

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	ASSIGNS THE ENTIRE INTEREST AND THE GOODWILL		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Dollar General Corporation		10/01/2005	CORPORATION: TENNESSEE

RECEIVING PARTY DATA	
Name:	Dollar General Merchandising, Inc.
Street Address:	100 Mission Ridge
City:	Goodlettsville
State/Country:	TENNESSEE
Postal Code:	37072
Entity Type:	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:	2388304	CROSSBOW
Registration Number:	2499318	DG
Registration Number:	2130040	DG
Registration Number:	2385253	DG

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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
Registration Number:	2333669	CROSSBOW

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.
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ATTORNEY DOCKET NUMBER:	20566.19
NAME OF SUBMITTER:	Anne E. Yates, Esq.
Signature:	/aey/
Date:	11/10/2005

Total Attachments: 7
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TRADEMARK ASSIGNMENT

This **TRADEMARK ASSIGNMENT** is made effective as of October 1, 2005, by **Dollar General Corporation**, a Tennessee corporation, (the "Assignor"), in favor of **Dollar General Merchandising, Inc.**, a Tennessee corporation (the "Assignee").

BACKGROUND

WHEREAS, Assignee is a wholly owned subsidiary of Assignor;

WHEREAS, Assignor is the trademarks, service marks and trade names listed on Exhibit A attached hereto (collectively, the "Trademarks");

WHEREAS, the Assignee and the Assignor are parties to a Contribution Agreement dated as of October 1, 2005 (the "Contribution Agreement") which provides for the transfer of the Trademarks to Assignee.

AGREEMENT

NOW, THEREFORE, in consideration of good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, and intending to be legally bound, the Assignor does hereby assign to the Assignee, all of Assignor's right, title, and interest in and to the Trademarks, all goodwill associated therewith, all common law rights thereto, and all registrations that have been or may be granted thereon and all foreign counterparts thereof, together with all rights and privileges granted and secured thereby, including the right to sue and recover damages for future or past infringements and every priority right that is or may be predicated upon or arise from the Trademarks.

The Assignor hereby authorizes and requests the United States Commissioner of Patents and Trademarks and the proper officials of all other countries to record this Trademark Assignment to the Buyer and to issue any and all registrations resulting from applications among the Trademarks, to the Buyer as assignee of the entire interest.

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IN WITNESS WHEREOF, this Trademark Assignment has been executed by the Assignor as of the date first written above.

Dollar General Corporation

By: David M. Tehle
Name: David M. Tehle
Title: Executive Vice-President and CFO

SCHEDULE A
TO
TRADEMARK ASSIGNMENT

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