

TRADEMARK ASSIGNMENT

Electronic Version v1.1  
 Stylesheet Version v1.1

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT
<b>NATURE OF CONVEYANCE:</b>	Termination and Release of Security Interest in Trademark Rights

**CONVEYING PARTY DATA**

Name	Formerly	Execution Date	Entity Type
Citicorp North America Inc.		04/11/2013	CORPORATION: DELAWARE

**RECEIVING PARTY DATA**

<b>Name:</b>	Dollar General Merchandising, Inc.
<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: 61**

Property Type	Number	Word Mark
Registration Number:	3217925	SAVE TIME. SAVE MONEY. EVERY DAY.
Registration Number:	3174687	AMERICAN VALUE
Registration Number:	3159752	DOLLAR GENERAL
Registration Number:	3118060	DOLLAR GENERAL
Registration Number:	2947983	DOLLAR GENERAL
Registration Number:	2947982	DOLLAR GENERAL
Registration Number:	2947981	DOLLAR GENERAL
Registration Number:	2947979	DOLLAR GENERAL
Registration Number:	2912893	DOLLAR GENERAL MARKET
Registration Number:	2673316	DOLLAR GENERAL
Registration Number:	2599690	KISSY KISSY HUG HUG
Registration Number:	2522829	FINE & DANDY
Registration Number:	2576769	VICTORIAN BEAUTY
Registration Number:	2556093	PREMIER INTERNATIONAL

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Registration Number:	2602816	SAVE TIME. SAVE MONEY. DOLLAR GENERAL
Registration Number:	2614861	HOLIDAY STYLE
Registration Number:	2679921	CLOVER VALLEY
Registration Number:	2433937	DG GUARANTEE
Registration Number:	2412180	MY PAL
Registration Number:	2385253	DG
Registration Number:	2546014	MY PAL BUILDING BLOCKS FOR LITTLE WARDRO
Registration Number:	2589304	KITCHEN ELEMENTS
Registration Number:	2564327	A BETTER LIFE FOR EVERYONE!
Registration Number:	2840528	AMERICAN VALUE
Registration Number:	2534603	GOT A MINUTE? GET A LOT!
Registration Number:	2402825	POWERIZE
Registration Number:	2478427	DOLLAR GENERAL EVERY DAY
Registration Number:	2443284	DOLLAR GENERAL \$1 EVERY DAY
Registration Number:	2418285	STOW AWAYS
Registration Number:	2517967	COUNTRY ELEMENTS
Registration Number:	2382419	DOLLAR GENERAL GOLF CLASSIC
Registration Number:	2384856	DOLLAR GENERAL GOLF CLASSIC
Registration Number:	2499318	DG
Registration Number:	2478358	DOLLAR GENERAL EVERY DAY
Registration Number:	2553059	FAMILY TRADITIONS
Registration Number:	2488144	FAMILY TRADITIONS
Registration Number:	2702790	DG GUARANTEE
Registration Number:	2654637	AMERICAN VALUE
Registration Number:	2400609	PREMIER INTERNATIONAL
Registration Number:	2327189	CROSSBOW
Registration Number:	2317225	PREMIER INTERNATIONAL
Registration Number:	2258138	OPEN TRAILS
Registration Number:	2130040	DG
Registration Number:	1972697	DOLLAR GENERAL
Registration Number:	1705134	PREMIER INTERNATIONAL
Registration Number:	1726693	PENNY LANE
Registration Number:	1735722	LAURA KATHERINE
Registration Number:	1642403	THE TOWN'S MOST UNUSUAL STORE
Registration Number:	1651816	EVERY DAY IS DOLLAR DAY!...AT YOUR DOLLA

**TRADEMARK**

**REEL: 005016 FRAME: 0079**

	1494217	GENERAL STORY
Registration Number:	1493097	S STORY
Registration Number:	0881060	DOLLAR GENERAL
Registration Number:	1952315	UNI-LAB
Registration Number:	1752567	OPEN TRAILS
Registration Number:	1791692	MY PAL
Registration Number:	1424943	OPEN TRAILS
Registration Number:	2210926	DOLLAR GENERAL OUR NAME SAYS IT ALL.
Registration Number:	2498548	CLOVER VALLEY
Registration Number:	0833446	CLOVER VALLEY
Registration Number:	2388304	CROSSBOW
Registration Number:	2355987	MY PAL

**CORRESPONDENCE DATA**

Fax Number: 2124552502  
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ATTORNEY DOCKET NUMBER:	023602/0002
NAME OF SUBMITTER:	Jodie Sopher Pimentel
Signature:	/jsp/
Date:	04/29/2013

Total Attachments: 6  
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**TERMINATION AND RELEASE OF SECURITY INTEREST  
IN TRADEMARK RIGHTS**

TERMINATION AND RELEASE (this "Termination and Release") dated as of April 11, 2013, is made by Citicorp North America Inc., as Collateral Agent (the "Agent") for certain banks and other financial institutions (the "Lenders"), in favor of Dollar General Merchandising, Inc., a Tennessee corporation with its principal place of business located at 100 Mission Ridge, Goodlettsville, TN 37072 ("Grantor"). All capitalized terms used but not otherwise defined herein have the meanings given to them in the Security Agreement (as defined below).

WITNESSETH:

WHEREAS, pursuant to the Security Agreement dated as of July 6, 2007 made by the Grantor in favor of the Agent (as the same may be amended, restated, supplemented or otherwise modified, refinanced or replaced from time to time, the "Security Agreement") and pursuant to the Trademark Security Agreement dated as of July 6, 2007 made by the Grantor in favor of the Agent (as the same may be amended, restated, supplemented or otherwise modified, refinanced or replaced from time to time, the "Trademark Security Agreement"), the Grantor granted to the Agent, for the ratable benefit of the Secured Parties, a lien on and security interest (the "Security Interest") in all of its right, title and interest in, to and under the Trademark Collateral (as hereinafter defined);

WHEREAS, the Trademark Security Agreement was recorded in the United States Patent and Trademark Office on September 4, 2007 at Reel 003614 and Frame 0348; and

WHEREAS, the Agent now desires to terminate and release the entirety of its Security Interest in the Trademark Collateral;

NOW, THEREFORE, for good and valuable consideration including the satisfaction of all Obligations secured by the Trademark Collateral pursuant to the Security Agreement and the Trademark Security Agreement, the receipt and adequacy of which are hereby acknowledged, and upon the terms set forth in this Termination and Release, the Agent hereby states as follows:

1. Definitions. The term "Trademark Collateral," as used herein, shall mean all of the Trademarks, including, without limitation, those items listed on Schedule A hereto. The term "Trademarks" shall have the meaning provided in the Security Agreement.

2. Release of Security Interest. The Agent hereby terminates, releases and discharges its Security Interest in the Trademark Collateral, all without representation, recourse or warranty of any kind, and any right, title or interest of the Agent in such Trademark Collateral shall hereby cease and become void.

3. Further Assurances. The Agent hereby agrees, at the sole cost and expense of Grantor, its successors and assigns, to duly execute, acknowledge, procure and deliver any further documents and to do such other acts as may be reasonably necessary to effect the release of the Security Interest contemplated hereby.

4. Governing Law. This Termination and Release shall be governed by, and construed and interpreted in accordance with, the law of the state of New York.

IN WITNESS WHEREOF, the undersigned has executed this Termination and Release by its duly authorized officer as of the date first above written.

CITICORP NORTH AMERICA, INC.

By: [Signature]  
Name: Kevin Johns  
Title: Vice President

STATE OF N.Y. )  
COUNTY OF Manhattan

ss.:

On this 10 day of April, 2013, before me personally appeared Kevin Johns to me known who, being by me duly sworn, did depose and say that he/she is V.P. of Citicorp North America, Inc., described herein and which executed the foregoing instrument, and that he/she signed his/her name thereto pursuant to the authority granted by Citicorp North America, Inc.

[Signature]  
Notary Public

(Affix Seal Below)

CYNTHIA TOLENTINO  
Notary Public - State of New York  
No. 01TO6168868  
Qualified in Queens County  
My Commission Expires June 18, 2014  
15  
[Signature]



Schedule A

U.S. Trademarks

<b>Trademark</b>	<b>Registration Number</b>
SAVE TIME. SAVE MONEY. EVERY DAY.	3217925
AMERICAN VALUE	3174687
DOLLAR GENERAL	3159752
DOLLAR GENERAL	3118060
DOLLAR GENERAL	2947983
DOLLAR GENERAL	2947982
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SAVE TIME. SAVE MONEY. DOLLAR GENERAL	2602816
HOLIDAY STYLE	2614861
CLOVER VALLEY	2679921
DG GUARANTEE	2433937
MY PAL	2412180
DG	2385253
MY PAL BUILDING BLOCKS FOR LITTLE WARDROBES	2546014
KITCHEN ELEMENTS	2589304

A BETTER LIFE FOR EVERYONE!	2564327
AMERICAN VALUE	2840528
GOT A MINUTE? GET A LOT!	2534603
POWERIZE	2402825
DOLLAR GENERAL EVERY DAY	2478427
DOLLAR GENERAL \$1 EVERY DAY	2443284
STOW AWAYS	2418285
COUNTRY ELEMENTS	2517967
DOLLAR GENERAL GOLF CLASSIC	2382419
DOLLAR GENERAL GOLF CLASSIC	2384856
DG	2499318
DOLLAR GENERAL EVERY DAY	2478358
FAMILY TRADITIONS	2553059
FAMILY TRADITIONS	2488144
DG GUARANTEE	2702790
AMERICAN VALUE	2654637
PREMIER INTERNATIONAL	2400609
CROSSBOW	2327189
PREMIER INTERNATIONAL	2317225
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PREMIER INTERNATIONAL	1705134
PENNY LANE	1726693
LAURA KATHERINE	1735722
THE TOWN'S MOST UNUSUAL STORE	1642403
EVERY DAY IS DOLLAR DAY!...AT YOUR DOLLAR GENERAL STORE	1651816
GENERAL STORY	1494217



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DOLLAR GENERAL	0881060
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