, without further act or deed, all property (both real and personal), rights and every other interest of GCIC shall become the property of Dollar General as the Surviving Entity, and all liabilities of GCIC shall be assumed by Dollar General as the Surviving Entity. At any time after the effective date of the merger, the Surviving Entity shall have the power and authority to take any action in the name and on behalf of GCIC in order to carry out and effectuate the transactions contemplated by this Plan of Merger, including, without limitation, the execution and delivery of any and all documents, deeds and instruments necessary or desirable to vest in the Surviving Entity record title and possession of the assets of GCIC.

5. Effective Date. The Merger shall become effective when duly executed Articles of Merger meeting the requirements of the TBCA shall have been filed with the Secretary of State of the State of Tennessee and duly executed Articles of Merger meeting the requirements of the VBCA shall have been filed with the Secretary of State of the State of Vermont. In the alternative, the Articles of Merger may specify simultaneous delayed filing dates and times, in which case the documents shall become effective at the specified delayed date and time.

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10/15/2005 10:43:17 AM

IN WITNESS WHEREOF, this Agreement and Plan of Merger is hereby approved and executed as of this 28th day of September, 2005, on behalf of each of such corporations by their duly authorized respective officers.

**DOLLAR GENERAL FINANCIAL, INC.**

By: Anita C Elliott  
Name: ANITA C ELLIOTT  
Title: SVP- Controller

**THE GREATER CUMBERLAND INSURANCE COMPANY**

By: Wade Smith  
Name: Wade Smith  
Title: Treasurer



**DOLLAR  
GENERAL  
CORPORATION**

100 MISSION RIDGE • GOODLETTSVILLE, TN 37072-2171 • PHONE 615.855.4000

WRITER'S DIRECT DIAL: 615.855.5168  
FAXNUMBER: 615.855.5180

**VIA: CERTIFIED MAIL, RETURN RECEIPT REQUESTED**

November 7, 2005

Vermont Secretary of State  
81 River Street  
Montpelier, VT 05609-1104

RE: Dollar General Intellectual Property, L.P.

Dear Sir or Madam:

The purpose of this letter is to inform you that, effective as of September 29, 2005, Dollar General Intellectual Property, L.P. ("DGIP"), a Vermont limited partnership, was dissolved.

Prior to its dissolution, the limited partnership consisted of The Greater Cumber Insurance Company ("GCIC"), a Vermont corporation, as the sole limited partner, and Dade Lease Management, Inc. ("Dade"), a Delaware corporation, as the sole general partner.

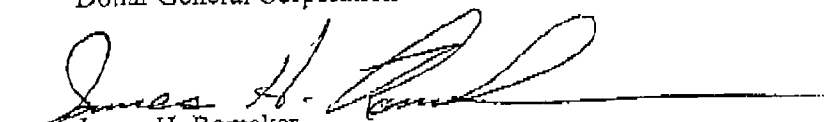
On September 28, 2005, GCIC merged with and into Dollar General Financial, Inc. ("Financial"), a Tennessee corporation, pursuant to which Financial was the sole surviving entity and the successor to the sole limited partnership interest in DGIP. On September 29, 2005, Financial merged with and into Dollar General Corporation ("Dollar"), a Tennessee corporation, pursuant to which Dollar was the sole surviving entity and the successor to the sole limited partnership interest in DGIP.

On September 29, 2005, Dade merged with and into Dollar, pursuant to which Dollar was the sole surviving entity and the successor to the sole general partnership interest in DGIP.

The terms of DGIP's partnership agreement provided that DGIP would automatically dissolve upon acquisition of all partnership interests by a single entity. As outlined above, Dollar acquired all partnership interests in DGIP on September 29, 2005. Accordingly, on that date, DGIP dissolved and Dollar became the successor in interest to all of the assets and liabilities of DGIP.

If you have any questions, I can be reached at (615) 855-5168. Thank you.

Sincerely,  
Dollar General Corporation

  
James H. Romaker  
Staff Attorney

Dollar General Center at Mission Ridge

RECORDED: 11/09/2005

TRADEMARK  
REEL: 003191 FRAME: 0913