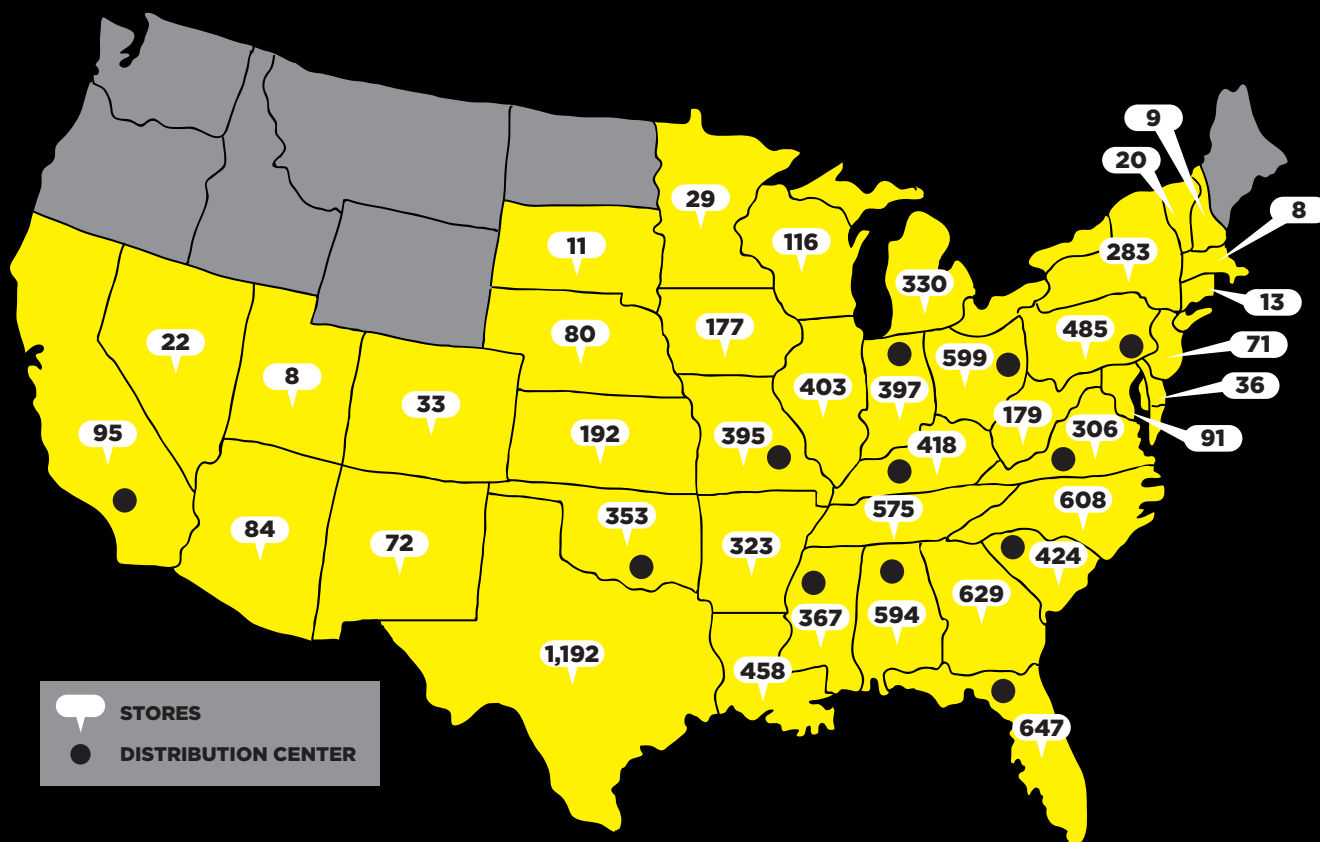




11,132

TOTAL STORES | TOTAL STATES: 40

as of January 31, 2014



ABOUT DOLLAR GENERAL

In 75 years, we've grown from a single wholesale store in Scottsville, Kentucky to the country's largest small-box retailer. A passionate commitment to serving our customers, employees and communities, as well as our shareholders, is the foundation of our profitable growth. Our company has been delivering convenience and value to shoppers since 1939 when our founders opened J. L. Turner and Son, Wholesale. The business soon evolved into a small department store and, in 1955, the first Dollar General Store opened in Springfield, Kentucky. Today, with over 11,000 Dollar General stores in 40 states from coast to coast, we have more locations in the U.S. than any other retailer.

Our goal is to help shoppers Save time. Save money. Every day®. Dollar General stores offer shoppers the products they use and replenish most frequently, such as packaged foods, snacks, pet supplies, health and beauty aids, paper products, basic apparel, housewares and seasonal items. Whether Dollar General is our customer's first stop or a

regular fill-in shop, we know that having the items she is depending on at prices that meet her budget requirements is crucial to her success and ours. At Dollar General, our customers can find quality nationally advertised brands from America's most trusted manufacturers, in addition to our quality proprietary brands, at low everyday prices in our convenient neighborhood locations.

For 75 years, we've been Serving Others by keeping our business simple. Simple neighborhood stores. Simple, frequently needed items. Everyday low prices. But, keeping things simple, isn't simple. It requires a great deal of forethought, planning and commitment. It has been the secret to our successful past and is the key to our successful future.

Learn more about Dollar General and shop online at

www.dollargeneral.com

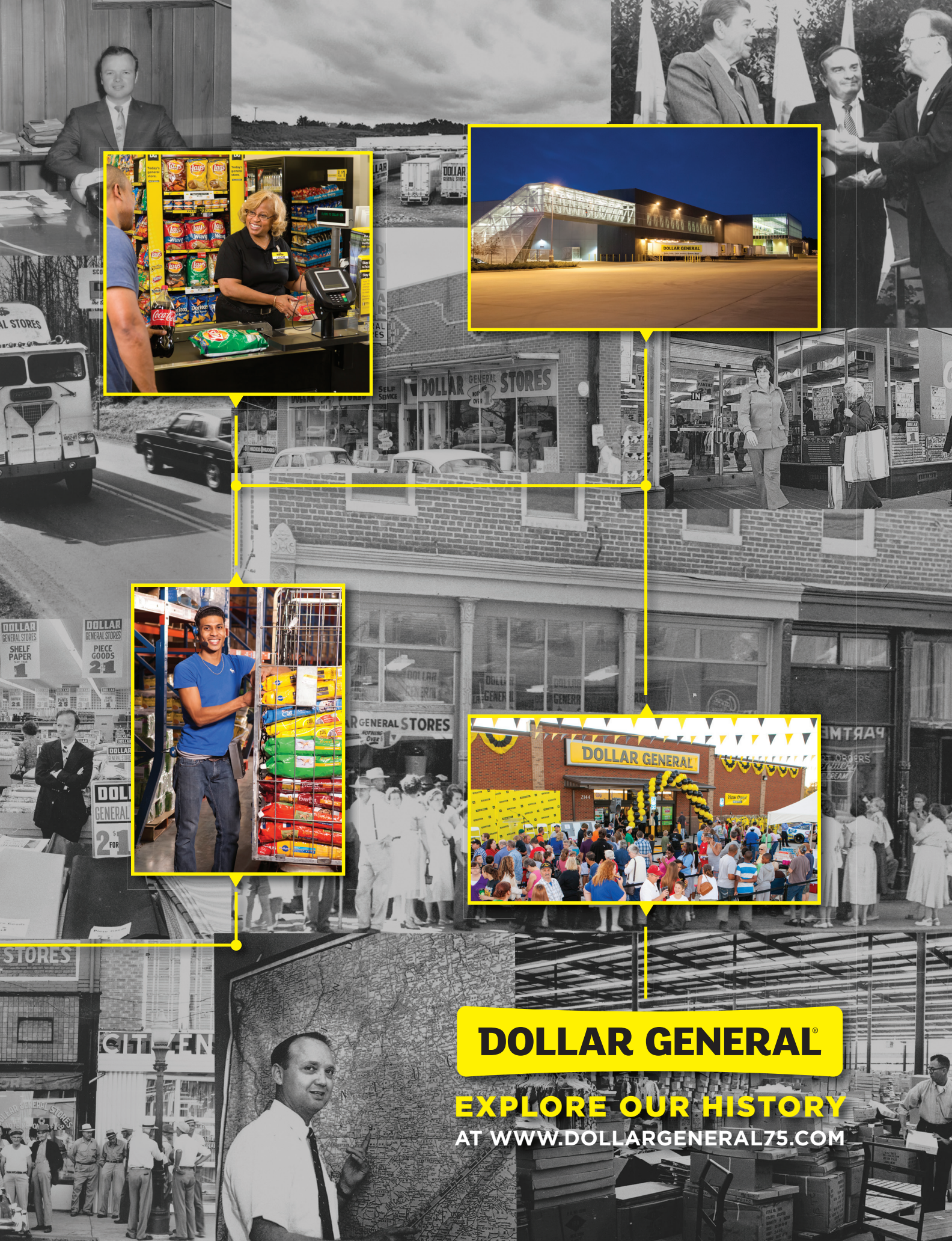
Read more about our 75 year history at

www.dollargeneral75.com

Cautionary Language Regarding Forward-Looking Statements: All forward-looking information in this report should be read with, and is qualified in its entirety by, the Cautionary Disclosure Regarding Forward-Looking Statements and the Risk Factors disclosures set forth in the Introduction and in Item 1A, respectively, of the Form 10-K included elsewhere in this report.

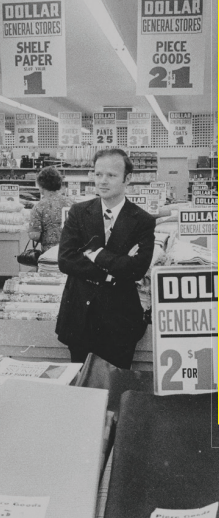
The information contained on or connected to our Internet websites is not incorporated by reference into this report and should not be considered part of this or any other report that we file with or furnish to the SEC.





DOLLAR GENERAL®

EXPLORE OUR HISTORY
AT WWW.DOLLARGENERAL75.COM





TO OUR SHAREHOLDERS, CUSTOMERS AND EMPLOYEES

When our company was founded in 1939, I doubt anyone could have imagined that 75 years later, Dollar General would be serving customers in over 11,000 stores in 40 states – and still be growing! Even with our tremendous growth, we have remained focused on ensuring that we understand our customers and how best to serve them. For 75 years, Dollar General has helped low and middle income families save money and time by providing them with quality basic merchandise at great prices in convenient neighborhood stores. This unique combination of value and convenience has given us a real competitive advantage through the years, and, we believe, is more important to our customers today than ever.

We accomplished a great deal in 2013, a year in which our core customers needed us more than ever as they continued to experience significant economic challenges. From a financial perspective, we achieved record sales, net income and cash flow from operations, while also investing in our future.

Financial highlights of 2013 include the following:

- Net sales increased by 9.2% to \$17.5 billion, or \$220 per square foot.
- Same-store sales grew 3.3%, marking our 24th consecutive year of same-store sales growth.
- We reported net income of \$1.025 billion, or \$3.17 per diluted share.
- Cash flow from operations increased by 7.2% to \$1.213 billion.

We used our cash from operations for our two top priorities for increasing long-term shareholder value: 1) capital expenditures to grow and improve our operations, and 2) to return cash to our shareholders through the repurchase of 11 million shares of our common stock. We opened 650 new stores in 2013 including the opening of our 11,000th store in October. Our twelfth distribution center began shipping merchandise to our growing store base in the Northeast in January, 2014. On the merchandising front, we focused on driving customer traffic by increasing the number of coolers for perishable foods in many of our stores and adding tobacco products, among our ongoing efforts to optimize our merchandise offerings.

We continue to focus on attracting, developing and retaining talented employees. Led by a strong retail leadership team, over 100,000 talented and dedicated Dollar General employees are serving customers in their communities across the U.S. We are proud of the work they do and are pleased that in 2013, more than 60 percent of our store operations management positions were filled by internal candidates.

Our mission of Serving Others in our communities has always been an important element of our culture. In 2013, we partnered with our customers and vendors to raise more than \$20 million for charities, including over \$11 million for the Dollar General Literacy Foundation, which provides support to those who need help with their reading skills or learning English as a second language. Increasing literacy, and especially adult literacy, has been a high priority since our company's founding.

As we continue to invest in our future, I am confident that we can successfully execute our 2014 plans and continue to deliver long-term sustainable growth. In order to do this, we must deliver on our promise of everyday low prices and convenience, the foundation for serving our customers. Our plans for 2014 include eliminating unnecessary work in our stores so we can spend more time serving our customers. We expect to open approximately 700 new stores in 2014 and will continue to relocate, remodel and refresh our stores to build our brand and enhance our customers' shopping experience. I believe our focus on these goals in 2014 will strengthen our business, our competitive advantage and our ability to serve the needs of our customers.

Even as we celebrate our 75th anniversary in 2014, we are focused on the future and the high-return store growth opportunities ahead of us. We are looking forward to a rewarding year in 2014.

Thank you for your ongoing support of Dollar General,

A handwritten signature in black ink, appearing to read "Richard W. Dreiling".

Richard W. Dreiling

Chairman and Chief Executive Officer
April 9, 2014

DOLLAR GENERAL[®]

**Proxy
Statement &
Meeting Notice**

DOLLAR GENERAL®

Dollar General Corporation
100 Mission Ridge
Goodlettsville, Tennessee 37072

Dear Shareholder:

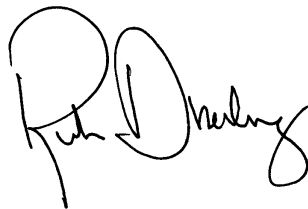
The 2014 Annual Meeting of Shareholders of Dollar General Corporation will be held on Thursday, May 29, 2014, at 9:00 a.m., Central Time, at Goodlettsville City Hall Auditorium, 105 South Main Street, Goodlettsville, Tennessee. All shareholders of record at the close of business on March 21, 2014 are invited to attend the annual meeting. For security reasons, however, to gain admission to the meeting you may be required to present photo identification and comply with other security measures.

At this year's meeting, you will have an opportunity to vote on the matters described in our accompanying Notice of Annual Meeting of Shareholders and Proxy Statement. Our 2013 Annual Report and our Annual Report on Form 10-K for the fiscal year ended January 31, 2014 also accompany this letter.

Your interest in Dollar General and your vote are very important to us. We encourage you to read the Proxy Statement and vote your proxy as soon as possible so your vote can be represented at the annual meeting. You may vote your proxy via the Internet or telephone, or if you received a paper copy of the proxy materials by mail, you may vote by mail by completing and returning a proxy card.

On behalf of the Board of Directors, I would like to express our appreciation for your continued support of Dollar General.

Sincerely,

A handwritten signature in black ink, appearing to read "Rick Dreiling". The signature is stylized with large, rounded letters and a cursive flourish at the end.

Rick Dreiling
Chairman & Chief Executive Officer

April 9, 2014

NOTICE OF ANNUAL MEETING OF SHAREHOLDERS

DATE: Thursday, May 29, 2014

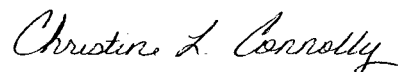
TIME: 9:00 a.m., Central Time

PLACE: Goodlettsville City Hall Auditorium
105 South Main Street
Goodlettsville, Tennessee

- ITEMS OF BUSINESS:**
- 1) To elect as directors the 7 nominees listed in the proxy statement
 - 2) To hold an advisory vote to approve named executive officer compensation
 - 3) To ratify the appointment of the independent registered public accounting firm for fiscal 2014
 - 4) To transact any other business that may properly come before the annual meeting and any adjournments of that meeting

WHO MAY VOTE: Shareholders of record at the close of business on March 21, 2014

By Order of the Board of Directors,



Goodlettsville, Tennessee
April 9, 2014

Christine L. Connolly
Corporate Secretary

Please vote your proxy as soon as possible even if you expect to attend the annual meeting in person. You may vote your proxy via the Internet or by phone by following the instructions on the notice of internet availability or proxy card, or if you received a paper copy of these proxy materials by mail, you may vote by mail by completing and returning the enclosed proxy card in the enclosed reply envelope. No postage is necessary if the proxy is mailed within the United States. You may revoke your proxy by following the instructions listed on page 3 of the proxy statement.

DOLLAR GENERAL CORPORATION**Proxy Statement for
2014 Annual Meeting of Shareholders****TABLE OF CONTENTS**

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**IMPORTANT NOTICE REGARDING AVAILABILITY OF PROXY MATERIALS FOR THE
SHAREHOLDER MEETING TO BE HELD ON MAY 29, 2014**

This Proxy Statement, our 2013 Annual Report and a form of proxy card are available at www.proxyvote.com. You will need your Notice of Internet Availability or proxy card to access the proxy materials.

As permitted by rules adopted by the Securities and Exchange Commission (“SEC”), we are furnishing our proxy materials over the Internet to some of our shareholders. This means that some shareholders will not receive paper copies of these documents. Instead, these shareholders will receive only a Notice of Internet Availability containing instructions on how to access the proxy materials over the Internet. The Notice of Internet Availability also contains instructions on how each of those shareholders can request a paper copy of our proxy materials, including the Proxy Statement, our 2013 Annual Report and a proxy card. Shareholders who do not receive a Notice of Internet Availability will receive a paper copy of the proxy materials by mail, unless they have previously requested delivery of proxy materials electronically. If you received only the Notice of Internet Availability and would like to receive a paper copy of the proxy materials, the notice contains instructions on how you can request copies of these documents.

GENERAL INFORMATION

What is this document?

It is the Proxy Statement of Dollar General Corporation for the Annual Meeting of Shareholders to be held on Thursday, May 29, 2014. We will begin mailing printed copies of this document or the Notice of Internet Availability to our shareholders on or about April 9, 2014. We are providing this document to solicit your proxy to vote upon certain matters at the annual meeting.

We refer to our company as “we,” “us” or “Dollar General.” Unless otherwise noted or required by context, “2014,” “2013,” “2012,” “2011,” and “2010” refer to our fiscal years ending or ended January 30, 2015, January 31, 2014, February 1, 2013, February 3, 2012, and January 28, 2011, respectively.

What is a proxy, who is asking for it, and who is paying for the cost to solicit it?

A proxy is your legal designation of another person, called a “proxy,” to vote your stock. The document that designates someone as your proxy is also called a proxy or a proxy card.

Your proxy is being solicited by and on behalf of our Board of Directors. Dollar General will pay all expenses of this solicitation. Our directors and employees may solicit proxies in person or by mail, telephone, e-mail, facsimile or other means, but they will not be additionally compensated for those efforts except that we will reimburse out-of-pocket expenses that they incur. We also may reimburse custodians and nominees for their expenses in sending proxy material to beneficial owners.

Who may attend the annual meeting?

Only shareholders, their proxy holders and our invited guests may attend the meeting. If your shares are registered in the name of a broker, trust, bank or other nominee, you will need to bring a proxy or a letter from that record holder or your most recent brokerage account statement that confirms your ownership of those shares as of March 21, 2014. For security reasons, we also may require photo identification for admission.

Where can I find directions to the annual meeting?

Directions to Goodlettsville City Hall, where we will hold the annual meeting, are posted on the “Investor Information” portion of our website located at www.dollargeneral.com.

Will the annual meeting be webcast?

Yes. You are invited to visit the “Conference Calls and Investor Events” section of the “Investor Information” portion of our website located at www.dollargeneral.com at 9:00 a.m., Central Time, on May 29, 2014 to access the live webcast of the meeting. An archived copy of the webcast will be available on our website for at least one year. The information on our website, however, is not incorporated by reference into, and does not form a part of, this proxy statement.

What is Dollar General Corporation and where is it located?

We operate conveniently located, small-box stores that deliver everyday low prices on products that families use every day. We are the largest discount retailer in the United States by number of stores with more than 11,215 locations in 40 states as of February 28, 2014. Our principal executive offices are located at 100 Mission Ridge, Goodlettsville, Tennessee 37072. Our telephone number is 615-855-4000.

Where is Dollar General common stock traded?

Our stock is traded on the New York Stock Exchange (“NYSE”) under the symbol “DG.”

VOTING MATTERS

How many votes must be present to hold the annual meeting?

A quorum, consisting of the presence in person or by proxy of the holders of a majority of shares of our common stock outstanding on March 21, 2014, must exist to conduct any business at the meeting.

What if a quorum is not present at the annual meeting?

If a quorum is not present at the annual meeting, any officer entitled to preside at or to act as Secretary of the meeting shall have power to adjourn the meeting from time to time until a quorum is present.

What am I voting on?

You will be asked to vote on:

- the election of 7 directors;
- the approval (on an advisory basis) of named executive officer compensation; and
- the ratification of the appointment of our independent registered public accounting firm (the “independent auditor”) for 2014.

May other matters be raised at the annual meeting?

We are unaware of other matters to be acted upon at the meeting. Under Tennessee law and our governing documents, no other non-procedural business may be raised at the meeting unless proper notice has been given to shareholders. If other business is properly raised, your proxies have authority to vote as they think best, including to adjourn the meeting.

Who is entitled to vote at the annual meeting?

You may vote if you owned shares of Dollar General common stock at the close of business on March 21, 2014. As of that date, there were 309,973,026 shares of Dollar General common stock outstanding and entitled to vote. Each share is entitled to one vote on each matter.

What is the difference between a “shareholder of record” and a “street name” holder?

You are a “shareholder of record” if your shares are registered directly in your name with Wells Fargo Shareowner Services, our transfer agent. You are a “street name” holder if your shares are held in the name of a brokerage firm, bank, trust or other nominee as custodian.

How do I vote?

If you are a shareholder of record, you may vote your proxy over the telephone or Internet or, if you received printed proxy materials, by marking, signing, dating and returning the printed proxy card in the enclosed envelope. Please refer to the instructions on the Notice of Internet Availability or proxy card, as applicable. Alternatively, you may vote in person at the meeting.

If you are a street name holder, your broker, bank, or other nominee will provide materials and instructions for voting your shares. You may vote in person at the meeting if you obtain and bring with you to the meeting a legal proxy from your broker, banker, trustee or other nominee giving you the right to vote the shares.

What if I receive more than one Notice of Internet Availability or proxy card?

You will receive multiple Notices of Internet Availability or proxy cards if you hold shares in different ways (e.g., joint tenancy, trusts, custodial accounts, etc.) or in multiple accounts. If you are a street name holder, you will receive your Notice of Internet Availability or proxy card or other voting information, along with voting instructions, from your broker. Please vote the shares represented by each Notice of Internet Availability or proxy card you receive to ensure that all your shares are voted.

How will my proxy be voted?

The persons named on the proxy card will vote your proxy as you direct on the proxy card or, if you return a signed proxy card without instructions: “FOR” all directors nominated; “FOR” approval, on an advisory basis, of the compensation of our named executive officers as disclosed in this proxy statement pursuant to the SEC’s compensation disclosure rules; and “FOR” ratification of Ernst & Young LLP as our independent auditor for 2014.

Can I change my mind and revoke my proxy?

Yes. If you are a shareholder of record, to revoke a proxy given pursuant to this solicitation you must:

- sign a valid, later-dated proxy card and submit it so that it is received before the annual meeting in accordance with the instructions included in the proxy card;
- at or before the annual meeting, send to our Corporate Secretary a written notice of revocation dated later than the date of the proxy;
- submit a later-dated vote by telephone or Internet no later than 11:59 p.m., Eastern time, on May 28, 2014; or
- attend the annual meeting and vote in person.

Your attendance at the annual meeting, by itself, will not revoke your proxy.

If you are a street name holder, to revoke a proxy given pursuant to this solicitation you must follow the instructions of the bank, broker, trustee or other nominee who holds your shares.

How many votes are needed to elect directors?

To be elected at the annual meeting, a nominee must receive the affirmative vote of a majority of votes cast by holders of shares entitled to vote at the meeting. Under our Amended and Restated Charter (“Charter”), the “affirmative vote of a majority of votes cast” means that the number of votes cast in favor of a nominee’s election exceeds the number of votes cast against his or her election. You may vote in favor of or against the election of each nominee, or you may elect to abstain from voting your shares.

What happens if a director fails to receive the required vote for election?

If an incumbent director who is a nominee does not receive the required vote for election at the annual meeting, he or she must promptly tender a resignation as a director for consideration by the Board pursuant to our Board-approved director resignation policy contained in our Corporate Governance Guidelines. Each director standing for reelection at the annual meeting has agreed to resign, effective upon acceptance of such resignation by the Board, if he or she does not receive a majority vote. If the Board rejects the offered resignation, the director will continue to serve until the next annual shareholders’ meeting and until his or her successor, is duly elected or his or her earlier resignation or removal in accordance with our Amended and Restated Bylaws (“Bylaws”). If the Board

accepts the offered resignation, then the Board, in its sole discretion, may fill any resulting vacancy or decrease the size of the Board.

How many votes are needed to approve other matters?

The compensation of our named executive officers will be approved, on an advisory basis, if the votes cast for the proposal exceed the votes cast against it. The vote on the compensation of our named executive officers is advisory and, therefore, not binding on Dollar General, our Board of Directors, or its Compensation Committee.

The proposal to ratify the appointment of our independent auditor for 2014 will be approved if the votes cast in favor of such proposal exceed the votes cast against it.

With respect to each of these proposals, and any other matter properly brought before the annual meeting, you may vote in favor of or against the proposal, or you may elect to abstain from voting your shares.

What are broker non-votes?

Although your broker is the record holder of any shares that you hold in street name, it must vote those shares pursuant to your instructions. If you do not provide instructions, your broker may exercise discretionary voting power over your shares for “routine” items but not for “non-routine” items. All matters described in this proxy statement, except for the ratification of the appointment of our independent auditor, are considered to be non-routine matters.

“Broker non-votes” occur when shares held of record by a broker are not voted on a matter because the broker has not received voting instructions from the beneficial owner and either lacks or declines to exercise the authority to vote the shares in its discretion.

How will abstentions and broker non-votes be treated?

Abstentions and broker non-votes, if any, will be treated as shares that are present and entitled to vote for purposes of determining whether a quorum is present but will not be counted as votes cast either in favor of or against a particular proposal and will have no effect on the outcome of a particular proposal.

Will my vote be confidential?

Proxy instructions, ballots and voting tabulations that identify individual shareholders are handled in a manner that is intended to protect your voting privacy. Your vote will not be intentionally disclosed either within Dollar General or to third parties, except (1) as necessary to meet applicable legal requirements; (2) in a dispute regarding authenticity of proxies and ballots; (3) in the case of a contested proxy solicitation, if the other party soliciting proxies does not agree to comply with the confidential voting policy; (4) to allow for the tabulation of votes and certification of the vote; (5) to facilitate a successful proxy solicitation; or (6) when a shareholder makes a written comment on the proxy card or otherwise communicates the vote to management.

**PROPOSAL 1:
ELECTION OF DIRECTORS**

What is the structure of the Board of Directors?

Our Board of Directors must consist of 1 to 15 directors, with the exact number, currently fixed at 7, set by the Board. All directors are elected annually by our shareholders.

Who are the nominees this year?

The nominees for the Board of Directors consist of the 7 current directors. If elected, each nominee would hold office until the 2015 annual meeting of shareholders and until his or her successor is elected and qualified. These nominees, their ages at the date of this document and the calendar year in which they first became a director are listed in the table below.

<u>Name</u>	<u>Age</u>	<u>Director Since</u>
Warren F. Bryant	68	2009
Michael M. Calbert	51	2007
Sandra B. Cochran	55	2012
Richard W. Dreiling	60	2008
Patricia D. Fili-Krushel	60	2012
William C. Rhodes, III	48	2009
David B. Rickard	67	2010

What are the backgrounds of this year’s nominees?

Mr. Bryant served as the President and Chief Executive Officer of Longs Drug Stores Corporation, a retail drugstore chain on the West Coast and in Hawaii, from 2002 through 2008 and as its Chairman of the Board from 2003 through his retirement in 2008. Prior to joining Longs Drug Stores, he served as a Senior Vice President of The Kroger Co., a retail grocery chain, from 1999 to 2002. Mr. Bryant is a director of Office Depot, Inc. and Loblaw Companies Limited of Canada and a former director of George Weston LTD of Canada.

Mr. Calbert joined KKR & Co. L.P. (“KKR”) in January 2000 and was directly involved with several KKR portfolio companies until his retirement in January 2014. Mr. Calbert led the Retail industry team within KKR’s Private Equity platform prior to his retirement and now serves as a consultant to KKR. For information regarding our relationship with KKR, see “What related-party transactions existed in 2013 or are planned for 2014?” Mr. Calbert joined Randall’s Food Markets beginning in 1994 and served as the Chief Financial Officer from 1997 until it was sold in September 1999. Mr. Calbert also previously worked as a certified public accountant and consultant with Arthur Andersen Worldwide from 1985 to 1994, where his primary focus was the retail and consumer industry. He served as our Chairman of the Board until December 2008. Mr. Calbert is a director of Toys “R” Us, Inc., US Foods, Inc., Pets at Home Ltd., and Academy, Ltd.

Ms. Cochran has served as a director and as President and Chief Executive Officer of Cracker Barrel Old Country Store, Inc. since September 2011. She joined Cracker Barrel in April 2009 as Executive Vice President and Chief Financial Officer, and was named President and Chief Operating Officer in November 2010. She was previously Chief Executive Officer at book retailer Books-A-Million, Inc. from February 2004 to April 2009. She also served as that company’s President (August 1999—February 2004), Chief Financial Officer (September 1993—August 1999) and Vice President of Finance (August 1992—September 1993). Ms. Cochran has over 20 years of experience in

the retail industry. Ms. Cochran is a director of Cracker Barrel. She served as a director of Books-A-Million from 2006 to 2009.

Mr. Dreiling joined Dollar General in January 2008 as Chief Executive Officer and a member of our Board. He was appointed Chairman of the Board on December 2, 2008. Prior to joining Dollar General, Mr. Dreiling served as Chief Executive Officer, President and a director of Duane Reade Holdings, Inc. and Duane Reade Inc., the largest drugstore chain in New York City, from November 2005 until January 2008 and as Chairman of the Board of Duane Reade from March 2007 until January 2008. Prior to that, Mr. Dreiling, beginning in March 2005, served as Executive Vice President—Chief Operating Officer of Longs Drug Stores Corporation, a retail drugstore chain on the West Coast and in Hawaii, after having joined Longs in July 2003 as Executive Vice President and Chief Operations Officer. From 2000 to 2003, Mr. Dreiling served as Executive Vice President—Marketing, Manufacturing and Distribution at Safeway Inc., a food and drug retailer. Prior to that, Mr. Dreiling served from 1998 to 2000 as President of Vons, a Southern California food and drug division of Safeway. He currently serves as the Chairman of the Retail Industry Leaders Association (RILA). Mr. Dreiling is a director of Lowe's Companies, Inc.

Ms. Fili-Krushel has served as Chairman of NBCUniversal News Group, a division of NBCUniversal Media, LLC, composed of NBC News, CNBC, MSNBC and the Weather Channel, since July 2012. She previously served as Executive Vice President of NBCUniversal (January 2011—July 2012) with a broad portfolio of functions reporting to her, including operations and technical services, business strategy, human resources and legal. Prior to NBCUniversal, Ms. Fili-Krushel was Executive Vice President of Administration at Time Warner Inc. (July 2001—December 2010) where her responsibilities included oversight of philanthropy, corporate social responsibility, human resources, worldwide recruitment, employee development and growth, compensation and benefits, and security. Before joining Time Warner in July 2001, Ms. Fili-Krushel had been Chief Executive Officer of WebMD Health Corp. since April 2000. From July 1998 to April 2000, Ms. Fili-Krushel was President of the ABC Television Network, and from 1993 to 1998 she served as President of ABC Daytime. Before joining ABC, she had been with Lifetime Television since 1988. Prior to Lifetime, Ms. Fili-Krushel held several positions with Home Box Office. Before joining HBO, Ms. Fili-Krushel worked for ABC Sports in various positions.

Mr. Rhodes was elected Chairman of AutoZone, Inc., a specialty retailer and distributor of automotive replacement parts and accessories, in June 2007. He has served as President and Chief Executive Officer and as a director of AutoZone since 2005. Prior to his appointment as President and Chief Executive Officer, Mr. Rhodes was Executive Vice President—Store Operations and Commercial. Prior to 2004, he had been Senior Vice President—Supply Chain and Information Technology since 2002, and prior thereto had been Senior Vice President—Supply Chain since 2001. Prior to that time, he served in various capacities with AutoZone, including Vice President—Stores in 2000, Senior Vice President—Finance and Vice President—Finance in 1999, and Vice President—Operations Analysis and Support from 1997 to 1999. Prior to 1994, Mr. Rhodes was a manager with Ernst & Young, LLP.

Mr. Rickard served as the Executive Vice President, Chief Financial Officer and Chief Administrative Officer of CVS Caremark Corporation, a retail pharmacy chain and provider of healthcare services and pharmacy benefits management, from September 1999 until his retirement in December 2009. Prior to joining CVS Caremark, Mr. Rickard was the Senior Vice President and Chief Financial Officer of RJR Nabisco Holdings Corporation from March 1997 to August 1999. Previously, he was Executive Vice President of International Distillers and Vintners Americas. Mr. Rickard is a director of Harris Corporation and Jones Lang LaSalle Incorporated.

How are directors identified and nominated?

All nominees for election as directors at the annual meeting are currently serving on our Board of Directors and were recommended to the Board for re-election by the Nominating and Governance Committee of our Board (the “Nominating Committee”). The Nominating Committee is responsible for identifying, evaluating and recommending director candidates, subject to the terms of Mr. Dreiling’s employment agreement discussed below. Our Board is responsible for nominating the slate of directors for election by shareholders at the annual meeting.

The charter of our Nominating Committee and our Corporate Governance Guidelines require the Nominating Committee to consider candidates submitted by our shareholders in accordance with the notice provisions of our Bylaws (see “Can shareholders nominate directors?” below) and to apply the same criteria to the evaluation of those candidates as it applies to other director candidates. The Nominating Committee may also use a variety of other methods to identify potential director candidates, such as recommendations by our directors, management, or third-party search firms.

Our employment agreement with Mr. Dreiling requires Dollar General to (1) nominate him to serve as a member of our Board each year that he is slated for reelection to the Board; and (2) recommend to the Board that Mr. Dreiling serve as Chairman of the Board. Our failure to do so would give rise to a breach of contract claim.

How are nominees evaluated; what are the minimum qualifications?

Subject to Mr. Dreiling’s employment agreement discussed above, the Nominating Committee is charged with recommending to the Board of Directors only those candidates that it believes are qualified to serve as Board members consistent with the criteria for selection of new directors adopted from time to time by the Board and who have not achieved the age of 76, unless the Board has approved an exception to this limit on a case by case basis. We have a written policy to strive to have a Board representing diverse experience at policy-making levels in areas that are relevant to our business. To implement this policy, the Committee assesses diversity by evaluating each candidate’s individual qualifications in the context of how that candidate would relate to the Board as a whole and also considers more traditional concepts of diversity. The Committee periodically assesses the effectiveness of this policy by considering whether the Board as a whole represents such diverse experience and composition and by recommending to the Board changes to the criteria for selection of new directors as appropriate. The Committee recommends candidates, including those submitted by shareholders, only if it believes the candidate’s knowledge, experience and expertise would strengthen the Board and that the candidate is committed to representing the long-term interests of all Dollar General shareholders.

The Nominating Committee assesses a candidate’s independence, background and experience, as well as the current Board’s skill needs and diversity. With respect to incumbent directors selected for re-election, the Committee also assesses each director’s meeting attendance record and suitability for continued service. In addition, all nominees should be in a position to devote an adequate amount of time to the effective performance of director duties and possess the following characteristics: integrity and accountability, informed judgment, financial literacy, a cooperative approach, a record of achievement, loyalty, and the ability to consult with and advise management.

What particular experience, qualifications, attributes or skills led the Board of Directors to conclude that each nominee should serve as a director of Dollar General?

Our Board of Directors believes that each of the nominees can devote an adequate amount of time to the effective performance of director duties and possesses the minimum qualifications identified above. The Board has determined that the nominees, as a whole, complement each other, meet the Board’s skill needs, and represent diverse experience at policy-making levels in areas relevant to our

business. The Board also considered the following in determining that the nominees should serve as directors of Dollar General:

- **Mr. Bryant** has over 40 years of retail experience, including experience in marketing, merchandising, operations and finance. His substantial experience in leadership and policy-making roles at other retail companies provides him with an extensive understanding of our industry, as well as with valuable executive management skills and the ability to effectively advise our CEO. As a former board chairman and a former chairman of the governance and nominating committee of another public company, Mr. Bryant also possesses leadership experience in the area of corporate governance.
- **Mr. Calbert** has considerable experience in managing private equity portfolio companies and is familiar with corporate finance and strategic business planning activities. As the former head of KKR's Retail industry team, Mr. Calbert has a strong background and extensive experience in advising and managing companies in the retail industry, including evaluating business strategies, financial plans and structures, and management teams. Mr. Calbert also has a significant financial and accounting background evidenced by his prior experience as the chief financial officer of a retail company and his 10 years of practice as a certified public accountant. Mr. Calbert serves as the Board's lead director and leads the executive sessions of our non-management and independent directors.
- **Ms. Cochran** brings over 20 years of retail experience to Dollar General as a result of her current and former roles at Cracker Barrel Old Country Store and her former roles at Books-A-Million. This experience allows her to provide additional support and perspective to our CEO and our Board. In addition, Ms. Cochran's industry and executive experience provides leadership, consensus-building, strategic planning, risk management and budgeting skills. Ms. Cochran also has significant financial experience, having served as the chief financial officer of two public companies and as the vice president, corporate finance of SunTrust Securities, Inc., and our Board has determined that she qualifies as an audit committee financial expert.
- **Mr. Dreiling** brings to Dollar General over 40 years of retail experience at all operating levels. He provides a unique perspective regarding our industry as a result of his experience progressing through the ranks within various retail companies. His experience overseeing the operations, marketing, manufacturing and distribution functions of other retail companies bolsters Mr. Dreiling's thorough understanding of all key areas of our business. In addition, Mr. Dreiling's service in leadership and policy-making positions of other retail companies has provided him with the necessary leadership skills to effectively guide and oversee the direction of Dollar General and with the consensus-building skills required to lead our management team and our Board. Moreover, during the time that Mr. Dreiling has served as our CEO, he has gained a thorough understanding of our operations and has managed us through significant change. In 2011, he was named "Retailer of the Year" by Mass Market Retailer. Mr. Dreiling was also listed among Supermarket News "Power 50 Retailers" for 2011 and 2012 and named "CEO of the Year" by the Retail Leader in 2012.
- **Ms. Fili-Krushel's** background increases the breadth of experience of our Board as a result of her extensive executive experience overseeing the business strategy, philanthropy, corporate social responsibility, human resources, recruitment, employee growth and development, compensation and benefits, and legal functions at large public companies in the media industry. In addition, her understanding of consumer behavior based on her knowledge of viewership patterns and preferences provides additional perspective to our Board in understanding our customer base.

- **Mr. Rhodes** has 19 years of experience in the retail industry, including extensive experience in operations, supply chain and finance, among other areas. This background serves as a strong foundation for offering invaluable perspective and expertise to our CEO and our Board. In addition, his experience as a board chairman and chief executive officer of a public retail company and as the former Chairman of RILA provides leadership, consensus-building, strategic planning and budgeting skills, as well as extensive understanding of both short- and long-term issues confronting the retail industry. Mr. Rhodes also has a strong financial background.
- **Mr. Rickard** held senior management and executive positions for much of his 38 years in the corporate world. He has significant retail experience and a diverse retail industry background, including experience serving on the board of another retail company. He also has an extensive financial and accounting background, having served as the chief financial officer of two public companies, including a large retailer. As a result, our Board has determined that Mr. Rickard is an audit committee financial expert and has elected him to serve as the Chairman of the Audit Committee. Mr. Rickard's financial experience within the retail industry also brings expertise and perspective to our Board's discussions regarding strategic planning and budgeting.

Acting upon the Nominating Committee's recommendation and after concluding that these nominees possess the appropriate experience, qualifications, attributes and skills, our Board has unanimously nominated these individuals to be elected by our shareholders at our annual meeting.

Can shareholders nominate directors?

Shareholders can nominate directors by following the procedures outlined in our Bylaws. In short, the shareholder must deliver a written notice to our Corporate Secretary at 100 Mission Ridge, Goodlettsville, TN 37072 for receipt no earlier than the close of business on the 120th day and not later than the close of business on the 90th day prior to the first anniversary of the prior year's annual meeting. However, if the meeting is held more than 30 days before or more than 60 days after such anniversary date, the notice must be received no earlier than the close of business on the 120th day and not later than the close of business on the 90th day prior to the date of such annual meeting. If the first public announcement of the annual meeting date is less than 100 days prior to the date of such annual meeting, the notice must be received by the 10th day following the public announcement date.

The notice must contain all information required by our Bylaws about the shareholder proposing the nominee and about the nominee, which generally includes:

- the nominee's name, age, business and residence addresses, and principal occupation or employment;
- the class and number of shares of Dollar General common stock beneficially owned by the nominee and by the shareholder proposing the nominee;
- any other information relating to the nominee that is required to be disclosed in proxy solicitations with respect to nominees for election as directors pursuant to Regulation 14A of the Securities Exchange Act of 1934 (including the nominee's written consent to being named in the proxy statement as a nominee and to serving as a director, if elected);
- the name and address of the shareholder proposing the nominee as they appear on our record books, and the name and address of the beneficial holder (if applicable);
- any other interests of the proposing shareholder or the proposing shareholder's immediate family in the securities of Dollar General, including interests the value of which is based on

increases or decreases in the value of securities of Dollar General or the payment of dividends by Dollar General;

- a description of all compensatory arrangements or understandings between the proposing shareholder and each nominee; and
- a description of all arrangements or understandings between the proposing shareholder and each nominee and any other person pursuant to which the nomination is to be made by the shareholder.

You should consult our Bylaws, posted on the “Investor Information—Corporate Governance” portion of our website located at www.dollargeneral.com, for more detailed information regarding the process by which shareholders may nominate directors. No shareholder nominees have been proposed for this year’s annual meeting.

What if a nominee is unwilling or unable to serve?

That is not expected to occur. If it does, the persons designated as proxies on your proxy card are authorized to vote your proxy for a substitute designated by our Board of Directors.

Are there any familial relationships between any of the nominees?

There are no familial relationships between any of the nominees or between any of the nominees and any of our executive officers. See “Director Independence” below for a discussion of a familial relationship between Ms. Cochran and one of our non-executive officers.

What does the Board of Directors recommend?

Our Board unanimously recommends that you vote **FOR** the election of each of the director nominees.

CORPORATE GOVERNANCE

Does the Board of Directors have standing Audit, Compensation and Nominating Committees?

Yes. Our Board of Directors has a standing Audit Committee, Compensation Committee and Nominating Committee. The Board has adopted a written charter for each of these committees, which are available on the “Investor Information—Corporate Governance” section of our website located at www.dollargeneral.com. Current information regarding each of these committees is set forth below.

Name of Committee & Members	Committee Functions
AUDIT: Mr. Rickard, Chairman Mr. Bryant Ms. Cochran	<ul style="list-style-type: none">• Selects the independent auditor• Pre-approves the independent auditor’s audit engagement fees and terms and all permitted non-audit services and fees• Reviews an annual report describing the independent auditor’s internal quality control procedures and any material issues raised by its most recent review of internal quality controls• Annually evaluates the independent auditor’s qualifications, performance and independence, annually evaluates the lead audit partner, and periodically considers whether there should be a regular rotation of such firm• Discusses the audit scope and any audit problems or difficulties• Sets policies regarding the hiring of current and former employees of the independent auditor• Discusses the annual audited and quarterly unaudited financial statements with management and the independent auditor• Discusses types of information to be disclosed in earnings press releases and provided to analysts and rating agencies• Discusses policies governing the process by which risk assessment and risk management are to be undertaken• Reviews disclosures made by the CEO and CFO regarding any significant deficiencies or material weaknesses in our internal control over financial reporting• Reviews internal audit activities, projects and budget• Establishes procedures for receipt, retention and treatment of complaints we receive regarding accounting or internal controls• Discusses with our general counsel legal matters having an impact on financial statements• Periodically reviews and reassesses the committee’s charter• Performs an annual self-assessment• Prepares the committee report required in our proxy statement• Evaluates and makes recommendations concerning shareholder proposals relating to matters within the committee’s expertise

Name of Committee & Members	Committee Functions
COMPENSATION: Mr. Bryant, Chairman Ms. Fili-Krushel Mr. Rhodes	<ul style="list-style-type: none"> • Reviews and approves corporate goals and objectives relevant to the compensation of our CEO • Determines the compensation of our executive officers and recommends the compensation of our directors • Recommends, when appropriate, changes to our compensation philosophy and principles • Establishes our short-term incentive compensation program for senior officers • Establishes the long-term incentive compensation program and approves equity-based awards under such program • Oversees the share ownership guidelines for Board members and senior officers • Oversees the process for evaluating our senior officers • Reviews and discusses with management, prior to the filing of the proxy statement, the disclosure regarding executive compensation, including the Compensation Discussion and Analysis and compensation tables (in addition to preparing a report on executive compensation for the proxy statement) • Oversees and evaluates the independence of its compensation consultant and other advisors • Performs an annual self-evaluation • Evaluates and makes recommendations concerning shareholder proposals relating to matters within the committee's expertise • Periodically reviews and reassesses the committee's charter
NOMINATING AND GOVERNANCE: Mr. Rhodes, Chairman Ms. Cochran Ms. Fili-Krushel	<ul style="list-style-type: none"> • Develops and recommends criteria for selecting new directors • Screens and recommends to our Board individuals qualified to become members of our Board • Recommends the structure and membership of Board committees • Recommends persons to fill Board and committee vacancies • Develops and recommends Corporate Governance Guidelines and corporate governance practices • Oversees the process governing the evaluation of the Board • Performs an annual self-evaluation • Evaluates and makes recommendations concerning shareholder proposals relating to matters within the committee's expertise • Periodically reviews and reassesses the committee's charter

Does Dollar General have an audit committee financial expert serving on its Audit Committee?

Yes. Our Board has designated Mr. Rickard and Ms. Cochran as audit committee financial experts and has determined that each is independent as defined in NYSE listing standards and in our Corporate Governance Guidelines. Such experts have the same responsibilities as the other Audit Committee members. They are not our auditors or accountants, do not perform "field work" and are not employees. The SEC has determined that designation as an audit committee financial expert will not cause a person to be deemed to be an "expert" for any purpose.

How often did the Board and its committees meet in 2013?

During 2013, our Board, Audit Committee, Compensation Committee and Nominating Committee met 6, 4, 4 and 2 times, respectively. Our Compensation Committee and our Nominating Committee were combined as a single Compensation, Nominating and Governance, or CNG, Committee for a portion of 2013 and such combined committee met 2 times in 2013. Each incumbent director attended at least 75% of the total of all meetings of the Board and all committees on which he or she served which were held during the period for which he or she was a director.

What is Dollar General's policy regarding Board member attendance at the annual meeting?

Our Board of Directors has adopted a policy that all directors should attend annual shareholders' meetings unless attendance is not feasible due to unavoidable circumstances. All Board members attended the 2013 annual shareholders' meeting.

Does Dollar General combine the positions of Chairman and CEO?

Yes. Mr. Dreiling serves as Chairman of our Board of Directors and CEO. Mr. Dreiling's employment agreement with us provides that Dollar General shall recommend to the Board that he serve as the Chairman of the Board for as long as he is employed under such agreement.

The Board believes combining these roles provides an efficient and effective leadership model for Dollar General because, given his day-to-day involvement with and intimate understanding of our specific business, industry and management team, Mr. Dreiling is particularly suited to effectively identify strategic priorities, lead the discussion and execution of strategy, and facilitate information flow between management and the Board. The Board further believes that combining these roles fosters clear accountability, effective decision-making, and alignment on the development and execution of corporate strategy. To promote effective independent oversight, the Board has adopted a number of governance practices, including:

- Ensuring opportunity after each regularly scheduled Board meeting for executive sessions of the independent directors and, if not all non-management directors are independent, of the non-management directors. As the lead director, Mr. Calbert presides over such executive sessions.
- Conducting annual performance evaluations of Mr. Dreiling by the Compensation Committee, the results of which are reviewed with the lead director and with the Board.
- Conducting annual Board and committee performance evaluations.

The Board recognizes that no single leadership model is right for all companies and at all times, and the Board will review its leadership structure as appropriate to ensure it continues to be in the best interests of Dollar General and our shareholders.

What is the Board of Director's role in risk oversight?

Our Board of Directors and its committees have an important role in our risk oversight process. Our Board regularly reviews with management our financial and business strategies, including relevant material risks as appropriate. Our General Counsel also periodically reviews with the Board our insurance coverage and programs as well as litigation risks.

The Audit Committee discusses our policies with respect to risk assessment and risk management, primarily through oversight of our enterprise risk management program. Our Internal Audit department coordinates that program, which entails review and documentation of our comprehensive risk management practices. The program evaluates internal and external risks, identifies mitigation strategies, and assesses the remaining residual risk. The program is updated through

interviews with senior management and our Board, review of strategic initiatives, evaluation of the fiscal budget, review of upcoming legislative or regulatory changes, and review of other outside information concerning business, financial, legal, reputational, and other risks. The results are presented to the Audit Committee at least annually. Quarterly, the categories with high residual risk, along with their mitigation strategies, are reviewed individually.

Our Compensation Committee is responsible for overseeing the management of risks relating to our executive compensation program. As discussed under “Executive Compensation—Compensation Risk Considerations” below, the Compensation Committee also participates in periodic assessments of the risks relating to our overall compensation programs.

While the Audit Committee and the Compensation Committee oversee the risk areas identified above, the entire Board is regularly informed about risks through committee reports. This enables the Board and its committees to coordinate the risk oversight role, particularly with respect to risk interrelationships. Our Board believes this division of risk management responsibilities effectively addresses the risks facing Dollar General. Accordingly, the risk oversight role of our Board and its committees has not had any effect on our Board’s leadership structure.

Does Dollar General have a management succession plan?

Yes. Our Corporate Governance Guidelines require our Board of Directors to coordinate with our CEO to ensure that a formalized process governs long-term management development and succession. Our Board formally reviews our management succession plan at least annually. Our comprehensive program encompasses not only our CEO and other executive officers but all employees through the front-line supervisory level. The program focuses on key succession elements, including identification of potential successors for positions where it has been determined that internal succession is appropriate, assessment of each potential successor’s level of readiness, and preparation of individual growth and development plans. With respect to CEO succession planning, the Company’s long-term business strategy is also considered. In addition, we maintain at all times, and review with the Board periodically, a confidential procedure for the timely and efficient transfer of the CEO’s responsibilities in the event of an emergency or his sudden incapacitation or departure.

Are there share ownership guidelines for Board members and senior officers?

Yes. Details of our share ownership guidelines for Board members and senior officers, summarized below, are included in our Corporate Governance Guidelines.

For Board members, the guideline is 4 times the annual cash retainer payable for service on our Board as in effect on January 1, 2011 (or, if later, the date on which the director joined or joins our Board) to be achieved within 5 years of August 24, 2011 (or, if later, within 5 years of the date on which the director joined or joins our Board). At least 1 times the annual cash retainer in effect at the time the director joined or joins our Board should be acquired prior to joining the Board (or as soon after as practicable).

For senior officers, the guideline is a multiple, as set forth below, of the officer’s annual base salary as in effect on April 1, 2013 (or, if later, the officer’s hire or promotion date) to be achieved within 5 years of the later of April 1, 2013 or the April 1 next following such person’s hire or promotion date.

<u>Officer Level</u>	<u>Multiple of Base Salary</u>
CEO	5X
COO/EVP	3X
SVP	2X

How can I communicate with the Board of Directors?

Our Board-approved process for security holders and other interested parties to contact the Board of Directors, a particular director, or the non-management directors or the independent directors as a group is described on www.dollargeneral.com under “Investor Information—Corporate Governance.”

Where can I find more information about Dollar General’s corporate governance practices?

Our governance-related information is posted on www.dollargeneral.com under “Investor Information—Corporate Governance,” including our Corporate Governance Guidelines, Code of Business Conduct and Ethics, the charter of each of the Audit Committee, the Compensation Committee and the Nominating Committee, and the name(s) of the persons chosen to lead the executive sessions of the non-management directors and of the independent directors. This information is available in print to any shareholder who sends a written request to: Investor Relations, Dollar General Corporation, 100 Mission Ridge, Goodlettsville, TN 37072.

DIRECTOR COMPENSATION

The following table and text summarize the compensation earned by or paid to each of our non-employee Board members for 2013. Mr. Dreiling was not separately compensated for his service on the Board; his compensation for service as our CEO is discussed under “Executive Compensation” below. We have omitted the columns pertaining to non-equity incentive plan compensation and change in pension value and nonqualified deferred compensation earnings because they are inapplicable.

Fiscal 2013 Director Compensation

Name	Fees Earned or Paid in Cash (\$)(2)	Stock Awards (\$)(3)	Option Awards (\$)(4)	All Other Compensation (\$)(5)	Total (\$)
Raj Agrawal(1)	69,497	52,204	61,302	1,500	184,503
Warren F. Bryant	87,750	52,204	61,302	—	201,256
Michael M. Calbert	94,712	52,204	61,302	—	208,218
Sandra B. Cochran	75,000	104,740	119,693	—	299,433
Patricia D. Fili-Krushel	76,500	52,204	61,302	—	190,006
Adrian Jones(1)	69,497	52,204	61,302	1,500	184,503
William C. Rhodes, III	84,000	52,204	61,302	—	197,506
David B. Rickard	92,500	52,204	61,302	—	206,006

- (1) Messrs. Agrawal and Jones resigned from our Board effective December 5, 2013.
- (2) In addition to the annual Board retainer, prorated in the case of Messrs. Agrawal and Jones, each director received payment for the following number of excess meetings: Mr. Bryant (4); Ms. Fili-Krushel (2); and Mr. Rhodes (3). Messrs. Bryant, Calbert, Rhodes, and Rickard also received an annual retainer for service as the Compensation Committee Chairman, the CNG Committee Chairman, the Nominating Committee Chairman, and the Audit Committee Chairman, respectively, prorated as applicable for Messrs. Bryant, Calbert, and Rhodes. Mr. Calbert further received a prorated annual retainer for service as the lead director.
- (3) Represents the aggregate grant date fair value of restricted stock units awarded to Ms. Cochran on March 18, 2013 in connection with her appointment to the Board in December 2012 (with an individual grant date fair value of \$52,536), as well as to each director (including Ms. Cochran) on May 29, 2013, computed in accordance with FASB ASC Topic 718. Information regarding assumptions made in the valuation of these awards is included in Note 10 of the annual consolidated financial statements in our Annual Report on Form 10-K for the fiscal year ended January 31, 2014, filed with the SEC on March 20, 2014 (our “2013 Form 10-K”). As of January 31, 2014, each of the persons listed in the table above had the following total unvested restricted stock units outstanding: each of Messrs. Agrawal and Jones (0); each of Messrs. Bryant, Calbert, Rhodes, and Rickard (2,024); Ms. Cochran (2,060); Ms. Fili-Krushel (1,656).
- (4) Represents the aggregate grant date fair value of stock options awarded to Ms. Cochran on March 18, 2013 in connection with her appointment to the Board in December 2012 (with an individual grant date fair value of \$58,391), as well as to each director (including Ms. Cochran) on May 29, 2013, computed in accordance with FASB ASC Topic 718. Information regarding assumptions made in the valuation of these awards is included in Note 10 of the annual consolidated financial statements in our 2013 Form 10-K. As of January 31, 2014, each of the persons listed in the table above had the following total unexercised stock options outstanding (whether or not then exercisable): Mr. Agrawal (0); each of Messrs. Bryant, Calbert, and Rhodes (16,917); Ms. Cochran (8,281); Ms. Fili-Krushel (8,053); Mr. Jones (8,192); and Mr. Rickard (16,674).
- (5) Perquisites and personal benefits, if any, totaled less than \$10,000 per director. The amount reported for each of Messrs. Agrawal and Jones represents cash reimbursement for taxes in connection with a retirement gift.

The Compensation Committee recommends, and the Board approves, the form and amount of director compensation. As part of this process, the Committee may consult with or review information provided by Meridian Compensation Partners (“Meridian”), its independent consultant, and may consider the input of our CEO and our Chief People Officer. However, the Committee and the Board retain and exercise ultimate decision-making authority regarding director compensation. We do not compensate for Board service any director who also serves as our employee. We will reimburse directors for certain fees and expenses incurred in connection with continuing education seminars and for travel and related expenses related to Dollar General business.

For 2013, each non-employee director received payment (prorated as applicable) of the following cash compensation, as applicable:

- \$75,000 annual retainer for service as a Board member;
- \$17,500 annual retainer for service as lead director, as the Audit Committee Chairman or as the CNG Committee Chairman;
- \$15,000 annual retainer for service as the Compensation Committee Chairman;
- \$10,000 annual retainer for service as the Nominating Committee Chairman; and
- \$1,500 for each Board or committee meeting in excess of an aggregate of 12 that a director attended during the fiscal year.

Effective April 1, 2013, we separated our CNG Committee into the Compensation Committee and the Nominating Committee. We also named a lead director effective March 19, 2013. As a result, all of the associated retainers for 2013 were prorated accordingly.

In addition, equity awards under our Amended and Restated 2007 Stock Incentive Plan are granted annually to each non-employee director who is elected or reelected at the shareholders’ meeting or who is appointed after the annual shareholders’ meeting but before February 1 of a given year. The equity award has an estimated value of \$125,000 on the grant date, as determined by Meridian using economic variables such as the trading price of our common stock, expected volatility of the stock trading prices of similar companies, and the terms of the awards. Sixty percent of this value consists of non-qualified stock options to purchase shares of our common stock (“Options”) and 40% consists of restricted stock units payable in shares of our common stock (“RSUs”). The Options are scheduled to vest as to 25% of the award and the RSUs are scheduled to vest as to 33 $\frac{1}{3}$ % of the award on each of the first four and three anniversaries of the grant date, respectively, in each case subject to the director’s continued service on our Board. Directors may elect to defer receipt of shares underlying the RSUs.

After reviewing our Board compensation program relative to our market comparator group, including an analysis provided by Meridian, the Compensation Committee recommended, and the Board approved, the following revised annual retainer and meeting fees effective February 1, 2014:

- \$85,000 annual retainer for service as a Board member;
- \$25,000 annual retainer for service as lead director;
- \$22,500 annual retainer for service as the Audit Committee Chairman;
- \$20,000 annual retainer for service as the Compensation Committee Chairman;
- \$15,000 annual retainer for service as the Nominating Committee Chairman; and
- \$1,500 for each Board or committee meeting in excess of an aggregate of 16 that a director attends during each fiscal year.

DIRECTOR INDEPENDENCE

Is Dollar General subject to the NYSE governance rules regarding director independence?

Yes. A majority of our directors must be independent in accordance with the independence requirements set forth in the NYSE listing standards. In addition, the Audit Committee, the Compensation Committee and the Nominating Committee must be composed solely of independent directors to comply with such listing standards and, in the case of the Audit Committee, with SEC rules. The NYSE listing standards define specific relationships that disqualify directors from being independent and further require that for a director to qualify as “independent,” the Board must affirmatively determine that the director has no material relationship with Dollar General. The SEC’s rules and the NYSE listing standards contain separate definitions of independence for members of audit committees and compensation committees, respectively.

How does the Board of Directors determine director independence?

The Board of Directors affirmatively determines the independence of each director and director nominee in accordance with guidelines it has adopted, which include all elements of independence set forth in the NYSE listing standards and SEC rules as well as certain Board-adopted categorical independence standards. These guidelines are contained in our Corporate Governance Guidelines, which are posted on the “Investor Information—Corporate Governance” section of our website located at www.dollargeneral.com.

The Board first analyzes whether any director or nominee has a relationship covered by the NYSE listing standards that would prohibit an independence finding for Board or committee purposes. The Board then analyzes any relationship of the remaining eligible directors and nominees with Dollar General or our management that falls outside the parameters of the Board’s separately adopted categorical independence standards to determine whether or not that relationship is material. The Board may determine that a director or nominee who has a relationship outside such parameters is nonetheless independent because the relationship is not considered to be material. Any director who has a material relationship with Dollar General or its management is not considered to be independent. Absent special circumstances, the Board does not consider or analyze any relationship that falls within the parameters of the Board’s separately adopted categorical independence standards.

Are all of the directors and nominees independent?

No. Our Board of Directors consists of Warren F. Bryant, Michael M. Calbert, Sandra B. Cochran, Richard W. Dreiling, Patricia D. Fili-Krushel, William C. Rhodes and David B. Rickard. Messrs. Bryant and Rickard and Ms. Cochran serve on our Audit Committee, Messrs. Bryant and Rhodes and Ms. Fili-Krushel serve on our Compensation Committee, and Mr. Rhodes and Mss. Cochran and Fili-Krushel serve on our Nominating Committee.

Our Board has affirmatively determined that Messrs. Bryant, Calbert, Rhodes and Rickard and Mss. Cochran and Fili-Krushel, but not Mr. Dreiling, are independent from our management under both the NYSE listing standards and our additional standards. Except as described below, any relationship between an independent director and Dollar General or our management fell within the Board-adopted categorical standards and, accordingly, was not reviewed or considered by our Board. The Board has also determined that the current members of the Audit Committee, the Compensation Committee and the Nominating Committee meet the independence requirements for membership on those committees set forth in the NYSE listing standards, our additional standards and, as to the Audit Committee, SEC rules.

Raj Agrawal and Adrian Jones served on our Board until December 5, 2013. Mr. Rhodes served on our Audit Committee through March 31, 2013. Messrs. Calbert and Jones, who were not independent during 2013, served on our combined CNG Committee through March 31, 2013, in reliance upon NYSE transition rules for a formerly “controlled company” that did not require full independence of the membership of our CNG Committee until April 2, 2013. When our Board last considered the matter, it did not deem Messrs. Agrawal and Jones to be independent from our management.

Our Board previously determined that Mr. Calbert did not qualify as an independent director as a result of KKR’s business transactions and affiliation with Dollar General. Following Mr. Calbert’s retirement from KKR in January 2014 and in light of KKR’s exit from Dollar General in December 2013, the Board reconsidered Mr. Calbert’s independence status. The Board determined that, because KKR is no longer an affiliate of Dollar General and Mr. Calbert is no longer an employee of KKR, his consulting relationship with KKR does not constitute a material relationship with Dollar General or its management. Accordingly, the Board determined Mr. Calbert to be independent effective March 19, 2014.

In reaching the determination that Ms. Cochran is independent, the Board considered that Ms. Cochran’s brother, Stephen Brophy, has served as a Vice President of the Company (a non-executive position) since 2009. For 2013, Mr. Brophy earned from the Company total cash compensation (comprised of his base salary and bonus compensation) of less than \$250,000. In addition, Mr. Brophy received from the Company on March 18, 2013 an equity award of 2,999 non-qualified stock options to purchase shares of Dollar General’s common stock, a target award of 707 performance share units (279 of which were earned as a result of Dollar General’s level of achievement of applicable financial performance measures for 2013), and 711 restricted stock units, and on March 18, 2014 he received an equity award of 3,034 non-qualified stock options to purchase shares of Dollar General’s common stock, between 0 and 1,707 performance share units, with a targeted amount of 569 (the exact amount to be determined based upon Dollar General’s fiscal 2014 financial performance), and 566 restricted stock units, in each case on terms substantially similar to awards described in Dollar General’s Annual Proxy Statement filed with the SEC on April 11, 2013 and in this Proxy Statement. We do not expect Mr. Brophy’s compensation arrangements for 2014 to materially differ from his 2013 compensation arrangements.

Mr. Brophy also is eligible to participate in employee benefits plans and programs available to our other full-time employees. Ms. Cochran does not participate in any decision-making related to Mr. Brophy’s compensation or performance evaluations. Mr. Brophy’s cash compensation and equity awards were approved by the Compensation Committee pursuant to the Company’s related-party transactions approval policy.

TRANSACTIONS WITH MANAGEMENT AND OTHERS

Does the Board of Directors have a related-party transactions approval policy?

Yes. Our Board of Directors has adopted a written policy for the review, approval or ratification of “related party” transactions. A “related party” for this purpose includes our directors, director nominees, executive officers and greater than 5% shareholders, and any of their immediate family members, and a “transaction” includes one in which (1) the total amount may exceed \$120,000, (2) Dollar General is a participant, and (3) a related party will have a direct or indirect material interest (other than as a director or a less than 10% owner of another entity, or both).

Pursuant to this policy and subject to certain exceptions identified below, all known related party transactions require prior Board approval. In addition, at least annually after receiving a list of immediate family members and affiliates from our directors and executive officers, the Corporate Secretary inquires of relevant internal departments to determine whether any transactions were unknowingly entered into with a related party and presents a list of such transactions, subject to certain exceptions identified below, to the Board for review.

Our Chairman and CEO is authorized to approve a related party transaction in which he is not involved if the total anticipated amount is less than \$1 million and he informs the Board of the transaction. The transactions below are deemed pre-approved without Board review or approval:

- Transactions with a related party if the total amount does not exceed the greater of \$1 million or 2% of the entity’s annual consolidated revenues (total consolidated assets in the case of a lender) and no related party who is an individual participates in the actual provision of services or goods to, or negotiations with, us on the entity’s behalf or receives special compensation or benefit as a result.
- Charitable contributions if the total amount does not exceed 2% of the recipient’s total annual receipts and no related party who is an individual participates in the grant decision or receives any special compensation or benefit as a result.
- Transactions where the interest arises solely from share ownership in Dollar General and all of our shareholders receive the same benefit on a pro rata basis.
- Transactions where the rates or charges are determined by competitive bid.
- Transactions for services as a common or contract carrier or public utility at rates or charges fixed in conformity with law or governmental authority.
- Transactions involving services as a bank depository of funds, transfer agent, registrar, trustee under a trust indenture, or similar services.
- Compensatory transactions available on a nondiscriminatory basis to all salaried employees generally, ordinary course business travel expenses and reimbursements, or compensatory arrangements to directors, director nominees or officers that have been approved by the Board or an authorized committee.

The related party may not participate in any discussion or approval of the transaction and must provide to the Board all material information concerning the transaction.

What related-party transactions existed in 2013 or are planned for 2014?

We describe below the transactions that have occurred since the beginning of 2013, and any currently proposed transactions, that involve Dollar General and exceed \$120,000 and in which a related party had or has a direct or indirect material interest. We also describe below select other relationships in which a related party has an interest that may not be material.

Related Party Transactions. In connection with our initial public offering in 2009, we entered into a shareholders' agreement with affiliates of each of KKR and Goldman, Sachs & Co. Among its other terms, the shareholders' agreement established certain rights with respect to our corporate governance, including the designation of directors. The shareholders' agreement effectively terminated after Buck Holdings, L.P. sold its remaining shareholdings in Dollar General in December 2013.

In connection with our 2007 merger, we entered into a registration rights agreement with Buck Holdings, L.P., Buck Holdings, LLC, KKR and Goldman, Sachs & Co. (and certain of their affiliated investment funds), among certain other parties. Pursuant to this agreement, investment funds affiliated with KKR had an unlimited number of demand registration rights and investment funds affiliated with Goldman, Sachs & Co. had two demand registration rights which could be exercised once a year. Pursuant to such demand registration rights, we were required to register with the SEC the shares of common stock beneficially owned by them through Buck Holdings, L.P. for sale by them to the public, provided that each of them held at least \$100 million in registrable securities and such registration would reasonably be expected to result in aggregate gross proceeds of \$50 million. In addition, in the event that we registered additional shares of common stock for sale to the public, whether on behalf of us or the investment funds as described above, we were required to give notice of such registration to all parties to the registration rights agreement, including our executive officers other than Messrs. Sparks and D'Arezzo, and such persons had piggyback registration rights providing them the right to have us include the shares of common stock owned by them in any such registration. In each such event, we were required to pay the registration expenses. Such demand and piggyback registration rights have expired as a result of the sale by Buck Holdings, L.P. of its remaining shareholdings in Dollar General in December 2013.

Pursuant to this registration rights agreement and the demand registration rights thereunder, a secondary offering of our common stock was completed in April 2013 for which affiliates of KKR and of Goldman, Sachs & Co. served as underwriters. Dollar General did not sell shares of common stock, receive proceeds, or pay any underwriting fees in connection with the secondary offering, but paid resulting expenses of approximately \$0.5 million. Certain members of our management, including certain of our executive officers, exercised piggyback registration rights in connection with such offering. The underwriters, including affiliates of KKR and Goldman, Sachs & Co., waived their fee for members of our management who participated in the offering.

Affiliates of KKR were and Goldman, Sachs & Co. may have been lenders under our senior secured term loan facility, as amended, which had a \$2.3 billion principal amount at inception and a principal balance as of January 31, 2014 of \$0. This term loan facility was entered into and subsequently amended in the ordinary course of business and, as of the loan origination and subsequent amendments, was made on substantially the same terms, including interest rates and collateral, as those prevailing at the time for comparable loans with persons not related to the lender and did not involve more than the normal risk of collectability or present other unfavorable features. We paid approximately \$11.3 million of interest on the term loan facility during fiscal 2013, including approximately \$0.5 million to affiliates of KKR and less than \$120,000 to affiliates of Goldman, Sachs & Co.

An affiliate of Goldman, Sachs & Co. (among other entities) served as lender and as documentation agent and joint lead arranger under our senior secured asset-based revolving credit facility, as amended. This facility, as amended, had a maximum total commitment of \$1.2 billion and

was entered into and subsequently amended in the ordinary course of business, was made on substantially the same terms, including interest rates and collateral, as those prevailing at the time for comparable loans with persons not related to the lender and did not involve more than the normal risk of collectability or present other unfavorable features. We paid approximately \$1.1 million of interest on the revolving credit facility during fiscal 2013, including less than \$120,000 of interest to affiliates of Goldman, Sachs & Co.

On April 11, 2013, Dollar General consummated a refinancing pursuant to which it terminated the senior secured term loan facility and the senior secured asset-based revolving credit facility, entered into a new five-year unsecured credit agreement, and issued senior notes due in 2018 and 2023, in each case as further described below.

The new senior unsecured credit facilities (the “Facilities”) consist of a \$1.0 billion senior unsecured term loan facility (the “Term Facility”) and an \$850.0 million senior unsecured revolving credit facility (the “Revolving Facility”), which provides for the issuance of letters of credit up to \$250.0 million. Dollar General may request, subject to agreement by one or more lenders, increased revolving commitments and/or incremental term loan facilities in an aggregate amount of up to \$150.0 million. An affiliate of Goldman, Sachs & Co. serves as a lender and an agent, and served as an arranger, under the Facilities for which it received fees of \$0.7 million during 2013. The Revolving Facility commitment of the affiliate of Goldman, Sachs & Co. is \$73.5 million. We paid approximately \$12.5 million of interest on the Facilities during fiscal 2013, including approximately \$151,000 of interest to affiliates of Goldman, Sachs & Co. As of January 31, 2014, Dollar General had a principal balance of \$1.0 billion under the Term Facility, outstanding letters of credit of \$27.2 million under the Revolving Facility and \$822.8 million of borrowing availability under the Revolving Facility.

On April 11, 2013, Dollar General issued \$400.0 million aggregate principal amount of 1.875% senior notes due 2018 (the “2018 Senior Notes”), net of discount of \$0.5 million, which mature on April 15, 2018; and issued \$900.0 million aggregate principal amount of 3.25% senior notes due 2023 (the “2023 Senior Notes”), net of discount of \$2.4 million, which mature on April 15, 2023. KKR and Goldman, Sachs & Co. served as underwriters for the issuance of the 2018 Senior Notes and the 2023 Senior Notes for which they received underwriting fees of approximately \$0.7 million and \$1.5 million, respectively.

Each of KKR and Goldman, Sachs & Co., either directly or through affiliates, has ownership interests in a broad range of companies (“Portfolio Companies”) with whom we may from time to time enter into commercial transactions in the ordinary course of business, primarily for the purchase of goods and services. We believe that none of our transactions or arrangements with Portfolio Companies is significant enough to be considered material to KKR or Goldman, Sachs & Co. or to our business or shareholders. In 2013, the largest amount paid to a Portfolio Company was approximately \$109.3 million paid to a KKR Portfolio Company in the ordinary course of business for the purchase of merchandise for resale. This amount represented less than 3.0% of the vendor’s revenues for its last completed fiscal year and less than 1.0% of our revenues for 2013.

Our Board member, Mr. Calbert, served as an executive of KKR until 2014 and continues to serve as a consultant to KKR. Our former Board member, Mr. Agrawal, serves as an executive of KKR, while our former Board member, Mr. Jones, serves as a Managing Director of Goldman, Sachs & Co. KKR indirectly owned, through its investment in Buck Holdings, L.P., in excess of 5% of the shares of our common stock during a portion of 2013. Buck Holdings, L.P. sold all of its shares in Dollar General in December 2013.

See “Director Independence” for a discussion of a familial relationship between Ms. Cochran and one of our non-executive officers and compensation paid to that officer during 2013 and 2014.

Interlocks. Mr. Dreiling served as a manager of Buck Holdings, LLC for which Messrs. Calbert, Agrawal and Jones served as managers. Buck Holdings, LLC was dissolved on January 8, 2014. Messrs. Calbert and Jones served on our CNG Committee through March 31, 2013.

EXECUTIVE COMPENSATION

We refer to the persons listed in the Summary Compensation Table below as our “named executive officers.” References to the “merger” or the “2007 merger” mean our merger that occurred on July 6, 2007.

Compensation Discussion and Analysis

Executive Overview

The overarching goal of our executive compensation program is to serve the long-term interests of our shareholders. A competitive executive compensation package is critical for us to attract, retain and motivate persons who we believe have the ability and desire to deliver superior shareholder returns. We strive to balance the short-term and long-term components of our executive compensation program to incent achievement of both our annual and long-term business strategies, to pay for performance and to maintain our competitive position in the market in which we compete for executive talent.

The following are our key financial and operating results for 2013:

- Total sales increased 9.2% over 2012. Sales in same-stores increased 3.3% following a 4.7% increase in 2012.
- Operating profit increased 4.9% to \$1.74 billion, or 9.9% of sales, compared to \$1.66 billion, or 10.3% of sales, in 2012.
- Net income increased 7.6% to \$1.025 billion compared to \$953 million in 2012, and earnings per diluted share increased 11.2% to \$3.17 compared to \$2.85 in 2012.
- We generated \$1.213 billion of cash flows from operating activities, an increase of 7.2% compared to 2012.
- We opened 650 new stores, remodeled or relocated 582 stores, and closed 24 stores, resulting in a store count of 11,132 on January 31, 2014.
- Adjusted EBITDA, as defined and calculated for purposes of our outstanding performance-based stock option awards and our outstanding performance share unit awards, was \$2.09 billion versus \$1.98 billion in 2012.
- Adjusted ROIC, as defined and calculated for purposes of our outstanding performance share unit awards, was 19.89% versus 21.06% in 2012.
- Adjusted EBIT, as defined and calculated for purposes of our annual Teamshare bonus program, was \$1.742 billion (94.2% of the target).

2011 Say on Pay Vote. In 2011 our shareholders voted on an advisory basis with respect to our compensation program for named executive officers. Of the total votes cast (excluding abstentions and broker non-votes), 96.5% were cast in support of the program. We provide the opportunity to vote on a nonbinding basis on these matters once every three years, which is the time interval last approved by our shareholders on a nonbinding basis. We continue to view this vote as supportive of our compensation policies and decisions. Since 2012, we have made various changes to our compensation program in order to remain competitive, and we believe these changes further strengthen our program in ways that support our shareholders’ interests.

The most significant compensation-related actions or achievements in 2013 pertaining to our named executive officers include:

- The Compensation Committee revised the Teamshare program to measure adjusted EBIT results, which are viewed as a strong indicator of overall organizational performance.
- The Compensation Committee changed the equity awards mix from 75% time-based stock options and 25% performance share units to 50% time-based stock options, 25% performance share units and 25% restricted stock units to more closely match the equity mix used by our market comparator group.
- The Compensation Committee adjusted the weight of the performance measures for performance share units from 90% adjusted EBITDA and 10% ROIC to 50% adjusted EBITDA and 50% ROIC to put greater emphasis on maintaining ROIC at an acceptable level to help ensure that invested capital is providing an appropriate return over time.
- The 2013 tranche of the outstanding performance-based equity awards granted prior to 2012 vested as a result of our achievement of the 2013 adjusted EBITDA performance goal.
- The performance share units granted in March 2013 were earned at a level below the target for ROIC, but the threshold level for adjusted EBITDA was not obtained.
- In November 2013, Mr. Vasos was promoted to Chief Operating Officer, and in connection therewith, the Compensation Committee approved a new compensation package for Mr. Vasos based on information derived from market comparator group data which targeted the median range of the market comparator group.
- We amended our Insider Trading Policy to prohibit our directors and executive officers from hedging their ownership of Dollar General stock.

Executive Compensation Philosophy and Objectives

We strive to attract, retain and motivate persons with superior ability, to reward outstanding performance, and to align the long-term interests of our named executive officers with those of our shareholders. The material compensation principles applicable to the compensation of our named executive officers are summarized below and discussed in more detail in “Elements of Named Executive Officer Compensation”:

- We generally target total compensation at the benchmarked median range of total compensation of comparable positions within our market comparator group, but we make adjustments based on circumstances, such as unique job descriptions and responsibilities as well as our particular niche in the retail sector, that are not reflected in the market data. For competitive or other reasons, our levels of total compensation or any component of compensation may exceed or be below the median of our market comparator group.
- We set base salaries to reflect the responsibilities, experience, performance and contributions of the named executive officers and the salaries for comparable benchmarked positions, subject to minimums set forth in employment agreements.
- We reward named executive officers who enhance our performance by linking cash and equity incentives to the achievement of our financial goals.
- We promote share ownership to align the interests of our named executive officers with those of our shareholders.
- In approving compensation arrangements, we take into consideration the recent compensation history of the senior officer, including special or unusual compensation payments, and maintain an appropriate balance between base salary and annual and long-term incentive compensation.

We utilize employment agreements with the named executive officers which, among other things, set forth minimum levels of certain compensation components. We believe such arrangements are a common protection offered to named executive officers at other companies and help to ensure continuity and aid in retention. The employment agreements also provide for standard protections to both the executive and Dollar General should the executive's employment terminate. In March 2014, Messrs. Dreiling, Tehle, Vasos and Flanigan entered into amendments to their employment agreements that eliminated gross-up payments on any excise taxes imposed under Section 280G of the Internal Revenue Code effective immediately, as this elimination represents the best practice among our market comparator group. Mr. Sparks' employment agreement already disallowed payment of excise tax gross-ups.

Named Executive Officer Compensation Process

Oversight. Our Board of Directors has delegated responsibility for executive compensation to its Compensation Committee. The Compensation Committee approves the compensation of our named executive officers. However, its subcommittee, consisting entirely of independent directors at such times as the Compensation Committee did not consist entirely of independent directors, approved any portion that was intended to qualify as "performance-based compensation" under Section 162(m) of the Internal Revenue Code or that was intended to be exempt for purposes of Section 16(b) of the Securities Exchange Act of 1934 (the "Exchange Act").

Use of Outside Advisors. The Compensation Committee has selected Meridian Compensation Partners ("Meridian") to serve as its independent compensation consultant. Meridian (or its predecessor) has served as the Committee's consultant since our 2007 merger. The written agreement with Meridian details the terms and conditions under which Meridian will provide independent advice to the Committee in connection with matters pertaining to executive and director compensation. Under the agreement, the Committee (or its chairman) shall determine the scope of Meridian's services. The approved scope generally includes availability for attendance at select Committee meetings and associated preparation work, risk assessment assistance, assisting with the Committee's decision making with respect to executive and director compensation matters, providing advice on our executive pay philosophy, compensation market comparator group and incentive plan design, providing competitive market studies, and apprising the Committee about emerging best practices and changes in the regulatory and governance environment.

A Meridian representative attends or is on call to join such Committee meetings and private sessions as the Committee requests. The Committee's members are authorized to consult directly with the consultant as desired. Meridian, along with management, provides market comparator group data to the Committee for use in making decisions on items such as base salary, the Teamshare bonus program, and the long-term incentive program.

Meridian did not provide any services to the Company in 2013 unrelated to executive or Board compensation. The Committee has determined that Meridian is independent from Dollar General and that no conflicts of interest exist related to Meridian's services provided to the Committee. The Committee made these decisions after reviewing information regarding (1) Meridian's policies and procedures to prevent conflicts of interest; (2) the fees received from Dollar General in Meridian's most recently completed fiscal year, which represented less than 1% of Meridian's revenues; (3) the lack of business or personal relationships between Meridian or any Meridian advisor with any of our executive officers or Committee members during fiscal 2013; and (4) the lack of Dollar General stock ownership by any Meridian advisor during fiscal 2013.

Management's Role. Mr. Bob Ravener, our Executive Vice President and Chief People Officer, and non-executive members of the human resources group have assisted Meridian in gathering and analyzing relevant competitive data and identifying and evaluating various alternatives for named executive officer compensation (including his own). The Committee's Chairman periodically consults directly with Messrs. Dreiling and Ravener, and other non-executive members of our human resources group, in connection with executive compensation. Messrs. Dreiling and Ravener discuss with the Committee their recommendations regarding named executive officer pay components, typically based on benchmarking data; however, Mr. Dreiling does not participate in the Committee's deliberations of his own compensation. Each of Mr. Dreiling's direct reports provides input on Mr. Dreiling's performance to Mr. Ravener, and this input is consolidated and provided to the Committee on an anonymous basis. Mr. Dreiling subjectively assesses performance of each of the other named executive officers (see "Use of Performance Evaluations" below).

Although the Committee values and solicits such input from management, it retains and exercises sole authority to make decisions regarding named executive officer compensation.

Use of Performance Evaluations. Annually, the Compensation Committee assesses the performance of Mr. Dreiling, considering the input of his direct reports and other factors, and Mr. Dreiling assesses the performance of each of the other named executive officers. These evaluations are used to determine each such officer's overall success in meeting or exhibiting certain enumerated factors, including our four publicly disclosed operating priorities and certain core attributes on which all of our employees are evaluated. These evaluations are subjective; no objective criteria or relative weighting is assigned to any individual factor.

The Committee uses the performance evaluation results as an eligibility threshold for annual base salary increases and Teamshare bonus payments for named executive officers. A performance rating below "good" (i.e., "unsatisfactory" or "needs improvement") for the last completed fiscal year would generally preclude a named executive officer from receiving any annual base salary increase or Teamshare bonus payment (although the Committee retains discretion to approve a Teamshare bonus payment in the event of a "needs improvement" rating). The performance evaluation results have not been used to determine the amount of the Teamshare bonus payment for any named executive officer; rather, the Teamshare bonus amount is determined solely based upon the Company's level of achievement of a pre-established financial performance measure and the terms of the Teamshare program (see discussion below). Any named executive officer who receives a "needs improvement" performance rating also would receive a reduced level of restricted stock units and stock options. Each named executive officer received a satisfactory (i.e., "good," "very good," or "outstanding") overall performance evaluation with respect to each of 2012 and 2013.

The performance evaluation results also may impact the amount of an officer's annual base salary increase. Any named executive officer who receives a satisfactory performance rating is given a percentage base salary increase that equals the overall budgeted increase for the Company's U.S.-based employee population unless:

- the executive's performance evaluation relative to other executives supports a higher or lower percentage increase;
- the market comparator group data indicate that an upward market adjustment would more closely align compensation with the median range of the market comparator group;
- an additional or exceptional event occurs, such as an internal equity adjustment, a promotion or a change in responsibilities, or a similar one-time adjustment is required; and/or
- the Committee believes any other reason justifies a variation from the overall budgeted increase.

Use of Market Benchmarking Data. We pay compensation that is competitive with the external market for executive talent to attract and retain named executive officers who we believe will help improve our business. We believe that this primary talent market consists of retail companies with revenues both larger and smaller than ours and with business models similar to ours. Those companies are likely to have executive positions comparable in breadth, complexity and scope of responsibility to ours. Our market comparator group for 2013 compensation decisions consisted of AutoZone, Big Lots, Family Dollar, McDonald's, OfficeMax, PetSmart, Staples, J.C. Penney, The Gap, Macy's, Ross Stores, TJX Companies, Kohls, Starbucks, Limited Brands, Dollar Tree, Foot Locker, Safeway and Yum! Brands.

For decisions related to 2013 executive compensation, the Committee reviewed survey data provided by Meridian from the market comparator group and referenced compensation data provided by management from the previous three years of the proxy statements of the market comparator group for those companies where comparable positions could be identified. In determining the compensation changes related to Mr. Vasos' promotion to Chief Operating Officer in November 2013, the Committee reviewed median data from the most recent proxy statements of the nine companies (Big Lots, Dollar Tree, Family Dollar, Foot Locker, J.C. Penney, McDonald's, PetSmart, Ross Stores and Safeway) in our market comparator group that reported data for a comparable position.

For 2014 executive compensation decisions other than Mr. Dreiling, the Committee reviewed 2013 market comparator group data that was increased by 3%, as recommended by Meridian to maintain alignment with the general market. In the case of Mr. Dreiling's 2014 compensation, to ensure that the Committee was aware of any significant movement in CEO compensation levels within the market comparator group, Meridian provided current survey data from the 2013 market comparator group.

Elements of Named Executive Officer Compensation

We provide compensation in the form of base salary, short-term cash incentives, long-term equity incentives, benefits and limited perquisites. We believe each of these elements is a necessary component of the total compensation package and is consistent with compensation programs at companies with whom we compete both for business and talent.

Base Salary. Base salary promotes the recruiting and retention functions of our compensation program by reflecting the salaries for comparable positions in the competitive marketplace, rewarding strong performance, and providing a stable and predictable income source for our executives. Because we likely would be unable to attract or retain quality named executive officers in the absence of competitive base salary levels, this component constitutes a significant portion of the total compensation package. Our employment agreements with the named executive officers set forth minimum base salary levels, but the Compensation Committee retains sole discretion to increase these levels from time to time.

(a) *Named Executive Officers Other than Mr. Dreiling.* In each of 2013 and 2014, the Compensation Committee determined, with Messrs. Dreiling (regarding performance assessments) and Ravener's (regarding salary percentage increases) recommendation, that the named executive officers' performance assessments relative to other executives supported a percentage increase equal to that which was budgeted for our entire U.S.-based employee population (see "Use of Performance Evaluations") as such increases, along with the other compensation components, would maintain total 2013 compensation within the median range of the market comparator group. Accordingly, each of the named executive officers received the budgeted 2.75% annual base salary increase in 2013 and 2.45% in 2014. All such increases were effective as of April 1 of the applicable year. Additionally, upon his promotion to Chief Operating Officer in November 2013, the Committee determined that Mr. Vasos should receive a salary increase of 9.15%, as this increase targeted the median range of the market comparator group data for the companies that reported data for a comparable position.

(b) *Mr. Dreiling.* In determining Mr. Dreiling's 2013 and 2014 base salary, the Compensation Committee took into account Mr. Dreiling's performance assessment, the amount budgeted for our entire U.S.-based employee population (see "Use of Performance Evaluations"), and the benchmarking data of the market comparator group (see "Use of Market Benchmarking Data"). With respect to Mr. Dreiling's 2013 and 2014 base salary increases, the Committee determined that Mr. Dreiling should receive the same 2.75% (2013) and 2.45% (2014) increase that was awarded to each of the other named executive officers which, along with the other components of Mr. Dreiling's 2013 compensation, maintained his total compensation at the median range of the market comparator group.

Short-Term Cash Incentive Plan. Our short-term cash incentive plan, called Teamshare, is established under our shareholder-approved Amended and Restated Annual Incentive Plan. The Teamshare program provides an opportunity for each named executive officer to receive a cash bonus payment equal to a certain percentage of base salary based upon Dollar General's achievement of one or more pre-established financial performance targets based on any of the performance measures listed in the Amended and Restated Annual Incentive Plan.

As a threshold matter, a named executive officer's eligibility to receive a bonus under the Teamshare program depends upon his receiving an overall individual performance rating of satisfactory (see "Use of Performance Evaluations"). Accordingly, Teamshare fulfills an important part of our pay for performance philosophy while aligning the interests of our named executive officers and our shareholders.

(a) *2013 Teamshare Structure.* The Compensation Committee selected adjusted EBIT as the financial performance measure for the 2013 Teamshare program. The Committee believes that EBIT is a comprehensive measure of the Company's performance and provides a different but complementary focus for the short-term incentive program than that used for the long-term incentive program.

For purposes of the 2013 Teamshare program, adjusted EBIT is defined as the Company's operating profit as calculated in accordance with U.S. generally accepted accounting principles ("GAAP"), but shall exclude:

- the impact of (a) all consulting, accounting, legal, valuation, banking, filing, disclosure and similar costs, fees and expenses directly related to the consideration, negotiation, approval and consummation of the proposed acquisition and related financing of the Company by affiliates of KKR (including without limitation any costs, fees and expenses relating to any refinancings) and any litigation or settlement of any litigation related thereto; (b) any costs, fees and expenses directly related to the consideration, negotiation, preparation, or consummation of any asset sale, merger or other transaction that results in a Change in Control (within the meaning of our Amended and Restated 2007 Stock Incentive Plan) of the Company or any primary or secondary offering of our common stock or other security; (c) any gain or loss recognized as a result of derivative instrument transactions or other hedging activities; (d) any gains or losses associated with the early retirement of debt obligations; (e) charges resulting from significant natural disasters; and (f) any significant gains or losses associated with our LIFO computation; and
- unless the Committee disallows any such item, (a) non-cash asset impairments; (b) any significant loss as a result of an individual litigation, judgment or lawsuit settlement (including a collective or class action lawsuit and security holder lawsuit, among others); (c) charges for business restructurings; (d) losses due to new or modified tax or other legislation or accounting changes enacted after the beginning of the 2013 fiscal year; (e) significant tax settlements; and (f) any significant unplanned items of a non-recurring or extraordinary nature.

The Committee established threshold (below which no bonus may be paid) and target performance levels, discussed below, for the adjusted EBIT performance measure. From 2008 to 2013, there was not a maximum level of financial performance associated with the Teamshare program, in order to avoid possibly discouraging employees from striving to achieve performance results beyond maximum levels. However, any individual payout was capped at the Amended and Restated Annual Incentive Plan limit (which was \$10 million for 2013 in accordance with Section 162(m) of the Internal Revenue Code).

The target adjusted EBIT performance level for the 2013 Teamshare program was \$1.849 billion which, consistent with prior practice, was the same level as our 2013 annual financial plan objective. As it had done since 2008 for adjusted EBITDA, the Committee also established the adjusted EBIT financial performance threshold at 95% of target.

The bonus payable to each named executive officer if we reached the 2013 target performance level for the adjusted EBIT financial performance measure was equal to the applicable target percentage, as set forth in the chart below, of the applicable salary. For all named executive officers except Mr. Vasos, such percentages are consistent with those for the prior year. The target payout percentage of salary for Mr. Vasos was increased from 65% to 80% in connection with his promotion to Chief Operating Officer in November 2013 (prorated for the portion of fiscal year 2013 that he served as Chief Operating Officer) in order to align with the median range of the market comparator group data for the comparable position. In addition, for all named executive officers except Messrs. Dreiling (for whom the market value was not blended) and Vasos (for whom the market value was not blended for his 80% target percentage payout), such percentages reflect a blend of the approximate median of the payout percentages for the market comparator group. Mr. Dreiling's employment agreement with us requires minimum threshold (50%) and minimum target (125%) bonus percentages, but in 2011 the Committee determined his target bonus percentage should be increased to 130% to more closely align Mr. Dreiling's bonus target and total cash compensation with the median of the market comparator group.

<u>Name</u>	<u>Target Payout Percentage</u>
Mr. Dreiling	130%
Mr. Vasos	65/80%
Mr. Tehle	65%
Mr. Flanigan	65%
Mr. Sparks	65%

Bonus payments for financial performance below or above the applicable target levels are prorated on a graduated scale commensurate with financial performance levels in accordance with the schedule below.

Adjusted EBIT	
% of Performance Target(1)	% of Bonus Payable(1)
95	50
96	60
97	70
98	80
99	90
100	100
101	110
102	120
103	130
104	140
105	150
106	160
107	170
108	180
109	190
110	200

(1) For each 1% increase above 110% of the target performance level, the corresponding payout increases by 11.21% of the officer's target payout amount (based upon the officer's target payout percentage), consistent with the schedule approved by the Committee in 2007 in reliance upon benchmarking data which, at that time, indicated that the typical practice was to set the threshold payout percentage at half of the target and the maximum payout percentage at twice the target. Payout percentages greater than 200% of the target payout levels are based on an approximate sharing between Dollar General (80%) and the Teamshare participants (20%) of the incremental adjusted EBIT dollars earned above 110% of the financial performance level.

(b) *2013 Teamshare Results.* The Compensation Committee confirmed the adjusted EBIT performance result at \$1.742 billion (94.2% of target), which was below the threshold performance level of 95% of the target required for a bonus to be earned. Accordingly, no Teamshare bonus was earned by our named executive officers.

(c) *2014 Teamshare Structure.* The Compensation Committee has approved a 2014 Teamshare structure similar to that which was approved for 2013. The target percentage of each named executive officer's salary upon which his bonus is based for the 2014 Teamshare program remains unchanged from 2013 (for Mr. Vasos, this means 80%).

Following the 2007 merger, to be more consistent with the practices of KKR's other portfolio companies, the threshold for a bonus payout was increased from 90% to 95% of the target level of financial performance and the performance cap was removed. Following KKR's exit from Dollar General in December 2013, the Committee determined that the 2014 Teamshare program should more closely reflect the practices of our market comparator group, including a threshold requirement of 90% of the target level of financial performance and a performance cap. Therefore, under the 2014 Teamshare program approved by the Committee in March 2014, performance below 90% of the target level of financial performance will result in no bonus payout and performance at or above 120% of the

target level of financial performance will result in a maximum bonus payout of 300% of the individual's target payout percentage. Performance between 90% (threshold) and 100% of the financial performance target, as well as between 100% and 120% (maximum) of the financial performance target, will be interpolated on a straight-line basis on actual results for a bonus payout of between 50% (at threshold), 100% (at target) and 300% (at the maximum) of the individual's target payout percentage.

Long-Term Equity Incentive Program. Long-term equity incentives motivate named executive officers to focus on long-term success for shareholders. These incentives help provide a balanced focus on both short-term and long-term goals and are important to our compensation program's recruiting and retention objectives. Such incentives are designed to compensate named executive officers for a long-term commitment to us, while motivating sustained increases in our financial performance and shareholder value.

Equity awards are made under our shareholder-approved Amended and Restated 2007 Stock Incentive Plan and options are granted with a per share exercise price equal to the fair market value of one share of our common stock on the date of grant.

(a) *Pre-2012 Equity Awards.* Until March 2012, the Compensation Committee had not made annual equity awards since our 2007 merger. The options granted to the named executive officers prior to 2012 generally were divided so that half were time-vested (over 4 to 5 years) and half were performance-vested (generally over 5 or 6 years) based on a comparison of an EBITDA-based performance metric, as described below, against pre-set goals. Messrs. Dreiling and Flanigan are the only named executive officers for whom these pre-2012 options remain outstanding, and Mr. Flanigan is the only named executive officer for whom a portion of any such options remains unvested.

The vesting of Mr. Flanigan's performance-based options granted prior to 2012 is subject to continued employment with us over the performance period and the Board's determination that we have achieved for each of the relevant fiscal years the specified annual performance target based on EBITDA and adjusted as described below. For fiscal years 2010-2013, those adjusted EBITDA targets were \$1.400 billion, \$1.584 billion, \$1.754 billion and \$1.930 billion, respectively, which were based on the long-term financial plan, less any anticipated permissible adjustments, primarily to account for unique expenses related to our 2007 merger. If a performance target for a given fiscal year is not met, the performance-based options may still vest and become exercisable on a "catch up" basis if, at the end of a subsequent fiscal year, a specified cumulative adjusted EBITDA performance target is achieved. The annual and cumulative adjusted EBITDA performance targets are based on our long-term financial plans in existence at the time of grant. Accordingly, in each case at the time of grant, we believed those levels, while attainable, would require strong performance and execution.

For purposes of calculating the achievement of performance targets for our long-term equity incentive grants prior to 2012, "EBITDA" means earnings before interest, taxes, depreciation and amortization plus transaction, management and/or similar fees paid to KKR and/or its affiliates. In addition, the Board is required to fairly and appropriately adjust the calculation of EBITDA to reflect, to the extent not contemplated in our financial plan, the following: acquisitions, divestitures, any change required by GAAP relating to share-based compensation or for other changes in GAAP promulgated by accounting standard setters that, in each case, the Board in good faith determines require adjustment to the EBITDA performance measure we use for our long-term equity incentive program.

We have surpassed the cumulative adjusted EBITDA performance targets through fiscal 2013, and we anticipate surpassing the cumulative adjusted EBITDA performance target through fiscal 2014 for Mr. Flanigan's options.

In March 2012 the Committee awarded Mr. Dreiling a retention grant of 326,037 performance-based restricted shares of our common stock which he can earn if certain earnings per share (“EPS”) performance targets are met for fiscal years 2014 and 2015. This award was designed to retain Mr. Dreiling, whose 2008 stock option award fully vested and whose transfer restrictions on shares of our common stock expired in 2012, while simultaneously incenting him to continue to drive superior financial performance. The EPS goals were established by the Committee on the grant date based upon EPS forecasts contained in our long-term strategic plan. Half of the performance-based restricted stock will vest after the end of our 2014 fiscal year if the EPS goal for that year is achieved, and the other half will vest after the end of our 2015 fiscal year if the EPS goal for that year is achieved, in each case subject to continued employment with us and certain accelerated vesting provisions. For purposes of calculating the achievement of the EPS targets for each of 2014 and 2015, EPS shall be calculated as the quotient of (x) net income earned in the applicable fiscal year (as calculated in accordance with GAAP applicable to the Company at the relevant time), with such net income calculation to exclude the items identified below, by (y) the weighted average number of shares of our common stock outstanding during the applicable fiscal year. The net income calculation will exclude the impact of all items excluded from the 2013 Teamshare program adjusted EBIT calculation outlined above, as well as share-based compensation charges. Additionally, the calculation of net income will exclude (unless the Committee disallows such exclusion) any material and demonstrable impact resulting from changes in tax or other legislation or accounting changes enacted after the beginning of the 2012 fiscal year and not contemplated in our 2012-2016 financial plan (as opposed to the 2013 Teamshare program adjusted EBIT calculation, which excludes, unless the Committee disallows, the losses due to changes in tax or other legislation or accounting changes enacted after the beginning of the 2013 fiscal year).

(b) *2013 Equity Awards.* A new long-term equity structure was finalized and implemented in March 2012 to more closely align with typical public company equity structures, and this program was revised in 2013 so that each of the named executive officers now receives restricted stock units, in addition to the time-based stock options and performance share units previously received in 2012. The mix of the equity value is delivered 50% in options, 25% in performance share units and 25% in restricted stock units, as opposed to the previous equity value delivery mix of 75% options and 25% in performance share units, to more closely match the equity mix of our market comparator group. The Committee believes this is the appropriate allocation to achieve both the incentive and retention goals of the awards.

Consistent with our compensation philosophy and objectives, the value of the long-term incentive awards was based on the median of the long-term equity target values of our market comparator group. The market value for each named executive officer’s position was blended to establish a single long-term incentive value on which awards are based for all named executive officers (other than the CEO for whom the market value was not blended). This blending practice is similar to the one described under “Short—Term Cash Incentive Plan” above.

The actual number of stock options, performance share units and restricted stock units awarded were determined by applying a formula provided by Meridian (Black Scholes for stock options) to the selected long-term incentive values.

The options will vest 25% on each of the first four anniversaries of the grant date, subject to the named executive officer’s continued employment with us and certain accelerated vesting provisions.

The performance share units can be earned if certain performance measures are achieved during the performance period (which was fiscal year 2013) and if certain additional vesting requirements are met. The performance measures are goals related to adjusted EBITDA (weighted 50%) and ROIC (weighted 50%) as established by the Compensation Committee on the grant date, using the adjusted EBITDA/ROIC-based performance criteria as outlined below:

Adjusted EBITDA Shares Earned		ROIC Shares Earned		Total Shares Earned (%)
EBITDA Result v. Target (%)	Shares Earned (%)	ROIC Result v. Target (%)	Shares Earned (%)	
<95	0	<97.51	0	0
95	25	97.51	25	50
96	30	98.01	30	60
97	35	98.51	35	70
98	40	99.00	40	80
99	45	99.50	45	90
100	50	100.00	50	100
101	55	100.50	55	110
102	60	101.00	60	120
103	65	101.49	65	130
104	70	101.99	70	140
105	75	102.49	75	150
106	80	102.99	80	160
107	85	103.48	85	170
108	90	103.98	90	180
109	95	104.48	95	190
110	100	104.98	100	200

The revised weighting (formerly 90% adjusted EBITDA and 10% ROIC) puts greater emphasis on maintaining ROIC at an acceptable level to help ensure that invested capital is providing an appropriate return over time. The number of performance share units earned could vary between 0% and 200% of the target number based on actual performance compared to target performance on the same graduated scale that determines incentive payouts under our Teamshare program discussed above. The target performance levels for 2013 adjusted EBITDA and ROIC were \$2.210 billion and 20.10%, respectively. Actual 2013 adjusted EBITDA and adjusted ROIC results were \$2.090 billion (94.58% of adjusted EBITDA target) and 19.89% (98.96% of ROIC target), respectively. Accordingly, 39.5% of the target number of performance share units were earned as a result of 2013 performance. The 2013 target adjusted EBITDA and ROIC performance levels, consistent with prior practice, were the same levels as our 2013 annual financial plan objectives.

The actual number of performance share units earned for 2013 for each of the named executive officers was 14,088 for Mr. Dreiling and 2,562 for each of the other named executive officers. One-third of the performance share units earned based on 2013 financial performance vested on the last day of the one-year performance period, and the remaining two-thirds of the performance share units vest equally on the second and third anniversaries of the grant date, subject to the named executive officer's continued employment with us and certain accelerated vesting provisions. All vested performance share units will be settled in shares of our common stock.

The adjusted EBITDA performance target is computed in accordance with our credit agreements in place at the time of the grant without regard to any amendments after the grant date but exclude the impact of all items excluded from the 2013 Teamshare program adjusted EBIT calculation outlined above, as well as share-based compensation charges. The ROIC performance target

is calculated as (a) the result of (x) the sum of (i) our operating income, plus (ii) depreciation and amortization, plus (iii) minimum rentals, minus (y) taxes, divided by (b) the result of (x) the sum of the averages of: (i) total assets, plus (ii) accumulated depreciation and amortization, minus (y) (i) cash, minus (ii) goodwill, minus (iii) accounts payable, minus (iv) other payables, minus (v) accrued liabilities, plus (vi) 8x minimum rentals (with all of the foregoing terms as determined per our financial statements) but excludes the impact of all items excluded from the 2013 Teamshare program adjusted EBIT calculation outlined above, as well as share-based compensation charges.

The restricted stock units awarded are time-based awards, payable in shares of our common stock and vest in equal installments over 3 years from the grant date, subject to continued employment with us and certain accelerated vesting conditions.

Upon his promotion to Chief Operating Officer, Mr. Vasos received an additional stock option grant. The amount of the equity grant was derived from market comparator group data and targeted the median range for the comparable position and was prorated for the portion of fiscal year 2013 that he served as Chief Operating Officer.

(c) *2014 Equity Awards.* The Compensation Committee authorized additional long-term equity incentive awards to our named executive officers in March 2014 on substantially similar terms as those set forth above. The threshold and maximum levels of performance criteria for performance share units were revised from 95% and 110% of target, respectively, for adjusted EBITDA, and 97.51% and 104.98% of target, respectively, for ROIC, to 90% and 120% of target, respectively, for adjusted EBITDA, and 94.86% and 110.29% of target, respectively, for ROIC, with performance in between such levels to be determined on the same graduated scale used to determine incentive cash payouts under our 2014 Teamshare program discussed above between 50% for threshold performance and 300% for maximum performance. This change reflects the Committee's desire to align the payout and performance scale of the short-term and long-term incentive programs.

Share Ownership Guidelines. We have adopted share ownership guidelines for Board members and senior officers. See "Are there share ownership guidelines for Board members and senior officers?" in "Corporate Governance" above for more information.

Policy Against Hedging and Pledging Transactions. Our Insider Trading Policy prohibits Board members and executive officers from pledging Dollar General securities as collateral, from holding Dollar General securities in a margin account, and from hedging their ownership of Dollar General stock. Examples of hedging ownership include entering into or trading prepaid variable forward contracts, equity swaps, collars, puts, calls, options (other than those granted under a Dollar General compensation plan) or other derivative instruments related to Dollar General stock.

Benefits and Perquisites. Along with certain benefits offered to named executive officers on the same terms that are offered to all of our salaried employees (such as health and welfare benefits, disability insurance and matching contributions under our 401(k) plan), we provide our named executive officers with certain additional benefits and perquisites for retention and recruiting purposes and to replace benefit opportunities lost due to regulatory limits. We also provide named executive officers with benefits and perquisites as additional forms of compensation that we believe to be consistent and competitive with benefits and perquisites provided to executives with similar positions in our market comparator group and in our industry.

The named executive officers have the opportunity to participate in the Compensation Deferral Plan (the "CDP") and, other than Messrs. Sparks and Vasos, the defined contribution Supplemental Executive Retirement Plan (the "SERP", and together with the CDP, the "CDP/SERP Plan"). SERP participation is not available to persons to whom employment offers are made after May 28, 2008, including Messrs. Sparks and Vasos.

We pay the premiums for each named executive officer's life insurance benefit equal to 2.5 times his base salary up to a maximum of \$3 million. We eliminated the tax gross-up on this perquisite beginning with tax year 2013.

We also provide a relocation assistance program to named executive officers under a policy applicable to officer-level employees and similar to that offered to certain other employees. The significant differences between the relocation assistance available to officers from the relocation assistance available to non-officers include:

- A greater miscellaneous expense allowance, which is not grossed up;
- Reimbursement for expenses incurred on home finding trips;
- Reimbursement for 90 days of temporary living expenses (non-officers are reimbursed for an amount that varies by position);
- Reimbursement for rent payments for canceling a lease in the origination location (certain non-officers receive);
- Storage of household goods for entire temporary living period;
- Former home sale assistance through a guaranteed buyout offer;
- Reimbursement for all reasonable and customary home purchase closing costs except for loan origination fees which are limited to 1%;
- Reimbursement for certain move-related expenses to the new location; and
- Reimbursement for 3 return trips to the origination location during the temporary living period.

In 2013, Mr. Sparks was granted an additional 12 return trips to his origination location to use over a longer period of time because his family was not able to immediately relocate with him.

We provide through a third party a personal financial and advisory service benefit to the named executive officers, including financial planning, estate planning and tax preparation services, in an annual amount of up to \$20,000 per person. The Committee believes the financial services program reduces the amount of time and attention that executives must spend on these matters, furthering their ability to focus on their responsibilities to us, and maximizes the executive's net financial reward of compensation received from us. We eliminated the tax gross-up on this perquisite beginning with tax year 2013.

Mr. Dreiling is entitled to certain additional perquisites as a result of the terms of his employment agreement with us, including:

- Personal use of our corporate aircraft for 80 hours per year or a greater number of hours specified by the Compensation Committee.
- Payment of monthly membership fees and costs related to his membership in professional clubs selected by him (to date, Mr. Dreiling has not availed himself of this right).
- Payment of the premiums on certain personal long-term disability insurance policies.
- Reimbursement of reasonable legal fees, up to \$15,000, incurred by him in connection with any legal consultation regarding his amended employment agreement.

Severance Arrangements

As noted above, we have an employment agreement with each of our named executive officers that, among other things, provides for such executive's rights upon a termination of employment. We believe that reasonable severance benefits are appropriate to protect the named executive officer against circumstances over which he does not have control and as consideration for the promises of

non-disclosure, non-competition, non-solicitation and non-interference that we require in our employment agreements. A change in control, by itself, does not trigger any severance provision applicable to our named executive officers, except for the provisions related to long-term equity incentives under our Amended and Restated 2007 Stock Incentive Plan.

Considerations Associated with Regulatory Requirements

Section 162(m) generally disallows a tax deduction to any publicly held corporation for individual compensation over \$1 million paid in any taxable year to each of the persons who were, at the end of the fiscal year, Dollar General's CEO or one of the other named executive officers (other than our CFO). Section 162(m) specifically exempts certain performance-based compensation from the deduction limit.

If our Compensation Committee determines that our shareholders' interests are best served by the implementation of compensation policies that are affected by Section 162(m), our policies will not restrict the Committee from exercising discretion to approve compensation packages even though that flexibility may result in certain non-deductible compensation expenses.

We believe that our Amended and Restated 2007 Stock Incentive Plan currently satisfies the requirements of Section 162(m), so that compensation expense realized in connection with stock options and stock appreciation rights, if any, and in connection with performance-based restricted stock and restricted stock unit awards, if any, can be deductible. However, restricted stock or restricted stock units granted to executive officers that solely vest over time are not "performance-based compensation" under Section 162(m), so that compensation expense realized in connection with those time-vested awards to executive officers covered by Section 162(m) will not be deductible by Dollar General.

In addition, any salary, signing bonuses or other annual compensation paid or imputed to the executive officers covered by Section 162(m) that causes non-performance-based compensation to exceed the \$1 million limit will not be deductible by Dollar General. However, we believe that our Amended and Restated Annual Incentive Plan currently satisfies the requirements of Section 162(m), so that compensation expense realized in connection with short-term incentive payments under our Teamshare program, if any, will be deductible.

The Committee administers our executive compensation program with the good faith intention of complying with Section 409A of the Internal Revenue Code, which relates to the taxation of nonqualified deferred compensation arrangements.

Compensation Committee Report

The Compensation Committee of our Board of Directors reviewed and discussed with management the Compensation Discussion and Analysis required by Item 402(b) of Regulation S-K and, based on such review and discussions, the Compensation Committee recommended to the Board that the Compensation Discussion and Analysis be included in this document.

This report has been furnished by the members of the Compensation Committee:

- Warren F. Bryant, Chairman
- Patricia D. Fili-Krushel
- William C. Rhodes, III

The above Compensation Committee Report does not constitute soliciting material and should not be deemed filed or incorporated by reference into any other Dollar General filing under the Securities Act of 1933 or the Securities Exchange Act of 1934, except to the extent Dollar General specifically incorporates this report by reference therein.

Summary Compensation Table

The following table summarizes compensation paid to or earned by our named executive officers in each of the 2013, 2012 and 2011 fiscal years. We have omitted from this table the columns for Bonus and Change in Pension Value and Nonqualified Deferred Compensation Earnings as no amounts are required to be reported in such columns for any named executive officer.

Name and Principal Position(1)	Year	Salary (\$)(2)	Stock Awards (\$)(3)	Option Awards (\$)(4)	Non-Equity Incentive Plan Compensation (\$)(5)	All Other Compensation (\$)	Total (\$)
Richard W. Dreiling, <i>Chairman & Chief Executive Officer</i>	2013	1,291,515	3,440,634	2,059,459	—	855,567(6)	7,647,175
	2012	1,235,626	16,554,441	3,091,549	1,591,956	686,688	23,160,260
	2011	1,196,947	—	—	1,850,386	785,036	3,832,369
David M. Tehle, <i>Executive Vice President & Chief Financial Officer</i>	2013	709,413	625,574	374,452	—	172,598(7)	1,882,037
	2012	677,136	295,483	507,162	436,209	191,915	2,107,905
	2011	658,356	—	—	506,906	220,278	1,385,540
Todd J. Vasos, <i>Chief Operating Officer</i>	2013	699,549	625,574	422,846	—	72,464(8)	1,820,433
	2012	654,617	295,483	507,162	421,698	76,435	1,955,395
	2011	636,614	—	—	490,165	71,712	1,198,491
John W. Flanigan, <i>Executive Vice President, Global Supply Chain</i>	2013	452,716	625,574	374,452	—	105,319(9)	1,558,061
Gregory A. Sparks, <i>Executive Vice President, Store Operations</i>	2013	620,178	625,574	374,452	—	300,228(10)	1,920,432
	2012	523,618	295,483	507,162	338,643	65,404	1,730,310

- (1) Mr. Flanigan joined Dollar General in May 2008 but was not a named executive officer for fiscal 2012 or fiscal 2011. Mr. Sparks joined Dollar General in March 2012.
- (2) Each named executive officer deferred under the CDP a portion of his salary earned in each of the fiscal years for which salaries are reported above and, except for Mr. Sparks who contributed a portion of only his fiscal 2013 salary to our 401(k) Plan, contributed to our 401(k) Plan a portion of his salary earned in each of the fiscal years for which salaries are reported above. The amounts of the fiscal 2013 salary deferrals under the CDP are included in the Nonqualified Deferred Compensation Table.
- (3) The amounts reported represent the respective aggregate grant date fair value of performance share units awarded to the applicable named executive officer in fiscal 2013 and fiscal 2012, the aggregate grant date fair value of the performance-based restricted stock awarded to Mr. Dreiling in fiscal 2012 and the aggregate grant date fair value of the restricted stock units awarded to each named executive officer in fiscal 2013, in each case computed in accordance with FASB ASC Topic 718. The performance share units and the performance-based restricted stock are subject to performance conditions, and the reported value at the grant date is based upon the probable outcome of such conditions on such date. The values of the awards at the grant date assuming that the highest level of performance conditions will be achieved are as follows: \$3,431,879 for Mr. Dreiling's performance share units granted in fiscal 2013, \$3,602,534 for Mr. Dreiling's performance share units granted in fiscal 2012, \$14,753,174 for Mr. Dreiling's performance-based restricted stock, \$623,987 for the performance share units granted to each of Messrs. Tehle, Vasos, Flanigan and Sparks in fiscal 2013, and \$590,965 for the performance share units granted to each of Messrs. Tehle, Vasos, Flanigan and Sparks in fiscal 2012. Information regarding the assumptions made in the valuation of these awards is set forth in Note 10 of the annual consolidated financial statements in our 2013 Form 10-K.
- (4) The amounts reported represent the respective aggregate grant date fair value of stock options awarded to the applicable named executive officer in the fiscal year indicated, computed in accordance with FASB ASC Topic 718. Information regarding assumptions made in the valuation of these awards is set forth in Note 10 of the annual consolidated financial statements in our 2013 Form 10-K.

- (5) Represents amounts earned pursuant to our Teamshare bonus program for each fiscal year reported. See the discussion of the “Short-Term Cash Incentive Plan” in “Compensation Discussion and Analysis” above. Mr. Vasos deferred 10% of his fiscal 2012 bonus payment under our CDP. No named executive officer for whom a Teamshare bonus payment for fiscal 2011 is reported above deferred any portion of such bonus payment under the CDP.
- (6) Includes \$273,655 for our contribution to the SERP and \$51,681 and \$12,742, respectively, for our match contributions to the CDP and the 401(k) Plan; \$7,775 for premiums paid under a personal portable long-term disability policy; \$1,692 for premiums paid under our life insurance program; and \$508,022 which represents the aggregate incremental cost of providing certain perquisites, including \$481,658 for costs associated with personal airplane usage, \$18,488 for costs associated with financial and estate planning services, and other amounts which individually did not equal or exceed the greater of \$25,000 or 10% of total perquisites, including sporting and other entertainment events, miscellaneous gifts, and framing projects, as well as participation in a group umbrella liability insurance program offered at no incremental cost to Dollar General through a third party vendor at a group rate paid by the executive. The aggregate incremental cost related to the personal airplane usage was calculated using costs we would not have incurred but for the personal usage (including costs incurred as a result of “deadhead” legs of personal flights), including fuel costs, variable maintenance costs, crew expenses, landing, parking and other associated fees, supplies and catering costs, as well as charter costs incurred while our plane was undergoing maintenance.
- (7) Includes \$108,683 for our contribution to the SERP and \$22,641 and \$12,554, respectively, for our match contributions to the CDP and the 401(k) Plan; \$1,001 for premiums paid under our life insurance program; and \$27,719 which represents the aggregate incremental cost of providing certain perquisites, including \$18,488 for financial and estate planning services and other amounts which individually did not equal or exceed the greater of \$25,000 or 10% of total perquisites, including a directed donation to charity, sporting and other entertainment events and miscellaneous gifts, as well as participation in a group umbrella liability insurance program offered at no incremental cost to Dollar General through a third party vendor at a group rate paid by the executive.
- (8) Includes \$21,901 and \$12,518, respectively, for our match contributions to the CDP and the 401(k) Plan; \$988 for premiums paid under our life insurance program; and \$37,057 which represents the aggregate incremental cost of providing certain perquisites, including \$18,488 for financial and estate planning services and other amounts which individually did not equal or exceed the greater of \$25,000 or 10% of total perquisites, including sporting and other entertainment events, miscellaneous gifts and costs associated with personal airplane usage, as well as participation in a group umbrella liability insurance program offered at no incremental cost to Dollar General through a third party vendor at a group rate paid by the executive.
- (9) Includes \$54,520 for our contribution to the SERP and \$9,835 and \$12,798, respectively, for our match contributions to the CDP and the 401(k) Plan; \$638 for premiums paid under our life insurance program; and \$27,528 which represents the aggregate incremental cost of providing certain perquisites, including \$18,488 for financial and estate planning services and other amounts which individually did not equal or exceed the greater of \$25,000 or 10% of total perquisites, including a directed donation to charity, sporting and other entertainment events, miscellaneous gifts, and minimal costs associated with personal airplane usage, as well as participation in a group umbrella liability insurance program offered at no incremental cost to Dollar General through a third party vendor at a group rate paid by the executive.
- (10) Includes \$15,663 and \$15,202, respectively, for our match contributions to the CDP and the 401(k) Plan; \$15,280 for tax gross-ups related to relocation; \$875 for premiums paid under our life insurance program; and \$253,208 which represents the aggregate incremental cost of providing certain perquisites, including \$226,179 for costs related to relocation, \$18,488 for financial and estate planning services, and other amounts which individually did not equal or exceed the greater of \$25,000 or 10% of total perquisites, including a directed donation to charity, sporting and other entertainment events and miscellaneous gifts. The aggregate incremental cost related to relocation included temporary living expenses, costs of transporting his automobile, home finding expenses, reimbursement for the costs of trips to and from his former home and home sale costs incurred in connection with the sale of his former home (such as appraisals, inspections, pre-title expenses, title and deed costs, broker’s commission, document preparation fees, recording fees and legal fees).

Grants of Plan-Based Awards in Fiscal 2013

The table below sets forth each named executive officer's annual Teamshare bonus opportunity for fiscal 2013 under "Estimated Possible Payouts Under Non-Equity Incentive Plan Awards." No bonus amounts were actually earned by any named executive officer under the fiscal 2013 Teamshare program. See "Short-Term Cash Incentive Plan" in "Compensation Discussion and Analysis" above for discussion of the fiscal 2013 Teamshare program.

The table below also includes information regarding equity awards made to our named executive officers for fiscal 2013. The awards listed under "Estimated Possible Payouts Under Equity Incentive Plan Awards" include the threshold, target and maximum number of performance share units which could be earned by each named executive officer based upon the level of achievement of financial performance measures for fiscal 2013. The awards listed under "All Other Stock Awards" represent restricted stock units payable in shares of common stock on a one-for-one basis that vest over time based upon the named executive officer's continued employment by Dollar General. The awards listed under "All Other Option Awards" include non-qualified stock options that vest over time based upon the named executive officer's continued employment by Dollar General. The awards listed in this table were granted pursuant to our Amended and Restated 2007 Stock Incentive Plan. See "Long-Term Equity Incentive Program" in "Compensation Discussion and Analysis" above for further discussion of these awards.

Name	Grant Date	Estimated Possible Payouts Under Non-Equity Incentive Plan Awards			Estimated Possible Payouts Under Equity Incentive Plan Awards			All Other Stock Awards: Number of Shares of Stock or Units (#)	All Other Option Awards: Number of Securities Underlying Options (#)	Exercise or Base Price of Option Awards (\$/Sh)(1)	Grant Date Fair Value of Stock and Option Awards (\$)(2)
		Threshold (\$)	Target (\$)	Maximum (\$)	Threshold (#)	Target (#)	Maximum (#)				
Mr. Dreiling	—	843,214	1,686,428	10,000,000	—	—	—	—	—	—	—
	3/18/13	—	—	—	—	—	—	—	151,204	48.11	2,059,459
	3/18/13	—	—	—	—	—	—	35,849	—	—	1,724,695
	3/18/13	—	—	—	17,834	35,667	71,334	—	—	—	1,715,939
Mr. Tehle	—	231,583	463,167	10,000,000	—	—	—	—	—	—	—
	3/18/13	—	—	—	—	—	—	—	27,492	48.11	374,452
	3/18/13	—	—	—	—	—	—	6,518	—	—	313,581
	3/18/13	—	—	—	3,243	6,485	12,970	—	—	—	311,993
Mr. Vasos	—	242,061	484,122	10,000,000	—	—	—	—	—	—	—
	3/18/13	—	—	—	—	—	—	—	27,492	48.11	374,452
	12/3/13	—	—	—	—	—	—	—	2,880	56.48	48,394
	3/18/13	—	—	—	—	—	—	6,518	—	—	313,581
	3/18/13	—	—	—	3,243	6,485	12,970	—	—	—	311,993
Mr. Flanigan	—	147,786	295,573	10,000,000	—	—	—	—	—	—	—
	3/18/13	—	—	—	—	—	—	—	27,492	48.11	374,452
	3/18/13	—	—	—	—	—	—	6,518	—	—	313,581
	3/18/13	—	—	—	3,243	6,485	12,970	—	—	—	311,993
Mr. Sparks	—	202,453	404,906	10,000,000	—	—	—	—	—	—	—
	3/18/13	—	—	—	—	—	—	—	27,492	48.11	374,452
	3/18/13	—	—	—	—	—	—	6,518	—	—	313,581
	3/18/13	—	—	—	3,243	6,485	12,970	—	—	—	311,993

- (1) The per share exercise price was calculated based on the closing market price of one share of our common stock on the date of grant as reported by the NYSE.
- (2) Represents the aggregate grant date fair value of each equity award, computed in accordance with FASB ASC Topic 718. For equity awards that are subject to performance conditions, the value at the grant date is based upon the probable outcome of such conditions. For information regarding the assumptions made in the valuation of these awards, see Note 10 of the annual consolidated financial statements included in our 2013 Form 10-K.

Outstanding Equity Awards at 2013 Fiscal Year-End

The table below sets forth information regarding awards granted under our Amended and Restated 2007 Stock Incentive Plan and held by our named executive officers as of the end of fiscal 2013. The \$7.9975 exercise prices set forth in the table below reflect an adjustment made in connection with a special dividend paid to our shareholders in September 2009 to reflect the effects of such dividend on such options, as required by the terms of such options. In October 2009, we completed a reverse split of 1 share for each 1.75 shares of common stock outstanding. The exercise prices of, and number of shares outstanding under, our equity awards existing at the time of the reverse stock split were retroactively adjusted to reflect the reverse split and are reflected below.

Name	Option Awards					Stock Awards			
	Number of Securities Underlying Unexercised Options (#) Exercisable	Number of Securities Underlying Unexercised Options (#) Unexercisable	Equity Incentive Plan Awards: Number of Securities Underlying Unexercised Options (#)	Option Exercise Price (\$)	Option Expiration Date	Number of Shares or Units of Stock That Have Not Vested (#)	Market Value of Shares or Units of Stock That Have Not Vested (\$)	Equity Incentive Plan Awards: Number of Unearned Shares, Units or Other Rights That Have Not Vested (#)	Equity Incentive Plan Awards: Market or Payout Value of Unearned Shares, Units or Other Rights That Have Not Vested (\$)
Mr. Dreiling	11,653(1)	—	—	7.9975	07/06/2017	—	—	—	—
	100,000(2)	—	—	29.38	04/23/2020	—	—	—	—
	57,058(3)	171,168(3)	—	45.25	03/20/2022	—	—	—	—
	—	151,204(4)	—	48.11	03/18/2023	—	—	—	—
	—	—	—	—	—	—	—	326,037(5)	18,362,404(5)
	—	—	—	—	—	26,184(6)	1,474,683(6)	—	—
	—	—	—	—	—	9,392(7)	528,957(7)	—	—
	—	—	—	—	—	35,849(8)	2,019,016(8)	—	—
Mr. Tehle	9,360(3)	28,080(3)	—	45.25	03/20/2022	—	—	—	—
	—	27,492(4)	—	48.11	03/18/2023	—	—	—	—
	—	—	—	—	—	4,294(6)	241,838(6)	—	—
	—	—	—	—	—	1,708(7)	96,195(7)	—	—
Mr. Vasos	9,360(3)	28,080(3)	—	45.25	03/20/2022	—	—	—	—
	—	27,492(4)	—	48.11	03/18/2023	—	—	—	—
	—	2,880(9)	—	56.48	12/03/2023	—	—	—	—
	—	—	—	—	—	4,294(6)	241,838(6)	—	—
Mr. Flanigan	1,198(10)	—	—	7.9975	08/28/2018	—	—	—	—
	300(10)	—	—	12.1975	05/28/2019	—	—	—	—
	12,439(11)	2,073(12)	—	25.25	03/24/2020	—	—	—	—
	—	12,439(13)	—	25.25	03/24/2020	—	—	—	—
	9,360(3)	28,080(3)	—	45.25	03/20/2022	—	—	—	—
	—	27,492(4)	—	48.11	03/18/2023	—	—	—	—
	—	—	—	—	—	4,294(6)	241,838(6)	—	—
	—	—	—	—	—	1,708(7)	96,195(7)	—	—
Mr. Sparks	9,360(3)	28,080(3)	—	45.25	03/20/2022	—	—	—	—
	—	27,492(4)	—	48.11	03/18/2023	—	—	—	—
	—	—	—	—	—	4,294(6)	241,838(6)	—	—
	—	—	—	—	—	1,708(7)	96,195(7)	—	—

- (1) These options are part of a grant of time-based options which vested 20% per year on each of the first five anniversaries of July 6, 2007.
- (2) These options vested on April 23, 2011.
- (3) These options are part of a grant of time-based options which vested or are scheduled to vest 25% per year on each of the first four anniversaries of March 20, 2012, subject to certain accelerated vesting provisions as described in "Potential Payments upon Termination or Change in Control" below.

- (4) These options are part of a grant of time-based options which are scheduled to vest 25% per year on each of the first four anniversaries of March 18, 2013, subject to certain accelerated vesting provisions as described in “Potential Payments upon Termination or Change in Control” below.
- (5) Represents performance-based restricted stock scheduled to vest 50% on each of the dates on which it is determined that the applicable earnings per share target has been achieved for the fiscal year ending January 30, 2015 and the fiscal year ending January 29, 2016, respectively, subject to certain accelerated vesting provisions as described in “Potential Payments upon Termination or Change in Control” below. The market value was computed by multiplying the number of shares of such restricted stock by the closing market price of one share of our common stock on January 31, 2014.
- (6) Represents performance share units, to be paid in an equal number of shares of our common stock, earned as a result of our performance versus certain adjusted EBITDA and ROIC targets for fiscal 2012. These performance share units are scheduled to vest 50% on March 20, 2014 and 50% on March 20, 2015, subject to certain accelerated vesting provisions as described in “Potential Payments upon Termination or Change in Control” below. The market value was computed by multiplying the number of such units by the closing market price of one share of our common stock on January 31, 2014.
- (7) Represents performance share units, to be paid in an equal number of shares of our common stock, earned as a result of our performance versus certain adjusted EBITDA and ROIC targets for fiscal 2013. These performance share units are scheduled to vest 50% on March 18, 2015 and 50% on March 18, 2016, subject to certain accelerated vesting provisions as described in “Potential Payments upon Termination or Change in Control” below. The market value was computed by multiplying the number of such units by the closing market price of one share of our common stock on January 31, 2014.
- (8) Represents restricted stock units, to be paid in an equal number of shares of our common stock, which are scheduled to vest in three equal installments on each of the first three anniversaries of March 18, 2013, subject to certain accelerated vesting provisions as described in “Potential Payments upon Termination or Change in Control” below. The market value was computed by multiplying the number of such units by the closing market price of one share of our common stock on January 31, 2014.
- (9) These options are part of a grant of time-based options which are scheduled to vest 25% per year on each of the first four anniversaries of December 3, 2013, subject to certain accelerated vesting provisions as described in “Potential Payments upon Termination or Change in Control” below.
- (10) These options vested on December 11, 2013.
- (11) These options vested on January 31, 2014.
- (12) These options are scheduled to vest on January 30, 2015 if we achieve a specific annual adjusted EBITDA-based target for fiscal 2014 or if we achieve an applicable cumulative adjusted EBITDA-based target at the end of fiscal 2014. These options are subject to certain accelerated vesting provisions as described in “Potential Payments upon Termination or Change in Control” below.
- (13) These options are scheduled to vest on March 24, 2014, subject to certain accelerated vesting provisions as described in “Potential Payments upon Termination or Change in Control” below.

Option Exercises and Stock Vested During Fiscal 2013

<u>Name</u>	Option Awards		Stock Awards	
	Number of Shares Acquired on Exercise (#)(1)	Value Realized on Exercise (\$)(2)	Number of Shares Acquired on Vesting (#)(3)	Value Realized on Vesting (\$)(4)
Mr. Dreiling	496,296	21,317,154	4,696	264,479
Mr. Tehle	—	—	854	48,097
Mr. Vasos	226,290	10,380,244	854	48,097
Mr. Flanigan	113,856	4,088,426	854	48,097
Mr. Sparks	—	—	854	48,097

- (1) Represents the gross number of option shares exercised, without deduction for shares that may have been surrendered or withheld to satisfy the exercise price or applicable tax withholding obligations.
- (2) Value realized is calculated by multiplying the gross number of options exercised by the difference between the closing market price of our common stock on the date of exercise and the exercise price.
- (3) Represents the gross number of shares acquired upon vesting of performance share units, without deduction for shares that may have been withheld to satisfy applicable tax withholding obligations.
- (4) Value realized is calculated by multiplying the gross number of shares vested by the closing market price of our common stock on the vesting date.

*Pension Benefits
Fiscal 2013*

We have omitted the Pension Benefits table as it is inapplicable.

*Nonqualified Deferred Compensation
Fiscal 2013*

Information regarding each named executive officer's participation in our CDP/SERP Plan is included in the following table. The material terms of the CDP/SERP Plan are described after the table. Please also see "Benefits and Perquisites" in "Compensation Discussion and Analysis" above. We have omitted from this table the column pertaining to aggregate withdrawals/distributions during the fiscal year because it is inapplicable.

Name	Executive Contributions in Last FY \$(1)	Registrant Contributions in Last FY \$(2)	Aggregate Earnings in Last FY \$(3)	Aggregate Balance at Last FYE \$(4)
Mr. Dreiling	64,576	325,336	8,205	2,189,676
Mr. Tehle	38,440	131,324	271,294	1,846,311
Mr. Vasos	112,149	21,901	38,571	326,880
Mr. Flanigan	22,636	64,355	44,140	442,823
Mr. Sparks	31,009	15,663	340	52,067

- (1) Of the amounts reported, the following are reported in the Summary Compensation Table as "Salary" for 2013: Mr. Dreiling (\$64,576); Mr. Tehle (\$38,440); Mr. Vasos (\$69,979); Mr. Flanigan (\$22,636); and Mr. Sparks (\$31,009).
- (2) Reported as "All Other Compensation" in the Summary Compensation Table.
- (3) The amounts shown are not reported in the Summary Compensation Table because they do not represent above-market or preferential earnings.
- (4) Of the amounts reported, the following were previously reported as compensation to the named executive officer for years prior to 2013 in a Summary Compensation Table: Mr. Dreiling (\$1,548,418); Mr. Tehle (\$1,143,581); Mr. Vasos (\$184,348); Mr. Flanigan (\$62,978); and Mr. Sparks (\$5,052).

Pursuant to the CDP, each named executive officer may annually elect to defer up to 65% of base salary if his compensation exceeds the limit set forth in Section 401(a)(17) of the Internal Revenue Code, and up to 100% of bonus pay if his compensation equals or exceeds the highly compensated limit under Section 414(q)(1)(B) of the Internal Revenue Code. We currently match base pay deferrals at a rate of 100%, up to 5% of annual salary, with annual salary offset by the amount of match-eligible salary under the 401(k) plan. All named executive officers are 100% vested in all compensation and matching deferrals and earnings on those deferrals.

Pursuant to the SERP, we make an annual contribution equal to a certain percentage of a participant's annual salary and bonus to all participants who are actively employed in an eligible job grade on January 1 and continue to be employed as of December 31 of a given year. Persons hired after May 27, 2008 (the "Eligibility Freeze Date"), including Messrs. Vasos and Sparks, are not eligible to participate in the SERP. The contribution percentage is based on age, years of service and job grade. The fiscal 2013 contribution percentage for each eligible named executive officer was 9.5% for each of Messrs. Dreiling and Tehle and 7.5% for Mr. Flanigan.

As a result of our 2007 merger, which constituted a change in control under the CDP/SERP Plan, all previously unvested SERP amounts vested on July 6, 2007. For newly eligible SERP participants after July 6, 2007 but prior to the Eligibility Freeze Date, SERP amounts vest at the earlier of the participant's attainment of age 50 or the participant's being credited with 10 or more "years of service," or upon termination of employment due to death or "total and permanent disability" or upon a "change in control," all as defined in the CDP/SERP Plan. See "Potential Payments upon Termination or Change in Control as of January 31, 2014—Payments After a Change in Control" below for a general description of our change in control arrangements.

The amounts deferred or contributed to the CDP/SERP Plan are credited to a liability account, which is then invested at the participant's option in an account that mirrors the performance of a fund or funds selected by the Compensation Committee or its delegate. Beginning on August 2, 2008, these funds are identical to the funds offered in our 401(k) Plan.

A participant who ceases employment with at least 10 years of service or after reaching age 50 and whose CDP account balance or SERP account balance exceeds \$25,000 may elect for that account balance to be paid in cash by (a) lump sum, (b) monthly installments over a 5, 10 or 15-year period or (c) a combination of lump sum and installments. Otherwise, payment is made in a lump sum. The vested amount will be payable at the time designated by the Plan upon the participant's termination of employment. A participant's CDP/SERP benefit normally is payable in the following February if employment ceases during the first 6 months of a calendar year or is payable in the following August if employment ceases during the last 6 months of a calendar year. However, participants may elect to receive an in-service lump sum distribution of vested amounts credited to the CDP account, provided that the date of distribution is no sooner than 5 years after the end of the year in which the amounts were deferred. In addition, a participant who is actively employed may request an "unforeseeable emergency hardship" in-service lump sum distribution of vested amounts credited to the participant's CDP account. Account balances are payable in cash.

As a result of our 2007 merger, the CDP/SERP Plan liabilities through July 6, 2007 were fully funded into an irrevocable rabbi trust. We also funded into the rabbi trust deferrals into the CDP/SERP Plan between July 6, 2007 and October 15, 2007. All CDP/SERP Plan liabilities incurred on or after October 15, 2007 are unfunded.

Potential Payments upon Termination or Change in Control

Our employment agreements with our named executive officers, the award agreements for our equity awards, and certain plans and programs offered to or in which our named executive officers participate provide for benefits or payments to the officers upon certain termination of employment or change in control events. These benefits and payments are discussed below except to the extent a benefit or payment is available generally to all salaried employees and does not discriminate in favor of our executive officers.

Payments Upon Termination Due to Death or Disability

Mr. Dreiling's 2012 Performance-Based Restricted Stock. If Mr. Dreiling's employment with us terminates due to his death or disability, all or a portion of his performance-based restricted stock may vest, unless previously vested or forfeited, depending upon the timing of his termination due to death or disability:

- If such termination occurs prior to the date on which achievement of the fiscal 2014 performance target has been determined, and only if such financial performance target is actually achieved, then a pro-rata portion of the award that would have become vested had he remained employed with us through such determination date will become vested and nonforfeitable on such determination date and all remaining unvested performance-based

restricted shares shall be automatically forfeited and cancelled. The pro-rata portion equals a fraction (not to exceed one), the numerator of which is the number of calendar months in the period encompassing the first day of fiscal 2012 and ending and including the last day of fiscal 2014 (the “initial service period”) during which Mr. Dreiling was continuously in our employment and the denominator of which is the number of calendar months in the initial service period. Mr. Dreiling will be deemed to be employed for a full calendar month if his death or disability occurs after the 15th day of a calendar month.

- If such termination occurs after the last day of our 2014 fiscal year but before the date on which achievement of the fiscal 2015 performance target has been determined, the portion of the award that would have become vested had Mr. Dreiling remained employed with us through such determination date will become vested and nonforfeitable as of the date of his termination due to death or disability regardless of whether the fiscal 2015 financial performance target has been achieved.

Other 2012 and 2013 Equity Awards. If any of the named executive officers’ employment with us terminates due to death or disability:

- Stock Options. Any outstanding unvested stock option shall become immediately vested and exercisable with respect to 100% of the shares subject to the option immediately prior to such event, and he (or his survivor in the case of death) will have until the first anniversary of the date of his termination of employment in which to exercise vested options.
- Performance Share Units. Performance share units were awarded in fiscal 2012 (“2012 PSUs”) and fiscal 2013 (“2013 PSUs”).
 - ✓ If such termination occurs before January 31, 2014 for the 2013 PSUs, a pro-rated portion (based on months employed during the 1 year performance period) of one-third of the 2013 PSUs earned based on performance during the entire performance period that have not previously become vested and nonforfeitable or have not previously been forfeited shall become vested and nonforfeitable and shall be paid once performance has been certified by the Compensation Committee but in no event later than the 15th day of the third month following the end of the performance period. If such termination occurs on or after January 31, 2014 for the 2013 PSUs and before payment, the participant will receive the one-third of the 2013 PSUs earned that are described above, without proration.
 - ✓ If such termination occurs after March 20, 2013 for the 2012 PSUs or March 18, 2014 for the 2013 PSUs, any remaining earned but unvested performance share units from such awards shall become vested and nonforfeitable as of the date of such event and shall be paid within 30 days thereafter but in no event later than the later of the 15th day of the third month following the end of such officer’s first taxable year or Dollar General’s first taxable year in which the right to the payment is no longer subject to a substantial risk of forfeiture. Otherwise, any earned but unvested performance share units from such awards shall be forfeited and cancelled on the date of the termination of employment.
- Restricted Stock Units. Any outstanding restricted stock unit will become fully vested and nonforfeitable upon such death or disability and will be paid within 30 days following the date of death or disability.

Pre-2012 Equity Awards. Mr. Dreiling and Mr. Flanigan are the only named executive officers who continue to have options outstanding that were granted prior to 2012. All options granted to Mr. Dreiling prior to 2012 are fully vested and generally may be exercised by him (or by his survivor in the case of death) for a period of 1 year from service termination.

If Mr. Flanigan's employment with us terminates due to death or disability:

- The portion of outstanding performance-based options granted prior to 2012 that would have become exercisable in respect of the fiscal year in which his employment terminates if he had remained employed with us through that date will remain outstanding through the date we determine whether the applicable performance targets are met for that fiscal year. If such performance targets are met, such portion of the performance-based options will become exercisable on such performance-vesting determination date. Otherwise, such portion will be forfeited.
- The portion of outstanding time-based options granted prior to 2012 that would have become exercisable on the next scheduled vesting date if he had remained employed with us through that date will become vested and exercisable.
- All otherwise unvested options granted prior to 2012 will be forfeited, and vested options granted prior to 2012 generally may be exercised (by his survivor in the case of death) for a period of 1 year from service termination.

Other Payments. In the event of death, each named executive officer's beneficiary will receive payments under our group life insurance program in an amount, up to a maximum of \$3 million, equal to 2.5 times the named executive officer's annual base salary, rounded to the next highest \$1,000. We have excluded from the tables below amounts that the named executive officer would receive under our disability insurance program since the same benefit level is provided to all of our salaried employees. The named executive officer's CDP/SERP Plan benefit also becomes fully vested (to the extent not already vested) upon his death and is payable in a lump sum within 60 days after the end of the calendar quarter in which the death occurs. In the event Mr. Dreiling's employment terminates due to death, he will also be entitled to receive payment for any unused vacation accrued but unpaid as of his termination date.

In the event of disability, each named executive officer's CDP/SERP Plan benefit becomes fully vested (to the extent not already vested) and is payable in a lump sum within 60 days after the end of the calendar quarter in which the disability occurs, provided that we may delay payment until as soon as reasonably practicable after receipt of the disability determination by the Social Security Administration.

In the event Mr. Dreiling's employment terminates due to disability, he will also be entitled to receive any incentive bonus earned for any of our previously completed fiscal years but unpaid as of his termination date and payment for any unused vacation accrued but unpaid as of his termination date, as well as a lump sum cash payment, payable at the time annual bonuses are paid to our other executives, equal to a pro rata portion of his annual incentive bonus, if any, that he would have been entitled to receive, if such termination had not occurred, for the fiscal year in which his termination occurred.

"Disability" Definitions. For purposes of the named executive officers' employment agreements, other than Mr. Dreiling's, "disability" means (1) disabled for purposes of our long-term disability insurance plan or (2) an inability to perform the duties under the agreement in accordance with our expectations because of a medically determinable physical or mental impairment that (x) can reasonably be expected to result in death or (y) has lasted or can reasonably be expected to last longer than 90 consecutive days. For purposes of Mr. Dreiling's employment agreement, "disability" means (1) disabled for purposes of our long-term disability insurance plan or for purposes of his portable long-term disability insurance policy, or (2) if no such plan or policy is in effect or in the case of the

plan, the plan is in effect but no longer applies to him, an inability to perform the duties under the agreement in accordance with our expectations because of a medically determinable physical or mental impairment that (x) can reasonably be expected to result in death or (y) has lasted or can reasonably be expected to last longer than 90 consecutive days.

For purposes of the CDP/SERP Plan, “disability” means total and permanent disability for purposes of entitlement to Social Security disability benefits.

For purposes of each applicable named executive officer’s agreement(s) governing stock options granted prior to 2012, “disability” has the same definition as that which is set forth in such officer’s employment agreement, or (for each named executive officer other than Mr. Dreiling) in the absence of such an agreement or definition, “disability” shall be as defined in our long-term disability plan.

For purposes of each named executive officer’s agreement(s) governing stock options and performance share units and Mr. Dreiling’s agreement governing performance-based restricted stock, in each case granted after 2011, “disability” has the same definition as that set forth in such officer’s employment agreement, or in the absence of an agreement, “disability” shall be as defined in any change-in-control agreement between the officer and Dollar General, or in the absence of any such agreement, as defined in our long-term disability plan. For purposes of each named executive officer’s agreement governing restricted stock units granted after 2011, “disability” has the meaning as provided under Section 409A(a)(2)(C)(i) of the Internal Revenue Code of 1986, as amended.

Payments Upon Termination Due to Retirement

Except as provided immediately below with respect to stock options, performance share units and restricted stock units awarded after 2011, retirement is not treated differently from any other voluntary termination without good reason (as defined under the relevant agreements, as discussed below under “Payments Upon Voluntary Termination”) under any of our plans or agreements for named executive officers.

In the event of the retirement of any of the named executive officers:

- Stock Options. The portion of the stock options granted after 2011 that would have become vested and exercisable within the 1 year period following the retirement date if such officer had remained employed with us shall remain outstanding for a period of 1 year following the retirement date and shall become vested and exercisable on the anniversary of the grant date that falls within the 1 year period following the retirement date (but only to the extent such portion has not otherwise terminated or become exercisable). However, if during such 1 year period there occurs a Change in Control or the officer dies or incurs a disability, such portion shall instead become immediately vested and exercisable (but only to the extent such portion has not otherwise terminated). Otherwise, any option which is unvested and unexercisable as of the officer’s termination of employment shall immediately expire without payment. The officer may exercise the option to the extent vested and exercisable any time prior to the 5th anniversary of the retirement date, but no later than the 10th anniversary of the grant date.
- Performance Share Units.
 - ✓ If such retirement occurs before January 31, 2014 for the 2013 PSUs, a pro-rated portion (based on months employed during the 1 year performance period) of one-third of the 2013 PSUs earned based on performance during the entire performance period that have not previously become vested and nonforfeitable or have not previously been forfeited shall become vested and nonforfeitable and shall be paid once performance has been certified by the Compensation Committee but in no event later than the 15th day of the third month following the end of the performance period. If such retirement occurs on or after

January 31, 2014 for the 2013 PSUs and before payment, the participant will receive the one-third of the 2013 PSUs earned that are described above, without proration.

- ✓ If such retirement occurs after March 20, 2013 for the 2012 PSUs or March 18, 2014 for the 2013 PSUs, but prior to the 2nd anniversary of the grant date, the remaining portion of any earned but unvested performance share units from such awards that would have become vested had such officer remained employed through the 2nd anniversary of the grant date (one-third of earned performance share units) shall become vested and nonforfeitable and shall be paid on the date of such retirement. If such retirement occurs after the 2nd anniversary of the grant date but prior to the 3rd anniversary of the grant date, the remaining portion of any earned but unvested performance share units from such awards that would have become vested had such officer remained employed through the 3rd anniversary of the grant date (one-third of earned performance share units) shall become vested and nonforfeitable and shall be paid on the date of such retirement. Otherwise, any earned but unvested performance share units from such awards shall be forfeited and cancelled on the retirement date.
- **Restricted Stock Units.** The one-third of the outstanding restricted stock units that would have become vested and nonforfeitable on the next immediately following vesting date if such officer had remained employed through such date will become vested and nonforfeitable upon such retirement (provided that if the retirement occurs on a vesting date no accelerated vesting will occur, but rather the officer shall be entitled only to the portion of the restricted stock units that were scheduled to vest on such vesting date), and will be paid 6 months and 1 day following the date of termination of employment due to retirement.

For purposes of each named executive officer's agreements governing stock options and performance share units granted after 2011, "retirement" means such officer's voluntary termination of employment with us on or after reaching the minimum age of 62 and achieving 5 consecutive years of service, but only if (1) the sum of such officer's age plus years of service (counting whole years only) equals at least 70 and (2) there is no basis for us to terminate the officer for cause (as defined under the applicable agreement) at the time of his voluntary termination. For purposes of each named executive officer's agreement governing restricted stock units granted after 2011, "retirement" means such officer's voluntary termination of employment with us on or after reaching the minimum age of 62 and achieving 5 consecutive years of service, but only if (1) the sum of such officer's age plus years of service (counting whole years only) equals at least 70, (2) there is no basis for us to terminate the officer for cause (as defined under the applicable agreement) at the time of his voluntary termination, and (3) the termination also constitutes a "separation from service" within the meaning of Section 409A of the Internal Revenue Code of 1986, as amended.

Payments Upon Voluntary Termination

The payments to be made to a named executive officer upon voluntary termination vary depending upon whether he resigns with or without "good reason" or after our failure to offer to renew, extend or replace his employment agreement under certain circumstances. "Good reason" generally means (as more fully described in the applicable employment agreement):

- a reduction in the officer's base salary or target bonus level;
- our material breach of the employment agreement;
- the failure of any successor to all or substantially all of our business and/or assets to expressly assume and agree to perform the employment agreement in the same manner

and to the same extent that our Company would be required to perform if no such succession had taken place;

- our failure to continue any significant compensation plan or benefit without replacing it with a similar plan or a compensation equivalent (except, in the case of all named executive officers other than Mr. Dreiling, for across-the-board changes or terminations similarly affecting (1) at least 95% of all of our officers or (2) 100% of officers at the same grade level; in the case of Mr. Dreiling, for across-the-board changes or terminations similarly affecting at least 95% of all of our executives);
- relocation of our principal executive offices outside of the middle-Tennessee area or basing (in the case of any named executive officer other than Mr. Dreiling, without mutual consent) the officer anywhere other than our principal executive offices; or
- assignment of duties inconsistent, or the significant reduction of the title, powers and functions associated, with the named executive officer's position without his written consent. For all named executive officers other than Mr. Dreiling, such acts will not constitute good reason if it results from our restructuring or realignment of duties and responsibilities for business reasons that leaves him at the same rate of base salary, annual target bonus opportunity, and officer level and with similar responsibility levels or results from his failure to meet pre-established and objective performance criteria.

No event (but in the case of Mr. Dreiling, no isolated, insubstantial and inadvertent event not in bad faith) will constitute "good reason" if we cure the claimed event within 30 days (10 business days in the case of Mr. Dreiling) after receiving notice from the named executive officer.

Voluntary Termination with Good Reason or After Failure to Renew the Employment Agreement.

If any named executive officer resigns with good reason, he will forfeit all then vested options, all then unvested performance-based restricted stock, all then unvested performance share units and all then unvested restricted stock units held by that officer. Such officer generally may exercise any vested options that were granted after 2011 up to 90 days following the resignation date and generally may exercise any vested options that were granted prior to 2012 for the following periods from the resignation date: 180 days (options granted to Mr. Dreiling on or before January 21, 2008) or 90 days (options granted to Messrs. Dreiling and Flanigan prior to 2012 but after January 21, 2008).

In the event any named executive officer (other than Mr. Dreiling) resigns under the circumstances described in (2) below, or in the event we fail to extend the term of Mr. Dreiling's employment as provided in (3) below, the relevant named executive officer's equity will be treated as described under "Voluntary Termination without Good Reason" below.

Additionally, if the named executive officer (1) resigns with good reason, or (2) in the case of named executive officers other than Mr. Dreiling, resigns within 60 days of our failure to offer to renew, extend or replace his employment agreement before, at or within 6 months after the end of the agreement's term (unless we enter into a mutually acceptable severance arrangement or the resignation is a result of the named executive officer's voluntary retirement or termination), or (3) in the case of Mr. Dreiling, in the event we elect not to extend his term of employment by providing 60 days prior written notice before the applicable extension date, then in each case the named executive officer will receive the following benefits generally on or beginning on the 60th day after termination of employment but contingent upon the execution and effectiveness of a release of certain claims against us and our affiliates in the form attached to the employment agreement:

- For the named executive officers other than Mr. Dreiling, continuation of base salary, as in effect immediately before the termination, for 24 months payable in accordance with our normal payroll cycle and procedures. For Mr. Dreiling, a continuation of 2 times his annual base salary, payable over 24 months in equal installments in accordance with our normal payroll cycles and procedures. With the exception of Mr. Dreiling, the amount of any

payment or entitlement to payment of the base salary continuation shall be forfeited or, if paid, subject to recovery if and to the extent that the named executive officer earns any base salary as a result of subsequent employment during the 24 months after his termination date.

- A lump sum payment equal to 2 times the average percentage of the named executive officer's target bonus paid or to be paid to employees at the same job grade level as the named executive officer (if any) under the annual bonus program for officers for the 2 fiscal years immediately preceding the fiscal year in which the termination date occurs (for Mr. Dreiling, the bonus payment will equal 2 times his target bonus and will be payable over 24 months in equal installments in accordance with our normal payroll cycles and procedures).
- A lump sum payment equal to 2 times our annual contribution for the named executive officer's participation in our pharmacy, medical, dental and vision benefits program (in the case of Mr. Dreiling, these benefits instead will be in the form of a continuation of these benefits to him and his spouse and eligible dependents to the extent covered immediately prior to the employment termination, for 2 years from the termination date or, if earlier, until he is or becomes eligible for comparable coverage under the group health plans of a subsequent employer).
- Mr. Dreiling will receive a prorated bonus payment based on our performance for the fiscal year, paid at the time bonuses are normally paid for that fiscal year.
- Reasonable outplacement services for 1 year or, if earlier, until other employment is secured.

Note that any amounts owed to a named executive officer (other than Mr. Dreiling) in the form of salary continuation that would otherwise have been paid during the 60 day period after his employment termination will instead be payable in a single lump sum as soon as administratively practicable after the 60th day after such termination date and the remainder will be paid in the form of salary continuation payments as set forth above.

The named executive officer will forfeit any unpaid severance amounts upon a material breach of any continuing obligation under the employment agreement or the release (the "Continuing Obligations"), which include:

- The named executive officer must maintain the confidentiality of, and refrain from disclosing or using, our (a) trade secrets for any period of time as the information remains a trade secret under applicable law and (b) confidential information for a period of 2 years following the employment termination date.
- For a period of 2 years after the employment termination date, the named executive officer may not accept or work in a "competitive position" within any state in which we maintain stores at the time of his termination date or any state in which we have specific plans to open stores within 6 months of that date. For this purpose, "competitive position" means any employment, consulting, advisory, directorship, agency, promotional or independent contractor arrangement between the named executive officer and any person engaged wholly or in material part in the business in which we are engaged, including but not limited to Wal-Mart, Sam's Club, Target, Costco, K-Mart, Big Lots, BJ's Wholesale Club, Walgreens, Rite-Aid, CVS, Family Dollar Stores, Fred's, the 99 Cents Stores, Casey's General Stores, Inc., Circle K, 7-11 Stores, Pantry, Inc. and Dollar Tree Stores (Sam's Club, Big Lots, Walgreens, Rite-Aid, CVS, Circle K and 7-11 Stores are not specifically listed in Mr. Dreiling's employment agreement), or any person then planning to enter the discount consumable basics retail business, if the named executive officer is required to perform services for that person or entity which are substantially similar to those he provided or directed at any time while employed by us.

- For a period of 2 years after the employment termination date, the named executive officer may not actively recruit or induce any of our exempt employees (exempt executives, in the case of Mr. Dreiling) to cease employment with us.
- For a period of 2 years after the employment termination date, the named executive officer may not solicit or communicate with any person or entity who has a business relationship with us and with whom the named executive officer had contact while employed by us, if that contact would likely interfere with our business relationships or result in an unfair competitive advantage over us.

Voluntary Termination without Good Reason. If the named executive officer resigns without good reason, he will forfeit all then vested options, all vested but unexercised options that were granted prior to 2012, all then unvested performance-based restricted stock, all then unvested performance share units and all then unvested restricted stock units. The named executive officer generally may exercise any vested options that were granted after 2011 up to 90 days following the resignation date.

Payments Upon Involuntary Termination

The payments to be made to a named executive officer upon involuntary termination vary depending upon whether termination is with or without “cause”. “Cause” generally means (as more fully described in the applicable employment agreement):

- For Mr. Dreiling, any act (other than a de minimis act) of fraud or dishonesty in connection with the performance of his duties. For each other named executive officer, any act involving fraud or dishonesty, or any material act of misconduct relating to the performance of his duties;
- Any material breach of any securities or other law or regulation or any Dollar General policy governing securities trading or inappropriate disclosure or “tipping” relating to any stock, security and investment;
- Any activity or public statement, other than as required by law, that prejudices Dollar General or our affiliates (specifically including, for Mr. Dreiling, any limited partner of any parent entity of Dollar General) or reduces our or our affiliates’ good name and standing or would bring Dollar General or its affiliates into public contempt or ridicule;
- Attendance at work in a state of intoxication or being found in possession of any drug or substance which would amount to a criminal offense;
- Assault or other act of violence; or
- Conviction of, or plea of guilty or *nolo contendere* to, any felony whatsoever or any misdemeanor that would preclude employment under our hiring policy.

For purposes of each named executive officer other than Mr. Dreiling, “cause” also means (as more fully described in the applicable employment agreement):

- Willful or repeated refusal or failure substantially to perform his material obligations and duties under his employment agreement or those reasonably directed by his supervisor, our CEO and/or the Board (except in connection with a Disability); or
- Any material violation of our Code of Business Conduct and Ethics.

For purposes of the equity awards granted after 2011, “cause” shall be as defined in the applicable employment agreement or change-in-control agreement (in the absence of an employment agreement) or, in the absence of either of such agreements, “cause” is defined materially consistent with the definition set forth above.

Involuntary Termination for Cause. If the named executive officer is involuntarily terminated for cause, he will forfeit all unvested equity grants and all vested but unexercised options.

Involuntary Termination without Cause. If any named executive officer is involuntarily terminated without cause, he:

- Will forfeit all then unvested options, all then unvested performance-based restricted stock, all then unvested performance share units, and all then unvested restricted stock units held by that officer.
- Generally may exercise any vested options that were granted after 2011 up to 90 days following the termination date and generally may exercise any vested options that were granted prior to 2012 for the following periods from the termination date: 180 days (options granted to Mr. Dreiling on or before January 21, 2008) or 90 days (options granted to Messrs. Dreiling and Flanigan prior to 2012 but after January 21, 2008).
- Will receive the same severance payments and benefits, as described under “Voluntary Termination with Good Reason or After Failure to Renew the Employment Agreement” above.

Payments After a Change in Control

Upon a change in control (as defined under each applicable governing document), regardless of whether the named executive officer’s employment terminates:

- All time-based options will vest and become immediately exercisable as to 100% of the shares subject to such options immediately prior to a change in control.
- Mr. Flanigan’s performance-based options will vest and become immediately exercisable as to 100% of the shares subject to such options immediately prior to the change in control.
- If the change in control occurs prior to the completion of the applicable performance period, all unvested performance share units that have not previously become vested and nonforfeitable, or have not previously been forfeited, will immediately be deemed earned at the target level and shall vest, become nonforfeitable and be paid upon the change in control.
- If the change in control occurs after the completion of the applicable performance period, all previously earned but unvested performance share units that have not previously become vested and nonforfeitable, or have not previously been forfeited, will immediately vest, become nonforfeitable and be paid upon the change in control.
- All outstanding restricted stock units will become vested and nonforfeitable and will be paid upon the change in control.
- Mr. Dreiling’s performance-based restricted shares that have not previously become vested and nonforfeitable, or have not previously been forfeited, shall be deemed fully earned and shall become vested and nonforfeitable if the change in control occurs on or before any date on which it is determined that the applicable performance measure required for vesting has been achieved.
- All CDP/SERP Plan benefits will become fully vested (to the extent not already vested).

If the named executive officer is involuntarily terminated without cause or resigns for good reason following the change in control, he will receive the same severance payments and benefits as described above under “Voluntary Termination with Good Reason or After Failure to Renew the Employment Agreement.” However, the named executive officer will have 1 year from the termination date in which to exercise vested options that were granted after 2011 if he resigns or is involuntarily terminated within 2 years of the change in control under any scenario other than retirement or involuntary termination with cause (in which cases, he will have 5 years from the retirement date to exercise vested options and will forfeit any vested but unexercised options held at the time of the termination with cause).

Prior to March 2014, other than with respect to Mr. Sparks, if any payments or benefits in connection with a change in control (as defined in Section 280G of the Internal Revenue Code) would be subject to the “golden parachute” excise tax under federal income tax rules (the “excise tax”), we would pay an additional amount to the named executive officer to cover the excise tax and any other excise and income taxes resulting from this payment. However, other than with respect to Mr. Dreiling, if after receiving this payment the named executive officer’s after-tax benefit would not be at least \$50,000 more than it would be without this payment, then this payment would not be made and the severance and other benefits due to the named executive officer would be reduced so that the excise tax is not imposed. In Mr. Sparks’ case, his employment agreement provides for capped payments (taking into consideration all payments and benefits covered by Section 280G of the Internal Revenue Code) of \$1 less than the amount that would trigger the excise tax unless he signs a release and his after-tax benefit would be at least \$50,000 more than it would be without the payments being capped. In such case, his payments and benefits would not be capped and Mr. Sparks would be responsible for the payment of the excise tax. We would not pay any additional amount to cover the excise tax. The above scenarios are included in the table following this narrative since such table assumes the occurrence of the event as of January 31, 2014.

In March 2014, Messrs. Dreiling, Tehle, Vasos and Flanigan entered into amendments to their employment agreements that eliminated gross-up payments for the excise tax effective immediately. Other than with respect to Mr. Dreiling, in the event of a change in control as defined in Section 280G of the Internal Revenue Code, each named executive officer’s employment agreement now provides for capped payments (taking into consideration all payments and benefits covered by Section 280G of the Internal Revenue Code) of \$1 less than the amount that would trigger the excise tax unless he signs a release and his after-tax benefit would be at least \$50,000 more than it would be without the payments being capped. In such case, such officer’s payments and benefits would not be capped and such officer would be responsible for the payment of the excise tax. We would not pay any additional amount to cover the excise tax. In Mr. Dreiling’s case, his employment agreement now provides for capped payments (taking into consideration all payments and benefits covered by Section 280G of the Internal Revenue Code) of \$1 less than the amount that would trigger the excise tax unless his after-tax benefit would be at least \$50,000 more than it would be without the payments being capped. In such case, Mr. Dreiling’s payments and benefits would not be capped and he would be responsible for the payment of the excise tax. We would not pay any additional amount to cover the excise tax.

For purposes of the CDP/SERP Plan, a change in control generally is deemed to occur (as more fully described in the plan document):

- if any person (other than Dollar General or any of our employee benefit plans) acquires 35% or more of our voting securities (other than as a result of our issuance of securities in the ordinary course of business);
- if a majority of our Board members at the beginning of any consecutive 2-year period are replaced within that period without the approval of at least two-thirds of our Board members who served as directors at the beginning of the period; or
- upon the consummation of a merger, other business combination or sale of assets of, or cash tender or exchange offer or contested election with respect to, Dollar General if less than a majority of our voting securities are held after the transaction in the aggregate by holders of our securities immediately prior to the transaction.

For purposes of the treatment of equity discussed above, a change in control generally means (as more fully described in the Amended and Restated 2007 Stock Incentive Plan):

- the sale or disposition in one or a series of related transactions of all or substantially all of our assets to any person (or group of persons acting in concert), other than to us or our affiliates;
- any person (or group of persons acting in concert), other than us or our affiliates, becomes the beneficial owner (including through a right to acquire shares whether exercisable immediately or only after the passage of time) directly or indirectly of more than 50% of the total voting power of our voting stock or of the voting stock of any entity that controls us, including by way of merger, consolidation, tender or exchange offer or otherwise;
- a reorganization, recapitalization, merger or consolidation involving our Company unless securities representing 50% or more of the combined voting power of the then outstanding voting securities entitled to vote generally in the election of our directors or the director of the entity resulting from the transaction (or the parent of such entity) are held after the transaction by the person(s) who were the beneficial owners of our outstanding voting securities entitled to vote generally in the election of our directors immediately prior to the transaction; or
- if a majority of our Board members at the beginning of any consecutive 24-month period are replaced within that period without the approval of at least a majority of our Board members who either served as directors at the beginning of the period or whose election or nomination for election was previously so approved (with certain exceptions and qualifications).

With respect to the restricted stock units, a change in control (as summarized above) will be deemed to have occurred only if an event relating to the change in control constitutes a change in ownership or effective control of Dollar General or a change in the ownership of a substantial portion of our assets within the meaning of Treasury Regulation Section 1.409A-3(i)(5).

The following table reflects potential payments to each of our named executive officers in various termination and change in control scenarios based on compensation, benefit, and equity levels in effect on, and assuming the scenario was effective as of, January 31, 2014. For stock valuations, we have used the closing price of our stock on the NYSE on January 31, 2014 (\$56.32). The table reports only amounts that are increased, accelerated or otherwise paid or owed as a result of the applicable scenario and, as a result, excludes equity awards and CDP/SERP Plan benefits that had vested prior to the event and earned but unpaid base salary through the employment termination date. The table also excludes any amounts that are available generally to all salaried employees and do not discriminate in favor of our executive officers. The amounts shown are merely estimates. We cannot determine actual amounts to be paid until a termination or change in control scenario occurs.

**Potential Payments to Named Executive Officers Upon Occurrence of
Various Termination Events As of January 31, 2014**

Name/Item	Death (\$)	Disability (\$)	Retirement (\$)(2)	Voluntary Without Good Reason (\$)	Involuntary Without Cause or Voluntary with Good Reason (\$)	Involuntary With Cause (\$)	Change in Control (\$)
Mr. Dreiling							
Equity Vesting Due to Event(1)	12,277,852	12,277,852	n/a	n/a	n/a	n/a	27,001,082
Cash Severance	—	1,297,252	n/a	n/a	5,967,359	n/a	5,967,359
Health Continuation(3)	n/a	n/a	n/a	n/a	27,564	n/a	27,564
Outplacement(4)	n/a	n/a	n/a	n/a	10,000	n/a	10,000
280(G) Excise Tax and Gross-Up	n/a	n/a	n/a	n/a	n/a	n/a	—
Life Insurance Proceeds	3,000,000	n/a	n/a	n/a	n/a	n/a	n/a
Total	15,277,852	13,575,104	n/a	—	6,004,923	—	33,006,005
Mr. Tehle							
Equity Vesting Due to Event(1)	1,072,665	1,072,665	n/a	n/a	n/a	n/a	1,510,722
Cash Severance	n/a	n/a	n/a	n/a	2,428,578	n/a	2,428,578
Health Payment	n/a	n/a	n/a	n/a	24,711	n/a	24,711
Outplacement(4)	n/a	n/a	n/a	n/a	10,000	n/a	10,000
280(G) Excise Tax and Gross-Up	n/a	n/a	n/a	n/a	n/a	n/a	—
Life Insurance Proceeds	1,782,000	n/a	n/a	n/a	n/a	n/a	n/a
Total	2,854,665	1,072,665	n/a	—	2,463,289	—	3,974,011
Mr. Vasos							
Equity Vesting Due to Event(1)	1,072,665	1,072,665	n/a	n/a	n/a	n/a	1,510,722
Cash Severance	n/a	n/a	n/a	n/a	2,799,900	n/a	2,799,900
Health Payment	n/a	n/a	n/a	n/a	14,530	n/a	14,530
Outplacement(4)	n/a	n/a	n/a	n/a	10,000	n/a	10,000
280(G) Excise Tax and Gross-Up	n/a	n/a	n/a	n/a	n/a	n/a	—
Life Insurance Proceeds	1,875,000	n/a	n/a	n/a	n/a	n/a	n/a
Total	2,947,665	1,072,665	n/a	—	2,824,430	—	4,335,152
Mr. Flanigan							
Equity Vesting Due to Event(1)	1,523,553	1,523,553	n/a	n/a	n/a	n/a	1,961,610
Cash Severance	n/a	n/a	n/a	n/a	1,549,812	n/a	1,549,812
Health Payment	n/a	n/a	n/a	n/a	15,294	n/a	15,294
Outplacement(4)	n/a	n/a	n/a	n/a	10,000	n/a	10,000
280(G) Excise Tax and Gross-Up	n/a	n/a	n/a	n/a	n/a	n/a	—
Life Insurance Proceeds	1,137,000	n/a	n/a	n/a	n/a	n/a	n/a
Total	2,660,553	1,523,553	n/a	—	1,575,106	—	3,536,716
Mr. Sparks							
Equity Vesting Due to Event(1)	1,072,665	1,072,665	n/a	n/a	n/a	n/a	1,510,722
Cash Severance	n/a	n/a	n/a	n/a	2,123,096	n/a	2,123,096
Health Payment	n/a	n/a	n/a	n/a	16,507	n/a	16,507
Outplacement(4)	n/a	n/a	n/a	n/a	10,000	n/a	10,000
280(G) Excise Tax and Gross-Up	n/a	n/a	n/a	n/a	n/a	n/a	—
Life Insurance Proceeds	1,558,000	n/a	n/a	n/a	n/a	n/a	n/a
Total	2,630,665	1,072,665	n/a	—	2,149,603	—	3,660,325

- (1) In addition to vesting of restricted stock units, performance share units and stock options for all named executive officers, includes for Mr. Dreiling an estimate of pro-rata vesting to occur during fiscal year 2015 of performance-based restricted stock upon his death or disability, assuming achievement of the required performance target for fiscal year 2014 and using the closing market price of our common stock on January 31, 2014.
- (2) None of the named executive officers were eligible for retirement on January 31, 2014.
- (3) Calculated as the combined Dollar General and employee cost of healthcare for the benefit option selected by Mr. Dreiling for 2014.
- (4) Estimated based on the actual cost of outplacement services historically provided to officers.

Compensation Committee Interlocks and Insider Participation

Each of Messrs. Bryant, Calbert, Jones, and Rhodes and Ms. Fili-Krushel was a member of our Compensation Committee during all or a portion of 2013. None of these persons was at any time during 2013 an officer or employee of Dollar General or any of our subsidiaries or an officer of Dollar General or any of our subsidiaries at any time prior to 2013. Mr. Calbert, due to his relationship with KKR in 2013, and Mr. Jones, due to his relationship with Goldman, Sachs & Co., may be viewed as having an indirect material interest in certain of our relationships and transactions with KKR and Goldman, Sachs & Co. discussed under “Transactions with Management and Others” above. Messrs. Calbert and Jones resigned from the Compensation Committee in April 2013. Mr. Dreiling served as a manager of Buck Holdings, LLC, for which Messrs. Calbert, Agrawal and Jones served as managers. Buck Holdings, LLC was dissolved on January 8, 2014.

Compensation Risk Considerations

In March 2014, our Compensation Committee, with the assistance of its compensation consultant and management, reviewed our compensation policies and practices for all employees, including executive officers, to assess the risks that may arise from our compensation programs. The assessment included a review of our compensation programs for certain design features which could potentially encourage excessive risk-taking or otherwise generate risk to Dollar General. As a result of that assessment, the Compensation Committee concluded, after considering the degree to which identified risk-aggravating factors were offset by risk-mitigating factors, that the net risks created by our overall compensation program were not reasonably likely to have a material adverse effect on Dollar General.

SECURITY OWNERSHIP

For purposes of the tables below, a person is a “beneficial owner” of a security over which that person has or shares voting or investment power or which that person has the right to acquire beneficial ownership within 60 days. Unless otherwise noted, to our knowledge these persons have sole voting and investment power over the shares listed. Percentage computations are based on 309,973,026 shares of our common stock outstanding as of March 21, 2014.

Security Ownership of Certain Beneficial Owners

The following table shows the amount of our common stock beneficially owned as of March 21, 2014 by those known by us to beneficially own more than 5% of our common stock.

Name and Address of Beneficial Owner	Amount and Nature of Beneficial Ownership	Percent of Class
Soroban Master Fund LP(1)	20,934,124	6.75%
Lone Pine Capital LLC(2)	18,904,632	6.10%
The Vanguard Group(3)	17,783,665	5.74%
FMR LLC(4)	16,219,434	5.23%

- (1) Soroban Master Fund LP, Soroban Capital Partners LLC and Eric W. Mandelblatt share the power to vote or to direct the voting of and the power to dispose or to direct the disposition of the shares. The address for Soroban Master Fund LP is Gardenia Court, Suite 3307, 45 Market Street, Camana Bay, Grand Cayman KY1-1103, Cayman Islands. The address for Soroban Capital Partners LLC and Mr. Mandelblatt is 444 Madison Avenue, 21st Floor, New York, New York 10022. All information is based solely on Amendment No. 1 to Statement on Schedule 13G filed on February 14, 2014.
- (2) These shares are directly held by various entities for which Lone Pine Capital LLC serves as investment manager with power to direct investments and/or power to vote the shares. Stephen F. Mandel, Jr. is the managing member of Lone Pine Managing Member LLC, which is the Managing Member of Lone Pine Capital LLC. Lone Pine Capital LLC and Mr. Mandel share voting and dispositive power with respect to the shares. The address of each of Lone Pine Capital LLC and Mr. Mandel is Two Greenwich Plaza, Greenwich, Connecticut 06830. All information is based solely on Amendment No. 1 to Statement on Schedule 13G filed on February 14, 2014.
- (3) The Vanguard Group has sole power to vote or direct the vote over 491,251 shares, sole power to dispose of or to direct the disposition of 17,323,514 shares, and shared power to dispose or to direct the disposition of 460,151 shares. Vanguard Fiduciary Trust Company (“VFTC”), a wholly owned subsidiary of The Vanguard Group, Inc., is the beneficial owner of 382,351 shares, as a result of its serving as investment manager of collective trust assets, and Vanguard Investments Australia, Ltd. (“VIA”), a wholly-owned subsidiary of The Vanguard Group, Inc., is the beneficial owner of 186,700 shares, as a result of its serving as investment manager of Australian investment offerings. The address of The Vanguard Group is 100 Vanguard Blvd, Malvern, Pennsylvania 19355. All information is based solely on Statement on Schedule 13G filed on February 12, 2014.
- (4) The shares beneficially owned by FMR LLC consist of the following: (a) 13,076,487 shares beneficially owned by Fidelity Management & Research Company (“Fidelity”), a wholly-owned subsidiary of FMR LLC, as a result of its acting as investment advisor to various investment companies (the “Funds”); (b) 528,643 shares beneficially owned by Fidelity SelectCo, LLC (“SelectCo”), a wholly-owned subsidiary of FMR LLC, as a result of its acting as investment advisor to various investment companies; (c) 93,026 shares beneficially owned by Fidelity Management Trust Company (“Fidelity Trust”), a wholly-owned subsidiary of FMR LLC, as a result of its acting as investment manager of certain institutional account(s); (d) 20,360 shares owned through Strategic Advisers, Inc. (“Strategic Advisers”), a wholly-owned subsidiary of FMR LLC and a registered investment adviser that provides investment advisory services to individuals; (e) 84,504 shares beneficially owned by Pyramis Global Advisors Trust Company (“PGATC”), an indirect wholly-owned subsidiary of FMR LLC, as a result of its serving as investment manager of institutional accounts owning such shares; and (f) 2,416,414 shares beneficially owned by FIL Limited (“FIL”) which provides investment advisory and management services to a number of non-U.S. investment companies and certain institutional investors. Edward C. Johnson 3d, Chairman of FMR LLC, and FMR LLC, through its control of Fidelity, and the Funds each has sole power to dispose of 13,076,487 shares owned by the Funds. Mr. Johnson and FMR LLC, through its control of SelectCo, and the SelectCo Funds each has sole power to dispose of the 528,643 shares owned by the SelectCo Funds. Members of Mr. Johnson’s family are the predominant owners of Series B voting common shares of FMR LLC, representing 49% of the voting power of FMR LLC. The Johnson family group and all other Series B shareholders have entered into a shareholders’ voting agreement under which all Series B voting common shares will be voted in accordance with the majority vote of Series B voting common shares. Accordingly, through their ownership of voting common shares and the execution of the shareholders’ voting agreement, members of the Johnson family may be deemed to form a controlling group with respect to FMR LLC. Neither FMR LLC nor Mr. Johnson has the sole power to vote or direct the voting of the shares owned directly by the Fidelity Funds, which power resides with the Funds’ Board of Trustees. Fidelity votes the shares under written guidelines established by the Funds’ Board of Trustees. Mr. Johnson and FMR LLC, through its control of Fidelity Trust, each has sole dispositive power over and sole power to vote or direct the voting of 93,026 shares owned by the institutional account(s). Mr. Johnson and FMR LLC, through its control of PGATC, each has sole dispositive power over and sole power to vote or direct the voting of 84,506 shares owned by the institutional accounts managed by PGATC. Partnerships controlled predominantly by members of Mr. Johnson’s family and FIL, or trusts for their benefit, own shares of FIL voting stock. While the percentage of total voting power represented by these shares may fluctuate, it normally represents more than 25% and less than 50% of the total votes which may be cast by all holders of FIL voting stock. FMR LLC and FIL are separate and independent corporate entities, and their Boards of Directors are generally composed of different individuals. FMR LLC and FIL take the view that they are not acting as a “group” for purposes of Section 13(d) under the Exchange Act and that they are not otherwise required to attribute to each other the beneficial ownership of securities beneficially owned by the other entity within the meaning of Rule 13d-3 of the Exchange Act and that, therefore, the shares held by the other entity need not be aggregated for purposes of Section 13(d). The address of FMR LLC, Fidelity, Fidelity Trust and Strategic Advisers is 245 Summer Street, Boston, Massachusetts 02210. The address of SelectCo is 1225 17th Street, Suite 1100, Denver, Colorado 80202. The address of PGATC is 900 Salem Street, Smithfield, Rhode Island 02917. The address of FIL is Pembroke Hall, 42 Crow Lane, Hamilton, Bermuda. All information is based solely on Statement on Schedule 13G filed on February 14, 2014.

Security Ownership of Officers and Directors

The following table shows the amount of our common stock beneficially owned as of March 21, 2014 by our current directors and named executive officers individually and by our current directors and all of our executive officers as a group. Unless otherwise noted, these persons may be contacted at our executive offices.

<u>Name of Beneficial Owner</u>	<u>Amount and Nature of Beneficial Ownership</u>	<u>Percent of Class</u>
Warren F. Bryant(1)(2)	14,764	*
Michael M. Calbert(1)(2)	20,764	*
Sandra B. Cochran(1)(2)	3,398	*
Patricia D. Fili-Krushel(1)(2)	3,863	*
William C. Rhodes, III(1)(2)(3)	25,764	*
David B. Rickard(1)(2)	14,955	*
Richard W. Dreiling(1)(2)(4)	618,883	*
David M. Tehle(1)(2)	108,939	*
Todd J. Vasos(1)(2)	57,801	*
John W. Flanigan(1)(2)	60,665	*
Gregory A. Sparks(1)(2)	30,934	*
All current directors and executive officers as a group (15 persons)(1)(2)(3)(4)	1,117,217	*

* Denotes less than 1% of class.

- (1) Excludes shares underlying certain restricted stock units held by each of the named holders, but over which they have no voting or investment power nor the right to acquire beneficial ownership within 60 days of March 21, 2014.
- (2) Includes the following number of shares underlying restricted stock units that are or could be settleable within 60 days of March 21, 2014, over which the person will not have voting or investment power until the restricted stock units are settled: Mr. Bryant (1,017); Mr. Calbert (1,525); and Mr. Rickard (1,814). Also includes the following number of shares subject to options either currently exercisable or exercisable within 60 days of March 21, 2014 over which the person will not have voting or investment power until the options are exercised: each of Messrs. Bryant, Calbert and Rhodes (8,192); Ms. Cochran (1,074); Ms. Fili-Krushel (1,017); Mr. Rickard (7,949); Mr. Dreiling (263,568); each of Messrs. Vasos, Tehle and Sparks (25,593); Mr. Flanigan (51,969); and all current directors and executive officers as a group (541,096). The shares described in this note are considered outstanding for the purpose of computing the percentage of outstanding stock owned by each named person and by the group but not for the purpose of computing the percentage ownership of any other person.
- (3) Mr. Rhodes shares voting and investment power over 17,572 shares with his spouse, Amy Rhodes.
- (4) Includes 326,037 shares of performance-based restricted stock over which Mr. Dreiling possesses voting power but will not possess investment power until such time as such shares may vest upon achievement of certain performance targets.

PROPOSAL 2: ADVISORY VOTE ON EXECUTIVE COMPENSATION

As required by SEC rules, we are providing our shareholders the opportunity to vote to approve, on an advisory (nonbinding) basis, the compensation of our named executive officers as disclosed in this proxy statement in accordance with SEC rules, which includes the disclosures under “Compensation Discussion and Analysis” and the accompanying compensation tables and related narrative discussion in the “Executive Compensation” section above. We provide the opportunity to vote on a nonbinding basis on these matters once every three years, which is the time interval last approved by our shareholders on a nonbinding basis. The next opportunity for our shareholders to vote to approve on a nonbinding basis the compensation of our named executive officers will be at our 2017 annual meeting of shareholders.

As discussed in “Compensation Discussion and Analysis” above, our compensation programs are designed to attract, retain and motivate persons with superior ability, to reward outstanding performance, and to align the interests of our named executive officers with the long-term interests of our shareholders. Under these programs, our named executive officers are rewarded for the achievement of specific annual and long-term goals and the realization of increased shareholder value. We firmly believe that our compensation programs have been effective in attracting and retaining the executive talent necessary to guide Dollar General during a period of significant growth and transformation, and have been instrumental in helping us achieve solid financial performance in the last three fiscal years.

We are asking our shareholders to indicate their support for our named executive officer compensation as described in this proxy statement in accordance with SEC rules by voting for this proposal. This vote is not intended to address any specific item of compensation, but rather the overall compensation of our named executive officers. This advisory vote is not a vote on the compensation of our Board of Directors or our compensation policies as they relate to risk management, as described under “Compensation Risk Considerations” in the “Executive Compensation” section above.

Although the vote we are asking shareholders to cast is nonbinding, our Board and the Compensation Committee value the views of our shareholders and intend to consider the outcome of the vote when making future compensation decisions for our named executive officers.

Our Board unanimously recommends that you vote **FOR** the approval of the compensation of our named executive officers as disclosed in this proxy statement pursuant to the compensation disclosure rules of the SEC.

AUDIT COMMITTEE REPORT

The Audit Committee of our Board of Directors has:

- reviewed and discussed with management the audited financial statements for the fiscal year ended January 31, 2014,
- discussed with Ernst & Young LLP, our independent registered public accounting firm, the matters required to be discussed by the Statement on Auditing Standards No. 16, *Communication with Audit Committees*, as adopted by the Public Company Accounting Oversight Board,
- received the written disclosures and the letter from Ernst & Young LLP required by applicable requirements of the Public Company Accounting Oversight Board regarding the independent registered public accounting firm's communications with the Audit Committee concerning independence, and
- discussed with Ernst & Young LLP their independence from Dollar General and its management.

Based on these reviews and discussions, the Audit Committee unanimously recommended to the Board of Directors that Dollar General's audited financial statements be included in the Annual Report on Form 10-K for the fiscal year ended January 31, 2014 for filing with the SEC.

While the Audit Committee has the responsibilities and powers set forth in its charter, the Audit Committee does not have the duty to plan or conduct audits or to determine that Dollar General's financial statements are complete, accurate, or in accordance with generally accepted accounting principles. Dollar General's management and independent auditor have this responsibility. The Audit Committee also does not have the duty to assure compliance with laws and regulations or with the policies of the Board of Directors.

This report has been furnished by the members of the Audit Committee:

- David B. Rickard, Chairman
- Warren F. Bryant
- Sandra B. Cochran

The above Audit Committee Report does not constitute soliciting material and should not be deemed filed or incorporated by reference into any other Dollar General filing under the Securities Act of 1933 or the Securities Exchange Act of 1934, except to the extent Dollar General specifically incorporates this report by reference therein.

**PROPOSAL 3:
RATIFICATION OF APPOINTMENT OF AUDITORS**

Who is responsible for the selection of the independent auditor?

The Audit Committee is directly responsible for the appointment, compensation, retention and oversight of the independent auditor that is retained to audit our financial statements.

Who has the Audit Committee selected as the independent registered public accounting firm?

The Audit Committee has selected Ernst & Young LLP as our independent auditor for the 2014 fiscal year. Ernst & Young LLP has served in that capacity since October 2001. The Audit Committee and the Board of Directors believe that the continued retention of Ernst & Young LLP is in the best interests of Dollar General and our shareholders.

Will representatives of Ernst & Young LLP attend the annual meeting?

Representatives of Ernst & Young LLP have been requested and are expected to attend the annual meeting. These representatives will have the opportunity to make a statement if they so desire and are expected to be available to respond to appropriate questions.

What does the Board of Directors recommend?

Our Board unanimously recommends that you vote **FOR** the ratification of Ernst & Young LLP as our independent auditor for the 2014 fiscal year. The Audit Committee is not bound by a vote either for or against the firm. If the shareholders do not ratify this appointment, our Audit Committee will consider that result in selecting our independent auditor in the future.

FEES PAID TO AUDITORS

What fees were paid to the independent auditor in 2013 and 2012?

The table below lists the aggregate fees for professional audit services rendered to us by Ernst & Young LLP for the audit of our consolidated financial statements for the past two fiscal years and fees billed for other services rendered by Ernst & Young LLP during the past two fiscal years:

<u>Service</u>	<u>2013 Aggregate Fees Billed (\$)</u>	<u>2012 Aggregate Fees Billed (\$)</u>
Audit Fees(1)	2,313,782	2,057,071
Audit-Related Fees(2)	30,000	29,500
Tax Fees(3)	1,503,918	1,995,318
All Other Fees(4)	1,920	6,000

- (1) 2013 fees include fees for services related to a debt offering and a sale-leaseback transaction, and both 2013 and 2012 fees include fees for services related to secondary offerings of our common stock by certain of our shareholders.
- (2) 2013 and 2012 fees include services relating to the employee benefit plan audit.
- (3) 2013 and 2012 fees relate primarily to tax compliance services, which represented \$1,398,918 and \$1,896,318 in 2013 and 2012, respectively, for work related to work opportunity tax credit assistance and foreign sourcing offices' tax compliance. The remaining tax fees for each year relate to consulting services, including tax advisory services related to inventory.
- (4) 2013 and 2012 fees include a subscription fee to an on-line accounting research tool.

How does the Audit Committee pre-approve services provided by the independent auditor?

The Audit Committee pre-approves all audit and permissible non-audit services provided by our independent auditor. Where feasible, the Committee considers and, when appropriate, pre-approves services at regularly scheduled meetings after disclosure by management and the independent auditor of the nature of the proposed services, the estimated fees (when available), and their opinions that the services will not impair the independence of the independent auditor. The Committee's chairman (or any Committee member if the chairman is unavailable) may pre-approve such services in between Committee meetings, and must report to the Committee at its next meeting with respect to all services so pre-approved. The Committee pre-approved 100% of the services provided by Ernst & Young LLP during 2013 and 2012.

SECTION 16(a) BENEFICIAL OWNERSHIP REPORTING COMPLIANCE

The U.S. securities laws require our executive officers, directors, and greater than 10% shareholders to file reports of ownership and changes in ownership on Forms 3, 4 and 5 with the SEC. Based solely upon a review of these reports furnished to us during and with respect to 2013, or written representations that no Form 5 reports were required, we believe that each of those persons filed, on a timely basis, the reports required by Section 16(a) of the Exchange Act except that (1) each of Messrs. Flanigan, Ravener and Vasos filed 1 late Form 4 to report 2, 2 and 1 acquisitions, respectively, of stock options to purchase shares of Dollar General common stock resulting from accelerated vesting in connection with an unregistered sale of shares of our common stock by Buck Holdings, L.P.; and (2) Mr. Jones filed 1 late Form 4 to report an unregistered sale of shares of Dollar General common stock by Buck Holdings, L.P. Mr. Jones is a managing director of Goldman, Sachs & Co., a wholly-owned subsidiary of The Goldman Sachs Group, Inc. (the “GS Group”). GSUIG, L.L.C., a wholly-owned subsidiary of the GS Group, and certain investment partnerships for which Goldman, Sachs & Co. serves as the investment manager and for which affiliates of Goldman, Sachs & Co. and the GS Group serve as the general partner, managing limited partner, managing partner or investment manager, among other members of a private investor group, held the membership interests of Buck Holdings, LLC, the general partner of Buck Holdings, L.P. Mr. Jones disclaims beneficial ownership of the shares involved in the transaction except to the extent of his pecuniary interest therein.

SHAREHOLDER PROPOSALS FOR 2015 ANNUAL MEETING

To be considered for inclusion in our proxy materials relating to the 2015 annual meeting of shareholders, eligible shareholders must submit proposals that comply with relevant SEC regulations no later than December 10, 2014. To introduce other new business at the 2015 annual meeting, you must provide written notice to us no earlier than the close of business on January 29, 2015 and no later than the close of business on February 28, 2015, and comply with the advance notice provisions of our Bylaws. If we are not notified of a shareholder proposal by February 28, 2015, then the proxies held by our management may provide the discretion to vote against such shareholder proposal, even though the proposal is not discussed in our proxy materials sent in connection with the 2015 annual meeting of shareholders.

Shareholder proposals should be mailed to Corporate Secretary, Dollar General Corporation, 100 Mission Ridge, Goodlettsville, Tennessee 37072. Shareholder proposals that are not included in our proxy materials will not be considered at any annual meeting of shareholders unless such proposals have complied with the requirements of our Bylaws.

DOLLAR GENERAL®

10-K

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**
Washington, D.C. 20549

FORM 10-K

**ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE
SECURITIES EXCHANGE ACT OF 1934**

For the fiscal year ended January 31, 2014

Commission file number: 001-11421

DOLLAR GENERAL CORPORATION

(Exact name of registrant as specified in its charter)

TENNESSEE
(State or other jurisdiction of
incorporation or organization)

61-0502302
(I.R.S. Employer
Identification No.)

**100 MISSION RIDGE
GOODLETTSVILLE, TN 37072**
(Address of principal executive offices, zip code)

(615) 855-4000
Registrant's telephone number, including area code:

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Name of the exchange on which registered
Common Stock, par value \$0.875 per share	New York Stock Exchange

Securities registered pursuant to Section 12(g) of the Act: **None**

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes No

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or 15(d) of the Act. Yes No

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes No

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer Accelerated filer Non-accelerated filer Smaller reporting company
(Do not check if a smaller reporting company)

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes No

The aggregate fair market value of the registrant's common stock outstanding and held by non-affiliates as of August 2, 2013 was \$18.01 billion calculated using the closing market price of our common stock as reported on the NYSE on such date (\$55.79). For this purpose, directors, executive officers and greater than 10% record shareholders are considered the affiliates of the registrant.

The registrant had 313,596,983 shares of common stock outstanding as of March 13, 2014.

DOCUMENTS INCORPORATED BY REFERENCE

Certain of the information required in Part III of this Form 10-K is incorporated by reference to the Registrant's definitive proxy statement to be filed for the Annual Meeting of Shareholders to be held on May 29, 2014.

10-K

INTRODUCTION

General

This report contains references to years 2014, 2013, 2012, 2011, 2010, and 2009, which represent fiscal years ending or ended January 30, 2015, January 31, 2014, February 1, 2013, February 3, 2012, January 28, 2011, and January 29, 2010, respectively. Our fiscal year ends on the Friday closest to January 31, and each of the years listed will be or were 52-week years, with the exception of 2011 which consisted of 53 weeks. All of the discussion and analysis in this report should be read with, and is qualified in its entirety by, the Consolidated Financial Statements and related notes.

Solely for convenience, our trademarks and tradenames may appear in this report without the ® or TM symbol which is not intended to indicate that we will not assert, to the fullest extent under applicable law, our rights or the right to these trademarks and tradenames.

Cautionary Disclosure Regarding Forward-Looking Statements

We include “forward-looking statements” within the meaning of the federal securities laws throughout this report, particularly under the headings “Business,” “Management’s Discussion and Analysis of Financial Condition and Results of Operations,” and “Note 8—Commitments and Contingencies,” among others. You can identify these statements because they are not limited to historical fact or they use words such as “may,” “will,” “should,” “could,” “believe,” “anticipate,” “project,” “plan,” “expect,” “estimate,” “forecast,” “goal,” “potential,” “opportunity,” “intend,” “will likely result,” or “will continue” and similar expressions that concern our strategy, plans, intentions or beliefs about future occurrences or results. For example, all statements relating to our estimated and projected expenditures, cash flows, results of operations, financial condition and liquidity; our plans, objectives and expectations for future operations, growth or initiatives; or the expected outcome or effect of legislative or regulatory changes or initiatives, pending or threatened litigation or audits are forward-looking statements.

All forward-looking statements are subject to risks and uncertainties that may change at any time, so our actual results may differ materially from those that we expected. We derive many of these statements from our operating budgets and forecasts, which are based on many detailed assumptions that we believe are reasonable. However, it is very difficult to predict the effect of known factors, and we cannot anticipate all factors that could affect our actual results.

Important factors that could cause actual results to differ materially from the expectations expressed in our forward-looking statements are disclosed under “Risk Factors” in Part I, Item 1A and elsewhere in this document (including, without limitation, in conjunction with the forward-looking statements themselves and under the heading “Critical Accounting Policies and Estimates”). All forward-looking statements are qualified in their entirety by these and other cautionary statements that we make from time to time in our other SEC filings and public communications. You should evaluate such statements in the context of these risks and uncertainties. These factors may not contain all of the factors that are important to you. We cannot assure you that we will realize the results or developments we anticipate or, even if substantially realized, that they will result in the consequences or affect us in the way we expect. Forward-looking statements are made only as of the date hereof. We undertake no obligation to publicly update or revise any forward-looking statement as a result of new information, future events or otherwise, except as otherwise required by law.

PART I

ITEM 1. BUSINESS

General

We are the largest discount retailer in the United States by number of stores, with 11,215 stores located in 40 states as of February 28, 2014, primarily in the southern, southwestern, midwestern and eastern United States. We offer a broad selection of merchandise, including consumables, seasonal, home products and apparel. Our merchandise includes high quality national brands from leading manufacturers, as well as comparable quality private brand selections with prices at substantial discounts to national brands. We offer our merchandise at everyday low prices (typically \$10 or less) through our convenient small-box locations, with selling space averaging approximately 7,400 square feet.

Our History

J.L. Turner founded our Company in 1939 as J.L. Turner and Son, Wholesale. We were incorporated as a Kentucky corporation under the name J.L. Turner & Son, Inc. in 1955, when we opened our first Dollar General store. We changed our name to Dollar General Corporation in 1968 and reincorporated in 1998 as a Tennessee corporation. Our common stock was publicly traded from 1968 until July 2007, when we merged with an entity controlled by investment funds affiliated with Kohlberg Kravis Roberts & Co. L.P., or KKR. In November 2009 our common stock again became publicly traded, and in December 2013 the entity controlled by investment funds affiliated with KKR sold its remaining shares of our common stock.

Our Business Model

Our long history of profitable growth is founded on a commitment to a relatively simple business model: providing a broad base of customers with their basic everyday and household needs, supplemented with a variety of general merchandise items, at everyday low prices in conveniently located, small-box stores. We continually evaluate the needs and demands of our customers and modify our merchandise selections and pricing accordingly, while remaining focused on increasing profitability and returns for our shareholders.

Fiscal year 2013 represented our 24th consecutive year of same-store sales growth. This growth, regardless of economic conditions, suggests that we have a less cyclical business model than most retailers and, we believe, is a result of our compelling value and convenience proposition.

Compelling Value and Convenience Proposition. Our ability to deliver highly competitive prices on national brand and quality private brand products in convenient locations and our easy “in and out” shopping format create a compelling shopping experience that distinguishes us from other discount, convenience and drugstore retailers. Our slogan of “Save time. Save money. Every day!” summarizes our appeal to customers. We believe our ability to effectively deliver both value and convenience allows us to succeed in small markets with limited shopping alternatives, as well as to profitably coexist alongside larger retailers in more competitive markets. Our value and convenience proposition is evidenced by the following attributes of our business model:

- ***Convenient Locations.*** Our stores are conveniently located in a variety of rural, suburban and urban communities, currently with approximately 70% serving communities with populations of fewer than 20,000. In more densely populated areas, our small-box stores typically serve the closely surrounding neighborhoods. The majority of our customers live within three to five miles, or a 10-minute drive, of our stores. Our close proximity to customers drives customer loyalty and trip frequency and makes us an attractive alternative to large discount and other large-box retail

and grocery stores which are often located farther away. Our low-cost economic model enables us to serve many areas with fewer than 1,500 households.

- *Time-Saving Shopping Experience.* We also provide customers with a highly convenient shopping experience. Our stores' smaller size allows us to locate parking near the front entrance. Our product offering includes most necessities, such as basic packaged and refrigerated food and dairy products, cleaning supplies, paper products, health and beauty care items, greeting cards, basic apparel, housewares, hardware and automotive supplies, among others. Our convenient hours and broad merchandise offering allow our customers to fulfill their routine shopping requirements and minimize their need to shop elsewhere.
- *Everyday Low Prices on Quality Merchandise.* Our research indicates that we offer a price advantage over most food and drug retailers and that our prices are highly competitive with even the largest discount retailers. Our ability to offer everyday low prices on quality merchandise is supported by our low-cost operating structure and our strategy to maintain a limited number of stock keeping units ("SKUs") per category, which we believe helps us maintain strong purchasing power. Most items are priced at \$10 or less, with approximately 25% at \$1 or less. We offer quality nationally advertised brands at these everyday low prices in addition to offering our own comparable quality private brands at value prices.

Substantial Growth Opportunities. We believe we have substantial long-term growth potential in the U.S. We have identified significant opportunities to add new stores in both existing and new markets. In addition, we have opportunities within our existing store base to relocate or remodel to better serve our customers.

Our Operating Priorities

We believe we continue to have significant opportunities to drive profitable growth by continuing to expand upon our simple business model, which is largely focused on serving the needs of the low, low-middle and fixed income consumer, a segment of the U.S. population that has continued to grow over the past several years. We believe our four key operating priorities, initially established in 2008, remain critical to the long-term growth and profitability of our company. These priorities are 1) drive productive sales growth; 2) increase, or enhance, our gross profit rate; 3) leverage process improvements and information technology to reduce costs; and 4) strengthen and expand Dollar General's culture of serving others.

Drive Productive Sales Growth. We believe our customer-driven merchandise mix and attractive value proposition, combined with the impact of our remodeled and relocated stores provide a strong basis for increased same-store sales. On a comparable 52-week basis, our same-store sales increased 3.3% in 2013, 4.7% in 2012 and 6.0% in 2011. Our average net sales per square foot, based on total stores, increased to \$220 in 2013 from \$216 in 2012 and \$213 in 2011 (which included a contribution of approximately \$4 from the 53rd week.)

In 2013, among other initiatives, we further expanded our perishables offerings and added tobacco products to our stores, both of which contributed significantly to our same-store sales growth. We believe that selling tobacco products and perishables drives more frequent shopping trips by our existing customers and attracts new customers by making our stores more relevant to a broader customer base. We believe we have opportunities to increase our store productivity in 2014 through continued improvements in store space utilization, pricing and markdown optimization and additional merchandising initiatives. We also plan to continue to remodel stores to update our appearance and relocate stores to increase square footage, where needed, improve visibility and accessibility or to obtain more attractive lease terms.

Our new store expansion strategy also is a critical element of our priority to drive productive sales growth. We have confidence in our real estate disciplines and in our ability to identify, open and operate successful new stores. In 2013, we opened 650 new stores and increased our selling square footage by 6.6%. We recently completed a study of our remaining new store opportunities utilizing new site selection technology. The results of our initial review affirm our confidence in our ability to continue to expand our store base at the current pace for the foreseeable future. In 2014, we plan to open 700 new stores and increase our square footage by over 6% as we continue to expand in our core markets and newer states.

Increase, or Enhance, Our Gross Profit Rate. Another key component of our growth strategy is increasing, or enhancing, our gross profit rate.

We remain committed to an everyday low price (“EDLP”) strategy that our customers can depend on. To strengthen our adherence to this strategy and still protect gross profit, we utilize various pricing and merchandising options, including zone pricing, markdown optimization strategies and changes to our product selection, such as alternate national brands and private brands, which generally have higher gross profit rates. In addition, we maintain an ongoing focus on reducing transportation and distribution costs as well as minimizing inventory shrinkage and damages. The addition of tobacco products and our continued expansion of perishable food items in 2013 contributed significantly to increases in sales and gross profit dollars, although, as expected, at a lower gross profit rate. Importantly, we believe these categories are instrumental to attaining our goals of driving more frequent shopping trips and attracting new customers. Furthermore, we believe our inventory shrinkage rate increased, in part, due to our addition of various items with relatively higher retail prices, many of which were in our health and beauty departments.

Over the long term, we will continue our efforts to reduce product costs through further expansion of our private brands, shrink reduction, foreign sourcing, the use of online procurement auctions and incremental distribution and transportation efficiencies. We also plan to continue to introduce new products that meet our customers’ needs into our home, apparel and seasonal categories, which generally have higher gross profit rates than consumables.

Leverage Process Improvements and Information Technology to Reduce Costs. As part of our ongoing effort to improve our cost structure and enhance efficiencies throughout the organization, in 2013 we made further progress in our efforts to simplify our store processes. This progress contributed to a reduction in store labor as a percentage of sales. In addition, we realized cost savings from our centralized procurement initiative and other expense reduction efforts. In 2014, we expect to achieve further savings from our procurement initiatives and will remain focused on controlling those expenses that are within our control. Note that certain factors primarily related to our cash incentive compensation plan caused certain expenses in 2013 to be less than those expected in 2014 and beyond, as explained in further detail in Management’s Discussion and Analysis of Financial Condition and Results of Operations contained in Part II, Item 7 of this report.

Strengthen and Expand Our Culture of Serving Others. The mission of “Serving Others” has been key to the culture of Dollar General for many years and we recognize the importance of this mission to our long-term success. For customers this means helping them “Save time. Save money. Every day!” by providing clean, well-stocked stores with quality products at low prices. For employees, this means creating an environment that attracts and retains key employees throughout the organization. For the public, this means giving back to our store communities through our charitable and other efforts. For shareholders, this means meeting their expectations of an efficiently and profitably run organization that operates with compassion and integrity.

Our Merchandise

We offer a focused assortment of everyday necessities, which drive frequent customer visits, and key items in a broad range of general merchandise categories. Our product assortment provides the opportunity for our customers to address most of their basic shopping needs with one trip. We sell high-quality national brands from leading manufacturers such as Procter & Gamble, PepsiCo, Coca-Cola, Nestle, General Mills, Unilever, Kimberly Clark, Kellogg's and Nabisco, which are typically found at higher retail prices elsewhere. Additionally, our private brand consumables offer even greater value with options to purchase value items and national brand equivalent products at substantial discounts to the national brand.

Our stores generally offer approximately 10,000 total SKUs per store; however, the number of SKUs in a given store can vary based upon the store's size, geographic location, merchandising initiatives, seasonality, and other factors. Most of our products are priced at \$10 or less, with approximately 25% at \$1 or less. We separate our merchandise into four categories: 1) consumables; 2) seasonal; 3) home products; and 4) apparel.

Consumables is our largest category and includes paper and cleaning products (such as paper towels, bath tissue, paper dinnerware, trash and storage bags, laundry and other home cleaning supplies); packaged food (such as cereals, canned soups and vegetables, condiments, spices, sugar and flour); perishables (such as milk, eggs, bread, frozen meals, beer and wine); snacks (including candy, cookies, crackers, salty snacks and carbonated beverages); health and beauty (including over-the-counter medicines and personal care products, such as soap, body wash, shampoo, dental hygiene and foot care products); pet (including pet supplies and pet food); and tobacco products.

Seasonal products include decorations, toys, batteries, small electronics, greeting cards, stationery, prepaid phones and accessories, gardening supplies, hardware, automotive and home office supplies.

Home products includes kitchen supplies, cookware, small appliances, light bulbs, storage containers, frames, candles, craft supplies and kitchen, bed and bath soft goods.

Apparel includes casual everyday apparel for infants, toddlers, girls, boys, women and men, as well as socks, underwear, disposable diapers, shoes and accessories.

The percentage of net sales of each of our four categories of merchandise for the fiscal years indicated below was as follows:

	<u>2013</u>	<u>2012</u>	<u>2011</u>
Consumables	75.2%	73.9%	73.2%
Seasonal	12.9%	13.6%	13.8%
Home products	6.4%	6.6%	6.8%
Apparel	5.5%	5.9%	6.2%

Our seasonal and home products categories typically account for the highest gross profit margins, and the consumables category typically accounts for the lowest gross profit margin.

The Dollar General Store

The typical Dollar General store has, on average, approximately 7,400 square feet of selling space and is typically operated by a store manager, an assistant store manager and three or more sales associates. Approximately 66% of our stores are in freestanding buildings and 34% are in strip shopping centers. Most of our customers live within three to five miles, or a 10 minute drive, of our stores.

Our typical store features a low cost, no frills building with limited maintenance capital, low operating costs, and a focused merchandise offering within a broad range of categories, allowing us to

deliver low retail prices while generating strong cash flows and investment returns. Our initial capital investment in new stores and relocations varies depending on the lease structure or ownership as well as the size and location of the store and the number of coolers appropriate for the location.

We generally have had good success in locating suitable store sites in the past, and we believe that there is ample opportunity for new store growth in existing and new markets. In addition, we believe we have significant opportunities available for our relocation and remodel programs.

Our recent store growth is summarized in the following table:

<u>Year</u>	<u>Stores at Beginning of Year</u>	<u>Stores Opened</u>	<u>Stores Closed</u>	<u>Net Store Increase</u>	<u>Stores at End of Year</u>
2011	9,372	625	60	565	9,937
2012	9,937	625	56	569	10,506
2013	10,506	650	24	626	11,132

Our Customers

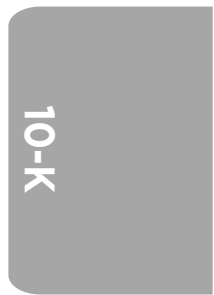
Our customers seek value and convenience. Depending on their financial situation and geographic proximity, customers' reliance on Dollar General varies from using Dollar General for fill-in shopping, to making periodic trips to stock up on household items, to making weekly or more frequent trips to meet most essential needs. We generally locate our stores and plan our merchandise selections to best serve the needs of our core customers, the low to lower-middle or fixed income households often underserved by other retailers. At the same time, however, customers from a wide range of income brackets and life stages appreciate our quality merchandise and attractive value and convenience proposition and are loyal Dollar General shoppers. In the last year, we have continued to see increases in the annual number of shopping trips that our customers make to our stores as well as the amount spent during each trip.

To attract new and retain existing customers, we continue to focus on product selection, in-stock levels, pricing, targeted advertising, store standards, convenient site locations, and a pleasant overall customer experience.

Our Suppliers

We purchase merchandise from a wide variety of suppliers and maintain direct buying relationships with many producers of national brand merchandise, such as Procter & Gamble, PepsiCo, Coca-Cola, Nestle, General Mills, Unilever, Kimberly Clark, Kellogg's, and Nabisco. Despite our broad offering, we maintain only a limited number of SKUs per category, giving us a pricing advantage in dealing with our suppliers. Approximately 8% and 7% of our purchases in 2013 were from our largest and second largest suppliers, respectively. Our private brands come from a diversified supplier base. We directly imported approximately \$725 million or 6% of our purchases at cost (10% of our purchases based on their retail value) in 2013. Our vendor arrangements generally provide for payment for such merchandise in U.S. dollars.

We have consistently managed to obtain sufficient quantities of core merchandise and believe that, if one or more of our current sources of supply became unavailable, we would generally be able to obtain alternative sources without experiencing a substantial disruption of our business. However, such alternative sources could increase our merchandise costs or reduce the quality of our merchandise, and an inability to obtain alternative sources could adversely affect our sales.



Distribution and Transportation

Our stores are currently supported by twelve distribution centers located strategically throughout our geographic footprint, including our newest distribution center in Bethel, Pennsylvania which began shipping in January 2014. We lease additional temporary warehouse space as necessary to support our distribution needs. Over the past few years we have made significant investments in facilities, technological improvements and upgrades, and we continue to improve work processes, all of which increase our efficiency and ability to support our merchandising and operations initiatives as well as our new store growth. We continually analyze and rebalance the network to ensure that it remains efficient and provides the service our stores require. See “—Properties” for additional information pertaining to our distribution centers.

Most of our merchandise flows through our distribution centers and is delivered to our stores by third-party trucking firms, utilizing our trailers. Our agreements with these trucking firms are based on estimated costs of diesel fuel, with the difference in estimated and current market fuel costs passed through to us. The costs of diesel fuel are significantly influenced by international, political and economic circumstances. If fuel price increases were to arise for any reason, including fuel supply shortages or unusual price volatility, the resulting higher fuel prices could materially increase our transportation costs.

Seasonality

Our business is seasonal to a certain extent. Generally, our highest sales volume occurs in the fourth quarter, which includes the Christmas selling season, and the lowest occurs in the first quarter. In addition, our quarterly results can be affected by the timing of certain holidays, the timing of new store openings and store closings, the amount of sales contributed by new and existing stores, as well as financial transactions such as debt refinancing and stock repurchases. We purchase substantial amounts of inventory in the third quarter and incur higher shipping costs and higher payroll costs in anticipation of the increased sales activity during the fourth quarter. In addition, we carry merchandise during our fourth quarter that we do not carry during the rest of the year, such as gift sets, holiday decorations, certain baking items, and a broader assortment of toys and candy.

The following table reflects the seasonality of net sales, gross profit, and net income by quarter for each of the quarters of our three most recent fiscal years. The fourth quarter of the year ended February 3, 2012 was comprised of 14 weeks, and each of the other quarters reflected below were comprised of 13 weeks.

(in millions)	<u>1st Quarter</u>	<u>2nd Quarter</u>	<u>3rd Quarter</u>	<u>4th Quarter</u>
Year Ended January 31, 2014				
Net sales	\$4,233.7	\$4,394.7	\$4,381.8	\$4,493.9
Gross profit	1,295.1	1,377.3	1,328.5	1,434.8
Net income(a)	220.1	245.5	237.4	322.2
Year Ended February 1, 2013				
Net sales	\$3,901.2	\$3,948.7	\$3,964.6	\$4,207.6
Gross profit	1,228.3	1,263.2	1,226.1	1,367.8
Net income(b)	213.4	214.1	207.7	317.4
Year Ended February 3, 2012				
Net sales	\$3,451.7	\$3,575.2	\$3,595.2	\$4,185.1
Gross profit	1,087.4	1,148.3	1,115.8	1,346.4
Net income(c)	157.0	146.0	171.2	292.5

- (a) Includes expenses, net of income taxes, of \$11.5 million related to the termination of credit facilities in the first quarter of 2013.
- (b) Includes expenses, net of income taxes, of \$17.7 million related to the redemption of long-term obligations in the second quarter of 2012.
- (c) Includes expenses, net of income taxes, of \$35.4 million related to the redemption of long-term obligations in the second quarter of 2011.

Our Competition

We operate in the basic discount consumer goods market, which is highly competitive with respect to price, store location, merchandise quality, assortment and presentation, in-stock consistency, and customer service. We compete with discount stores and with many other retailers, including mass merchandise, grocery, drug, convenience, variety and other specialty stores. These other retail companies operate stores in many of the areas where we operate, and many of them engage in extensive advertising and marketing efforts. Our direct competitors include Family Dollar, Dollar Tree, Fred's, 99 Cents Only and various local, independent operators, as well as Walmart, Target, Kroger, Aldi, Walgreens, CVS, and Rite Aid, among others. Certain of our competitors have greater financial, distribution, marketing and other resources than we do.

We differentiate ourselves from other forms of retailing by offering consistently low prices in a convenient, small-store format. We believe that our prices are competitive due in part to our low cost operating structure and the relatively limited assortment of products offered. Purchasing large volumes of merchandise within our focused assortment in each merchandise category allows us to keep our average costs low, contributing to our ability to offer competitive everyday low prices to our customers. See “—Our Business Model” above for further discussion of our competitive situation.

Our Employees

As of February 28, 2014, we employed approximately 100,600 full-time and part-time employees, including divisional and regional managers, district managers, store managers, other store personnel and distribution center and administrative personnel. We have increasingly focused on recruiting,



training, motivating and retaining employees, and we believe that the quality, performance and morale of our employees have increased as a result. We currently are not a party to any collective bargaining agreements.

Our Trademarks

We own marks that are registered with the United States Patent and Trademark Office and are protected under applicable intellectual property laws, including without limitation the trademarks Dollar General®, Dollar General Market®, Clover Valley®, DG®, Smart & Simple®, trueliving®, Sweet Smiles®, Open Trails®, Bobbie Brooks®, Comfort Bay®, Holiday Style®, and Ever Pet™ along with variations and formatives of these trademarks as well as certain other trademarks. We attempt to obtain registration of our trademarks whenever practicable and to pursue vigorously any infringement of those marks. Our trademark registrations have various expiration dates; however, assuming that the trademark registrations are properly renewed, they have a perpetual duration.

We also hold licenses to use various trademarks owned by third parties, including a license to the Fisher Price brand for certain items of children's clothing through December 31, 2014, and an exclusive license to the Rexall brand through March 5, 2020.

Available Information

Our Internet website address is www.dollargeneral.com. We file with or furnish to the Securities and Exchange Commission (the "SEC") annual reports on Form 10-K, quarterly reports on Form 10-Q, current reports on Form 8-K, and amendments to those reports, proxy statements and annual reports to shareholders, and, from time to time, registration statements and other documents. These documents are available free of charge to investors on or through the Investor Information portion of our website as soon as reasonably practicable after we electronically file them with or furnish them to the SEC. In addition, the public may read and copy any of the materials we file with the SEC at the SEC's Public Reference Room at 100 F Street, NE, Washington DC 20549. The public may obtain information on the operation of the Public Reference Room by calling the SEC at 1-800-SEC-0330. The SEC maintains an internet site that contains reports, proxy and information statements and other information regarding issuers, such as Dollar General, that file electronically with the SEC. The address of that website is <http://www.sec.gov>.

ITEM 1A. RISK FACTORS

You should carefully consider the risks described below and the other information contained in this report and other filings that we make from time to time with the SEC, including our consolidated financial statements and accompanying notes. Any of the following risks could materially and adversely affect our business, financial condition, results of operations or liquidity. These risks are not the only risks we face. Our business, financial condition, results of operations or liquidity could also be adversely affected by additional factors that apply to all companies generally or by risks not currently known to us or that we currently view to be immaterial. We can provide no assurance and make no representation that our mitigation efforts, although we believe they are reasonable, will be successful.

Current economic conditions and other economic factors may adversely affect our financial performance and other aspects of our business by negatively impacting our customers' disposable income or discretionary spending, increasing our costs of goods sold and selling, general and administrative expenses, and adversely affecting our sales or profitability.

We believe many of our customers have fixed or low incomes and generally have limited discretionary spending dollars. Any factor that could adversely affect that disposable income would decrease our customers' spending and could cause our customers to shift their spending to products other than those sold by us or to our less profitable product choices, all of which could result in lower net sales, decreases in inventory turnover, greater markdowns on inventory, a change in the mix of products we sell, and a reduction in profitability due to lower margins. Factors that could reduce our customers' disposable income and over which we exercise no influence include but are not limited to a further slowdown in the economy, a delayed economic recovery, or other economic conditions such as increased or sustained high unemployment or underemployment levels, inflation, increases in fuel or other energy costs and interest rates, lack of available credit, consumer debt levels, higher tax rates and other changes in tax laws, concerns over government mandated participation in health insurance programs, and decreases in government subsidies such as unemployment and food assistance programs.

Many of the factors identified above that affect disposable income, as well as commodity rates, transportation costs (including the costs of diesel fuel), costs of labor, insurance and healthcare, foreign exchange rate fluctuations, lease costs, measures that create barriers to or increase the costs associated with international trade, changes in other laws and regulations and other economic factors, also affect our cost of goods sold and our selling, general and administrative expenses, and may have other adverse consequences which we are unable to fully anticipate or control, all of which may adversely affect our sales or profitability. We have limited or no ability to control many of these factors.

Our plans depend significantly on strategies and initiatives designed to increase sales and improve the efficiencies, costs and effectiveness of our operations, and failure to achieve or sustain these plans could affect our performance adversely.

We have strategies and initiatives (such as those relating to merchandising, sourcing, shrink, private brand, distribution and transportation, store operations, expense reduction, and real estate) in various stages of testing, evaluation, and implementation, upon which we expect to rely to continue to improve our results of operations and financial condition and to achieve our financial plans. These initiatives are inherently risky and uncertain, even when tested successfully, in their application to our business in general. It is possible that successful testing can result partially from resources and attention that cannot be duplicated in broader implementation, particularly in light of the diverse geographic locations of our stores and the fact that our field management is so decentralized. General implementation also may be negatively affected by other risk factors described herein. Successful systemwide implementation relies on consistency of training, stability of workforce, ease of execution, and the absence of offsetting factors that can influence results adversely. Failure to achieve successful implementation of our

initiatives or the cost of these initiatives exceeding management's estimates could adversely affect our business, results of operations and financial condition.

The success of our merchandising initiatives, particularly those with respect to non-consumable merchandise and store-specific products and allocations, depends in part upon our ability to predict consistently and successfully the products that our customers will demand and to identify and timely respond to evolving trends in demographics and consumer preferences, expectations and needs. If we are unable to select products that are attractive to customers, to obtain such products at costs that allow us to sell them at a profit, or to effectively market such products, our sales, market share and profitability could be adversely affected. If our merchandising efforts in the non-consumables area or the higher margin areas within consumables are unsuccessful, we could be further adversely affected by our inability to offset the lower margins associated with our consumables business.

If we cannot open, relocate or remodel stores profitably and on schedule, our planned future growth will be impeded, which would adversely affect sales.

Our ability to open, relocate and remodel profitable stores is a key component of our planned future growth. Our ability to timely open stores and to expand into additional market areas depends in part on the following factors: the availability of attractive store locations; the absence of entitlement process or occupancy delays; the ability to negotiate acceptable lease and development terms; the ability to hire and train new personnel, especially store managers, in a cost effective manner; the ability to identify customer demand in different geographic areas; general economic conditions; and the availability of capital funding for expansion. Many of these factors also affect our ability to successfully relocate stores, and many of them are beyond our control.

Delays or failures in opening new stores or completing relocations or remodels, or achieving lower than expected sales in new stores, could materially adversely affect our growth and/or profitability. We also may not anticipate all of the challenges imposed by the expansion of our operations and, as a result, may not meet our targets for opening new stores, remodeling or relocating stores or expanding profitably.

Some new stores may be located in areas where we have little or no meaningful experience or brand recognition. Those areas may have different competitive and market conditions, consumer tastes and discretionary spending patterns than our existing markets, as well as higher cost of entry, which may cause our new stores to be initially less successful than stores in our existing markets. In addition, our alternative format stores, such as our Dollar General Market and, to a lesser degree our Dollar General Plus stores, have significantly higher capital costs than our traditional Dollar General stores, and, as a result, may increase our financial risk if they do not perform as expected.

Many new stores will be located in areas where we have existing stores. Although we have experience in these areas, increasing the number of locations in these markets may result in inadvertent oversaturation and temporarily or permanently divert customers and sales from our existing stores, thereby adversely affecting our overall financial performance.

Our profitability may be negatively affected by inventory shrinkage.

We are subject to the risk of inventory loss and theft. We experience significant inventory shrinkage and cannot be sure that incidences of inventory loss and theft will decrease in the future or that the measures we are taking will effectively reduce the problem of inventory shrinkage. Although some level of inventory shrinkage is an unavoidable cost of doing business, if we were to experience higher rates of inventory shrinkage or incur increased security costs to combat inventory theft, our results of operations and financial condition could be affected adversely.

We face intense competition that could limit our growth opportunities and adversely impact our financial performance.

The retail business is highly competitive with respect to price, store location, merchandise quality, assortment and presentation, in-stock consistency, customer service, aggressive promotional activity, customers, and employees. We compete with retailers operating discount, mass merchandise, outlet, warehouse club, grocery, drug, convenience, variety and other specialty stores. This competitive environment subjects us to the risk of adverse impact to our financial performance because of the lower prices, and thus the lower margins, required to maintain our competitive position. Also, companies like ours, due to customer demographics and other factors, may have limited ability to increase prices in response to increased costs without losing competitive position. This limitation may adversely affect our margins and financial performance. Certain of our competitors have greater financial, distribution, marketing and other resources than we do and may be able to secure better arrangements with suppliers than we can. If we fail to respond effectively to competitive pressures and changes in the retail markets, it could adversely affect our financial performance.

Competition for customers has intensified as competitors have moved into, or increased their presence in, our geographic markets, and we expect this competition to continue to increase. In addition, some of our large box competitors are or may be developing small box formats, and increasing the pace at which they will open the small box formats, which will produce more competition. We remain vulnerable to the marketing power and high level of consumer recognition of these larger competitors and to the risk that these competitors or others could venture into our industry in a significant way.

Our private brands may not maintain broad market acceptance and increase the risks we face.

The sale of private brand items is an important component of our future sales growth and gross profit rate enhancement plans. We have invested in our development and procurement resources and marketing efforts relating to these private brand offerings. We believe that our success in maintaining broad market acceptance of our private brands depends on many factors, including pricing, our costs, quality and customer perception. We may not achieve or maintain our expected sales for our private brands. The expansion of our private brand offerings also subjects us to certain risks, such as: potential product liability risks and mandatory or voluntary product recalls; our ability to successfully protect our proprietary rights and successfully navigate and avoid claims related to the proprietary rights of third parties; our ability to successfully administer and comply with applicable contractual obligations and regulatory requirements; and other risks generally encountered by entities that source, sell and market exclusive branded offerings for retail. An increase in sales of our private brands may also adversely affect sales of our vendors' products, which, in turn, could adversely affect our relationship with certain of our vendors. Any failure to appropriately address some or all of these risks could have a significant adverse effect on our business, results of operations and financial condition.

A significant disruption to our distribution network, to the capacity of our distribution centers or to the timely receipt of inventory could adversely impact sales or increase our transportation costs, which would decrease our profits.

We rely on our distribution and transportation network to provide goods to our stores in a timely and cost-effective manner. This distribution occurs through deliveries to our distribution centers from vendors and then from the distribution centers or direct-ship vendors to our stores by various means of transportation, including shipments by sea and truck. Any disruption, unanticipated expense or operational failure related to this process could affect store operations negatively. For example, unexpected delivery delays or increases in transportation costs (including through increased fuel costs, a decrease in transportation capacity for overseas shipments, or work stoppages or slowdowns) could significantly decrease our ability to make sales and earn profits. Labor shortages or work stoppages in

the transportation industry or long-term disruptions to the national and international transportation infrastructure that lead to delays or interruptions of deliveries or which would necessitate our securing alternative labor or shipping suppliers could also increase our costs or otherwise negatively affect our business.

We maintain a network of distribution facilities and have plans to build new facilities to support our growth objectives. Delays in opening distribution centers could adversely affect our future financial performance by slowing store growth, which may in turn reduce revenue growth, or by increasing transportation costs. In addition, distribution-related construction or expansion projects entail risks that could cause delays and cost overruns, such as: shortages of materials or skilled labor; work stoppages; unforeseen construction, scheduling, engineering, environmental or geological problems; weather interference; fires or other casualty losses; and unanticipated cost increases. The completion date and ultimate cost of these projects could differ significantly from initial expectations due to construction-related or other reasons. We cannot guarantee that any project will be completed on time or within established budgets.

Risks associated with or faced by our suppliers could adversely affect our financial performance.

The products we sell are sourced from a wide variety of domestic and international suppliers, and we are dependent on our vendors to supply merchandise in a timely and efficient manner. In 2013, our largest supplier accounted for 8% of our purchases, and our next largest supplier accounted for approximately 7% of such purchases. We have not experienced any difficulty in obtaining sufficient quantities of core merchandise and believe that, if one or more of our current sources of supply became unavailable, we would generally be able to obtain alternative sources without experiencing a substantial disruption of our business. However, such alternative sources could increase our merchandise costs and reduce the quality of our merchandise, and an inability to obtain alternative sources could adversely affect our sales. Additionally, if a supplier fails to deliver on its commitments, whether due to financial difficulties or other reasons, we could experience merchandise out-of-stocks that could lead to lost sales and damage to our reputation.

We directly imported approximately 6% of our purchases (measured at cost) in 2013, but many of our domestic vendors directly import their products or components of their products. Changes to the prices and flow of these goods for any reason, such as political and economic instability in the countries in which foreign suppliers are located, the financial instability of suppliers, suppliers' failure to meet our standards, issues with labor practices of our suppliers or labor problems they may experience (such as strikes, stoppages or slowdowns, which could also increase labor costs during and following the disruption), the availability and cost of raw materials to suppliers, increased import duties, merchandise quality or safety issues, currency exchange rates, transport availability and cost, transport security, inflation, and other factors relating to the suppliers and the countries in which they are located or from which they import, are beyond our control and could adversely affect our operations and profitability. Because a substantial amount of our imported merchandise comes from China, a change in the Chinese currency or other policies could negatively impact our merchandise costs. In addition, the United States' foreign trade policies, tariffs and other impositions on imported goods, trade sanctions imposed on certain countries, the limitation on the importation of certain types of goods or of goods containing certain materials from other countries and other factors relating to foreign trade are beyond our control. These and other factors affecting our suppliers and our access to products could adversely affect our business and financial performance. As we increase our imports of merchandise from foreign vendors, the risks associated with foreign imports will increase.

Product liability and food safety claims could adversely affect our business, reputation and financial performance.

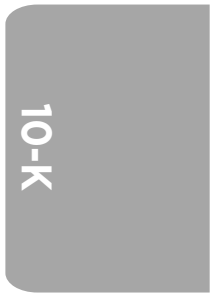
Despite our best efforts to ensure the quality and safety of the products we sell, we may be subject to product liability claims from customers or actions required or penalties assessed by government agencies relating to products, including but not limited to food products that are recalled, defective or otherwise alleged to be harmful. Such claims may result from tampering by unauthorized third parties, product contamination or spoilage, including the presence of foreign objects, substances, chemicals, other agents, or residues introduced during the growing, storage, handling and transportation phases. All of our vendors and their products must comply with applicable product and food safety laws, and we are dependent on them to ensure that the products we buy comply with all safety standards. We generally seek contractual indemnification and insurance coverage from our suppliers. However, if we do not have adequate contractual indemnification or insurance available, such claims could have a material adverse effect on our business, financial condition and results of operations. Our ability to obtain indemnification from foreign suppliers may be hindered by the manufacturers' lack of understanding of U.S. product liability or other laws, which may result in our having to respond to claims or complaints from customers as if we were the manufacturer. Even with adequate insurance and indemnification, such claims could significantly damage our reputation and consumer confidence in our products. Our litigation expenses could increase as well, which also could have a materially negative impact on our results of operations even if a product liability claim is unsuccessful or is not fully pursued.

We are subject to governmental regulations, procedures and requirements. A significant change in, or noncompliance with, these regulations could have a material adverse effect on our financial performance.

Our business is subject to numerous and increasing federal, state and local laws and regulations. We routinely incur significant costs in complying with these regulations. The complexity of the regulatory environment in which we operate and the related cost of compliance are increasing due to expanding and additional legal and regulatory requirements and increased enforcement efforts. New laws or regulations, particularly those dealing with healthcare reform, product safety, and labor and employment, among others, or changes in existing laws and regulations, particularly those governing the sale of products, may result in significant added expenses or may require extensive system and operating changes that may be difficult to implement and/or could materially increase our cost of doing business. Untimely compliance or noncompliance with applicable regulations or untimely or incomplete execution of a required product recall can result in the imposition of penalties, including loss of licenses or significant fines or monetary penalties, class action litigation or other litigation, in addition to reputational damage. Additionally, changes in tax laws, the interpretation of existing laws, or our failure to sustain our reporting positions on examination could adversely affect our effective tax rate.

Litigation may adversely affect our business, results of operations and financial condition.

Our business is subject to the risk of litigation by employees, consumers, suppliers, competitors, shareholders, government agencies and others through private actions, class actions, administrative proceedings, regulatory actions or other litigation. The number of employment-related class actions filed each year has continued to increase, and recent changes and proposed changes in Federal and state laws, regulations and agency guidance may cause claims to rise even more. The outcome of litigation, particularly class action lawsuits, regulatory actions and intellectual property claims, is difficult to assess or quantify. Plaintiffs in these types of lawsuits may seek recovery of very large or indeterminate amounts, and the magnitude of the potential loss relating to these lawsuits may remain unknown for substantial periods of time. In addition, certain of these lawsuits, if decided adversely to us or settled by us, may result in liability material to our financial statements as a whole or may negatively affect our operating results if changes to our business operations are required. The cost to



defend future litigation may be significant. There also may be adverse publicity associated with litigation that could negatively affect customer perception of our business, regardless of whether the allegations are valid or whether we are ultimately found liable. As a result, litigation may adversely affect our business, results of operations and financial condition. See Note 8 to the consolidated financial statements for further details regarding certain of these pending matters.

Natural disasters (whether or not caused by climate change), unusual weather conditions, pandemic outbreaks, terrorist acts, and global political events could disrupt business and result in lower sales and otherwise adversely affect our financial performance.

The occurrence of one or more natural disasters, such as hurricanes, fires, floods, tornadoes and earthquakes, unusual weather conditions, pandemic outbreaks, terrorist acts or disruptive global political events, such as civil unrest in countries in which our suppliers are located, or similar disruptions could adversely affect our business and financial performance. Uncharacteristic or significant weather conditions can affect consumer shopping patterns, which could lead to lost sales or greater than expected markdowns and adversely affect our short-term results of operations. To the extent these events result in the closure of one or more of our distribution centers, a significant number of stores, or our corporate headquarters or impact one or more of our key suppliers, our operations and financial performance could be materially adversely affected through an inability to make deliveries or provide other support functions to our stores and through lost sales. In addition, these events could result in increases in fuel (or other energy) prices or a fuel shortage, delays in opening new stores, the temporary lack of an adequate work force in a market, the temporary or long-term disruption in the supply of products from some domestic and overseas suppliers, the temporary disruption in the transport of goods from overseas, delay in the delivery of goods to our distribution centers or stores, the inability of customers to reach or have transportation to our stores directly affected by such events, the temporary reduction in the availability of products in our stores and disruption of our utility services or to our information systems. These events also can have indirect consequences such as increases in the costs of insurance if they result in significant loss of property or other insurable damage.

Material damage or interruptions to our information systems as a result of external factors, staffing shortages or unanticipated challenges or difficulties in maintaining or updating our existing technology or developing or implementing new technology could have a material adverse effect on our business or results of operations.

We depend on a variety of information technology systems for the efficient functioning of our business. Such systems are subject to damage or interruption from power outages, computer and telecommunications failures, computer viruses, cybersecurity breaches, natural disasters and human error. Damage or interruption to these systems may require a significant investment to fix or replace them, and we may suffer interruptions in our operations in the interim and may experience loss or corruption of critical data, which could have a material adverse effect on our business or results of operations.

We also rely heavily on our information technology staff. Failure to meet these staffing needs may negatively affect our ability to fulfill our technology initiatives while continuing to provide maintenance on existing systems. We rely on certain vendors to maintain and periodically upgrade many of these systems so that they can continue to support our business. The software programs supporting many of our systems were licensed to us by independent software developers. The inability of these developers or us to continue to maintain and upgrade these information systems and software programs would disrupt or reduce the efficiency of our operations if we were unable to convert to alternate systems in an efficient and timely manner. In addition, costs and potential problems and interruptions associated

with the implementation of new or upgraded systems and technology or with maintenance or adequate support of existing systems could also disrupt or reduce the efficiency of our operations.

Failure to attract, train and retain qualified employees, particularly field, store and distribution center managers, while controlling labor costs, as well as other labor issues, could adversely affect our financial performance.

Our future growth and performance and positive customer experience depends on our ability to attract, train, retain and motivate qualified employees, many of whom are in positions with historically high rates of turnover such as field managers and distribution center managers. Our ability to meet our labor needs, while controlling our labor costs, is subject to many external factors, including competition for and availability of qualified personnel in a given market, unemployment levels within those markets, prevailing wage rates, minimum wage laws, health and other insurance costs, and changes in employment and labor laws (including changes in the process for our employees to join a union) or other workplace regulations (including changes in “entitlement” programs such as health insurance and paid leave programs). If we are unable to attract and retain adequate numbers of qualified employees, our operations, customer service levels and support functions could suffer. To the extent a significant portion of our employee base unionizes, or attempts to unionize, our labor costs could increase. In addition, recently enacted comprehensive healthcare reform legislation will likely cause our healthcare costs to increase. While the significant costs of the healthcare reform legislation will occur after 2013 (as many of the changes affecting us took effect January 1, 2014), if at all, due to provisions of the legislation being phased in over time, changes to our healthcare costs structure could have a significant negative effect on our business. Our ability to pass along labor costs to our customers is constrained by our low price model.

Our success depends on our executive officers and other key personnel. If we lose key personnel or are unable to hire additional qualified personnel, our business may be harmed.

Our future success depends to a significant degree on the skills, experience and efforts of our executive officers and other key personnel. The loss of the services of any of our executive officers, particularly Richard W. Dreiling, our Chief Executive Officer, could have a material adverse effect on our operations. Competition for skilled and experienced management personnel is intense, and our future success will also depend on our ability to attract and retain qualified personnel, and a failure to attract and retain new qualified personnel could have an adverse effect on our operations. We do not currently maintain key person life insurance policies with respect to our executive officers or key personnel.

Our cash flows from operations may be negatively affected if we are not successful in managing our inventory balances.

Our inventory balance represented approximately 48% of our total assets exclusive of goodwill and other intangible assets as of January 31, 2014. Efficient inventory management is a key component of our business success and profitability. To be successful, we must maintain sufficient inventory levels and an appropriate product mix to meet our customers’ demands without allowing those levels to increase to such an extent that the costs to store and hold the goods unduly impacts our financial results or that subjects us to the risk of increased inventory shrinkage. If our buying decisions do not accurately predict customer trends, we inappropriately price products or our expectations about customer spending levels are inaccurate, we may have to take unanticipated markdowns to dispose of the excess inventory, which also can adversely impact our financial results. We continue to focus on ways to reduce these risks, but we cannot make assurances that we will be successful in our inventory management. If we are not successful in managing our inventory balances, our cash flows from operations may be negatively affected.

Because our business is seasonal to a certain extent, with the highest volume of net sales during the fourth quarter, adverse events during the fourth quarter could materially affect our financial statements as a whole.

We generally recognize our highest volume of net sales during the Christmas selling season, which occurs in the fourth quarter of our fiscal year. In anticipation of this holiday, we purchase substantial amounts of seasonal inventory. Adverse events, such as deteriorating economic conditions, higher unemployment, higher gas prices, public transportation disruptions, or unanticipated adverse weather could result in lower-than-planned sales during the holiday season. An excess of seasonal merchandise inventory could result if our net sales during the Christmas selling season fall below seasonal norms or expectations. If our fourth quarter sales results were substantially below expectations, our financial performance and operating results could be adversely affected by unanticipated markdowns, especially in seasonal merchandise.

Our current insurance program may expose us to unexpected costs and negatively affect our financial performance.

Our insurance coverage reflects deductibles, self-insured retentions, limits of liability and similar provisions that we believe are prudent based on the dispersion of our operations. However, there are types of losses we may incur but against which we cannot be insured or which we believe are not economically reasonable to insure, such as losses due to acts of war, employee and certain other crime, wage and hour and other employment-related claims, including class actions, and some natural disasters. If we incur these losses and they are material, our business could suffer. Certain material events may result in sizable losses for the insurance industry and adversely impact the availability of adequate insurance coverage or result in excessive premium increases. To offset negative insurance market trends, we may elect to self-insure, accept higher deductibles or reduce the amount of coverage in response to these market changes. In addition, we self-insure a significant portion of expected losses under our workers' compensation, automobile liability, general liability and group health insurance programs. Unanticipated changes in any applicable actuarial assumptions and management estimates underlying our recorded liabilities for these losses, including expected increases in medical and indemnity costs, could result in materially different expenses than expected under these programs, which could have a material adverse effect on our results of operations and financial condition. Although we continue to maintain property insurance for catastrophic events at our store support center and distribution centers, we are effectively self-insured for other property losses. If we experience a greater number of these losses than we anticipate, our financial performance could be adversely affected.

Any failure to maintain the security of information we hold relating to our customers, employees and vendors, whether as a result of cybersecurity attacks or otherwise, could expose us to litigation, government enforcement actions and costly response measures, and could seriously disrupt our operations and harm our reputation.

In connection with sales, we transmit confidential credit and debit card information. We also have access to, collect or maintain private or confidential information regarding our customers, employees and vendors, as well as our business. We have procedures and technology in place to safeguard such data and information. To our knowledge, computer hackers have been unable to gain access to the information stored in our information systems. However, cyberattacks are rapidly evolving and becoming increasingly sophisticated. Additionally, under certain circumstances, we may share information with vendors that assist us in conducting our business, as required by law, or with the permission of the individual. While we have implemented procedures to protect our information and require appropriate controls of our vendors, it is possible that computer hackers and others might compromise our security measures or those of our technology and other vendors in the future and

obtain the personal information of our customers, employees and vendors that we hold or our business information. A security breach of any kind could expose us to risks of data loss, litigation, government enforcement actions and costly response measures, and could seriously disrupt our operations. Any resulting negative publicity could significantly harm our reputation which could cause us to lose market share and have an adverse effect on our business and financial performance.

Deterioration in market conditions or changes in our credit profile could adversely affect our ability to raise additional capital to fund our operations and limit our ability to pursue our growth strategy or other opportunities or to react to changes in the economy or our industry.

We obtain and manage liquidity from the positive cash flow we generate from our operating activities and our access to capital markets, including our credit facility. Changes in the credit and capital markets, including market disruptions, limited liquidity and interest rate fluctuations, may increase the cost of financing, make it more difficult to obtain favorable terms, or restrict our access to this source of future liquidity. There is no assurance that our ability to obtain additional financing through the capital markets will not be adversely impacted by economic conditions. Our debt securities currently have an investment grade rating, and a downgrade of this rating likely would make it more difficult or expensive for us to obtain additional financing and would increase the cost of borrowing under our credit facility, which could adversely affect our cash flow and limit our growth strategy or other opportunities or our ability to react to changes in the economy or our industry.

At January 31, 2014, we had total outstanding debt (including the current portion of long-term obligations) of approximately \$2.8 billion. We also had an additional \$822.8 million available for borrowing under our unsecured revolving credit facility. This level of debt could have important negative consequences to our business, including:

- requiring a substantial portion of our cash flow from operations to be dedicated to the payment of principal and interest on our indebtedness, therefore reducing our ability to use our cash flow to fund our operations, capital expenditures and future business opportunities or repurchase shares of our common stock;
- making it more difficult for us to raise additional capital to fund our operations and pursue our growth strategy, including by limiting our ability to obtain additional financing for working capital, capital expenditures and debt service requirements; and
- placing us at a disadvantage compared to our competitors who are less leveraged and may be better able to use their cash flow to fund competitive responses to changing industry, market or economic conditions.

Our debt agreements contain restrictions that could limit our flexibility in operating our business.

Our credit facilities and the indenture governing our notes contain various covenants that could limit our ability to engage in specified types of transactions. These covenants limit our and our subsidiaries' ability to, among other things:

- incur indebtedness of subsidiaries;
- create certain liens or encumbrances;
- merge, consolidate, sell or otherwise dispose of all or substantially all of our assets; and
- make any material change in the nature of our business.

We are also subject to specified financial ratio covenants under our credit facilities. Our ability to meet these financial ratios can be affected by events beyond our control, and we cannot assure you that we will meet these ratios and other covenants. A breach of any of these covenants could result in a

default under the agreement governing such indebtedness and inability to borrow additional amounts under our revolving credit facility. Upon our failure to maintain compliance with these covenants, the lenders could elect to declare all amounts outstanding thereunder to be immediately due and payable and terminate all commitments to extend further credit thereunder. If the lenders under such indebtedness accelerate the repayment of borrowings, we cannot make assurances that we will have sufficient assets to repay those borrowings, as well as our other indebtedness, including our outstanding notes.

New accounting guidance or changes in the interpretation or application of existing accounting guidance could adversely affect our financial performance.

The implementation of proposed new accounting standards may require extensive systems, internal process and other changes that could increase our operating costs, and may also result in changes to our financial statements. In particular, the implementation of expected future accounting standards related to leases, as currently being contemplated by the convergence project between the Financial Accounting Standards Board (“FASB”) and the International Accounting Standards Board (“IASB”), as well as the possible adoption of international financial reporting standards by U.S. registrants, could require us to make significant changes to our lease management, fixed asset, and other accounting systems, and, if implemented, are likely to result in significant changes to our financial statements.

U.S. generally accepted accounting principles and related accounting pronouncements, implementation guidelines and interpretations with regard to a wide range of matters that are relevant to our business involve many subjective assumptions, estimates and judgments by our management. Changes in these rules or their interpretation or changes in underlying assumptions, estimates or judgments by our management could significantly change our reported or expected financial performance. The outcome of such changes could include litigation or regulatory actions which could have an adverse effect on our financial condition and results of operations.

ITEM 1B. UNRESOLVED STAFF COMMENTS

None.

ITEM 2. PROPERTIES

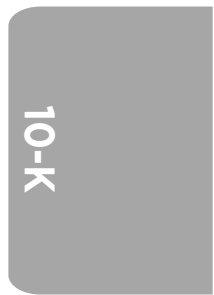
As of February 28, 2014, we operated 11,215 retail stores located in 40 states as follows:

<u>State</u>	<u>Number of Stores</u>	<u>State</u>	<u>Number of Stores</u>
Alabama	597	Missouri	398
Arizona	85	Nebraska	80
Arkansas	325	Nevada	22
California	102	New Hampshire	9
Colorado	33	New Jersey	71
Connecticut	15	New Mexico	72
Delaware	36	New York	285
Florida	656	North Carolina	611
Georgia	632	Ohio	608
Illinois	405	Oklahoma	355
Indiana	399	Pennsylvania	489
Iowa	178	South Carolina	425
Kansas	194	South Dakota	11
Kentucky	421	Tennessee	578
Louisiana	461	Texas	1,198
Maryland	92	Utah	8
Massachusetts	10	Vermont	20
Michigan	330	Virginia	307
Minnesota	33	West Virginia	179
Mississippi	369	Wisconsin	116

Most of our stores are located in leased premises. Individual store leases vary as to their terms, rental provisions and expiration dates. Many stores are subject to build-to-suit arrangements with landlords, which typically carry a primary lease term of up to 15 years with multiple renewal options. We also have stores subject to shorter-term leases and many of these leases have renewal options. In recent years, an increasing percentage of our new stores have been subject to build-to-suit arrangements.

As of February 28, 2014, we operated twelve distribution centers, as described in the following table:

<u>Location</u>	<u>Year Opened</u>	<u>Approximate Square Footage</u>	<u>Approximate Number of Stores Served</u>
Scottsville, KY	1959	720,000	774
Ardmore, OK	1994	1,310,000	1,380
South Boston, VA	1997	1,250,000	926
Indianola, MS	1998	820,000	803
Fulton, MO	1999	1,150,000	1,256
Alachua, FL	2000	980,000	947
Zanesville, OH	2001	1,170,000	1,173
Jonesville, SC	2005	1,120,000	1,107
Marion, IN	2006	1,110,000	1,174
Bessemer, AL	2012	940,000	1,025
Lebec, CA	2012	600,000	253
Bethel, PA	2014	1,000,000	397



We lease the distribution centers located in California, Oklahoma, Mississippi and Missouri and own the other eight distribution centers in the table above. Approximately 7.25 acres of the land on which our Kentucky distribution center is located is subject to a ground lease. As of January 31, 2014, we leased approximately 621,000 square feet of additional temporary warehouse space to support our distribution needs.

Our executive offices are located in approximately 302,000 square feet of owned buildings and approximately 56,000 square feet of leased office space in Goodlettsville, Tennessee.

ITEM 3. LEGAL PROCEEDINGS

The information contained in Note 8 to the consolidated financial statements under the heading “Legal proceedings” contained in Part II, Item 8 of this report is incorporated herein by this reference.

ITEM 4. MINE SAFETY DISCLOSURES

None.

EXECUTIVE OFFICERS OF THE REGISTRANT

Information regarding our current executive officers as of March 20, 2014 is set forth below. Each of our executive officers serves at the discretion of our Board of Directors and is elected annually by the Board to serve until a successor is duly elected. There are no familial relationships between any of our directors or executive officers.

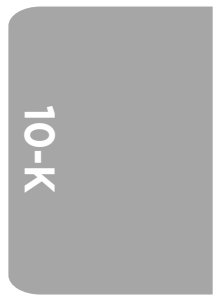
<u>Name</u>	<u>Age</u>	<u>Position</u>
Richard W. Dreiling	60	Chairman and Chief Executive Officer
Todd J. Vasos	52	Chief Operating Officer
David M. Tehle	57	Executive Vice President and Chief Financial Officer
David D'Arezzo	55	Executive Vice President and Chief Merchandising Officer
John W. Flanigan	62	Executive Vice President, Global Supply Chain
Robert D. Ravener	55	Executive Vice President and Chief People Officer
Gregory A. Sparks	53	Executive Vice President, Store Operations
Anita C. Elliott	49	Senior Vice President and Controller
Rhonda M. Taylor	46	Senior Vice President and General Counsel

Mr. Dreiling joined Dollar General in January 2008 as Chief Executive Officer and a member of our Board. He was appointed Chairman of the Board on December 2, 2008. Prior to joining Dollar General, Mr. Dreiling served as Chief Executive Officer, President and a director of Duane Reade Holdings, Inc. and Duane Reade Inc., the largest drugstore chain in New York City, from November 2005 until January 2008 and as Chairman of the Board of Duane Reade from March 2007 until January 2008. Prior to that, Mr. Dreiling, beginning in March 2005, served as Executive Vice President—Chief Operating Officer of Longs Drug Stores Corporation, an operator of a chain of retail drug stores on the West Coast and Hawaii, after having joined Longs in July 2003 as Executive Vice President and Chief Operations Officer. From 2000 to 2003, Mr. Dreiling served as Executive Vice President—Marketing, Manufacturing and Distribution at Safeway Inc., a food and drug retailer. Prior to that, Mr. Dreiling served from 1998 to 2000 as President of Vons, a Southern California food and drug division of Safeway. He currently serves as the Chairman of the Retail Industry Leaders Association (RILA). Mr. Dreiling is a director of Lowe's Companies, Inc.

Mr. Vasos joined Dollar General in December 2008 as Executive Vice President, Division President and Chief Merchandising Officer. He was promoted to Chief Operating Officer in November 2013. Prior to joining Dollar General, Mr. Vasos served in executive positions with Longs Drug Stores Corporation for 7 years, including Executive Vice President and Chief Operating Officer (February 2008 through November 2008) and Senior Vice President and Chief Merchandising Officer (2001 - 2008), where he was responsible for all pharmacy and front-end marketing, merchandising, procurement, supply chain, advertising, store development, store layout and space allocation, and the operation of three distribution centers. He also previously served in leadership positions at Phar-Mor Food and Drug Inc. and Eckerd Corporation.

Mr. Tehle joined Dollar General in June 2004 as Executive Vice President and Chief Financial Officer. He served from 1997 to June 2004 as Executive Vice President and Chief Financial Officer of Haggard Corporation, a manufacturing, marketing and retail corporation. From 1996 to 1997, he was Vice President of Finance for a division of The Stanley Works, one of the world's largest manufacturers of tools, and from 1993 to 1996, he was Vice President and Chief Financial Officer of Hat Brands, Inc., a hat manufacturer. Earlier in his career, Mr. Tehle served in a variety of financial-related roles at Ryder System, Inc. and Texas Instruments Incorporated. Mr. Tehle is a director of Jack in the Box Inc.

Mr. D'Arezzo joined Dollar General in November 2013 as Executive Vice President and Chief Merchandising Officer. Prior to Dollar General, from May 2008 until August 2013, Mr. D'Arezzo served as Executive Vice President and Chief Operating Officer of Grocers Supply Co., Inc., the largest



independent wholesaler in the southern United States, serving over 800 supermarkets with a full-line of products for resale. In this role, he was responsible for all functions and the running of the wholesale business. From 2006 to 2008, he served as Senior Vice President and Chief Marketing Officer of Duane Reade, Inc., the largest drugstore chain in New York City, and as its Interim Chief Executive Officer for four months in 2008. Prior to Duane Reade, he served as Chief Operating Officer of Raley's Family of Stores, Northern California's premier supermarket operating 120 stores in three western states, from 2003 to 2005. From 2002 to 2003, he served as Executive Vice President of Merchandising and Replenishment at Office Depot, Inc., a global supplier of office products and services. From 1994 to 2002, Mr. D'Arezzo held various positions at Wegmans Food Market, a supermarket operator, including Senior Vice President of Merchandising (1998 - 2002), Division Manager (1997) and Group Manager (1994 - 1996). He worked as Vice President of Sales at DNA Plant Technology, a biotechnology start-up company, in 1994. He also held various positions at PepsiCo, Inc. from 1989 to 1993, including Business Development Manager, Area Marketing Manager, Brand Manager—Diet Pepsi and New Products Assistant Marketing Manager.

Mr. Flanigan joined Dollar General as Senior Vice President, Global Supply Chain in May 2008. He was promoted to Executive Vice President in March 2010. He has over 25 years of management experience in retail logistics. Prior to joining Dollar General, he was Group Vice President of Logistics and Distribution for Longs Drug Stores Corporation, an operator of a chain of retail drug stores on the West Coast and Hawaii, from October 2005 to April 2008. In this role, he was responsible for overseeing warehousing, inbound and outbound transportation and facility maintenance to service over 500 retail outlets. From September 2001 to October 2005, he served as the Vice President of Logistics for Safeway Inc., a food and drug retailer, where he oversaw distribution of food products from Safeway distribution centers to all retail outlets, inbound traffic and transportation. He also has held distribution and logistics leadership positions at Vons—a Safeway company, Specialized Distribution Management Inc., and Crum & Crum Logistics.

Mr. Ravener joined Dollar General as Senior Vice President and Chief People Officer in August 2008. He was promoted to Executive Vice President in March 2010. Prior to joining Dollar General, he served in human resources executive roles with Starbucks Corporation, a roaster, marketer and retailer of specialty coffee, from September 2005 until August 2008 as the Senior Vice President of U.S. Partner Resources and, prior to that, as the Vice President, Partner Resources—Eastern Division. As the Senior Vice President of U.S. Partner Resources at Starbucks, Mr. Ravener oversaw all aspects of human resources activity for more than 10,000 stores. Prior to serving at Starbucks, Mr. Ravener held Vice President of Human Resources roles for The Home Depot Inc., a home improvement retailer, at its Store Support Center and a domestic field division from April 2003 to September 2005. Mr. Ravener also served in executive roles in both human resources and operations at Footstar, Inc. and roles of increasing leadership at PepsiCo, Inc.

Mr. Sparks joined Dollar General in March 2012 as Executive Vice President of Store Operations. Prior to joining Dollar General, Mr. Sparks served as Division President, Seattle Division, for Safeway Inc., a food and drug retailer, a role he had held since 2001. As Division President of the Seattle Division, Mr. Sparks was responsible for the supervision of approximately 200 stores and approximately 23,000 employees in the northwest region and oversaw real estate, finance and operations of the Seattle Division. Mr. Sparks has 37 years of retail experience including a 34-year career with Safeway where he held roles of increasing responsibility including merchandising manager (1987), category manager (1987 - 1990), divisional director of merchandising, grocery and general merchandise (1990 - 1997) and divisional vice president of marketing (1997 - 2001).

Ms. Elliott joined Dollar General as Senior Vice President and Controller in August 2005. Prior to joining Dollar General, she served as Vice President and Controller of Big Lots, Inc., a closeout retailer, from May 2001 to August 2005. Overseeing a staff of 140 employees at Big Lots, she was responsible for accounting operations, financial reporting and internal audit. Prior to serving at Big

Lots, she served as Vice President and Controller for Jitney-Jungle Stores of America, Inc., a grocery retailer, from April 1998 to March 2001. At Jitney-Jungle, Ms. Elliott was responsible for the accounting operations and the internal and external financial reporting functions. Prior to serving at Jitney-Jungle, she practiced public accounting for 12 years, 6 of which were with Ernst & Young LLP.

Ms. Taylor joined Dollar General as an Employment Attorney in March 2000 and was promoted to Senior Employment Attorney in 2001. She was promoted to Deputy General Counsel in 2004 and then moved into the role of Vice President and Assistant General Counsel in March 2010. She has served as Senior Vice President and General Counsel since June 2013. Prior to joining Dollar General, she practiced law with Ogletree, Deakins, Nash, Smoak & Stewart, P.C., where she specialized in labor law and employment litigation. She has also held attorney positions with Ford & Harrison LLP and Stokes & Bartholomew.

PART II

ITEM 5. MARKET FOR REGISTRANT'S COMMON EQUITY, RELATED STOCKHOLDER MATTERS AND ISSUER PURCHASES OF EQUITY SECURITIES

Market Information

Our common stock is traded on the New York Stock Exchange under the symbol "DG." The high and low sales prices during each quarter in fiscal 2013 and 2012 were as follows:

<u>2013</u>	<u>First Quarter</u>	<u>Second Quarter</u>	<u>Third Quarter</u>	<u>Fourth Quarter</u>
High	\$53.00	\$55.82	\$59.87	\$62.93
Low	\$43.35	\$48.61	\$52.40	\$55.08
<u>2012</u>	<u>First Quarter</u>	<u>Second Quarter</u>	<u>Third Quarter</u>	<u>Fourth Quarter</u>
High	\$48.76	\$56.04	\$53.36	\$50.80
Low	\$41.20	\$45.37	\$45.58	\$39.73

On March 13, 2014, our stock price at the close of the market was \$57.66 and there were approximately 1,760 shareholders of record of our common stock.

Dividends

We have not declared or paid recurring dividends subsequent to a merger transaction in 2007. Any decision to declare and pay dividends in the future will be made at the discretion of our Board of Directors and will depend on, among other things, our results of operations, cash requirements, financial condition, contractual restrictions and other factors that our Board of Directors may deem relevant.

Issuer Purchases of Equity Securities

The following table contains information regarding purchases of our common stock made during the quarter ended January 31, 2014 by or on behalf of Dollar General or any "affiliated purchaser," as defined by Rule 10b-18(a)(3) of the Securities Exchange Act of 1934:

<u>Period</u>	<u>Total Number of Shares Purchased</u>	<u>Average Price Paid per Share</u>	<u>Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs(a)</u>	<u>Approximate Dollar Value of Shares that May Yet Be Purchased Under the Plans or Programs(a)</u>
11/02/13 - 11/30/13 . . .	—	\$ —	—	\$ 223,591,000
12/01/13 - 12/31/13 . . .	3,280,900	\$60.98	3,280,900	\$1,023,513,000
01/01/14 - 01/31/14 . . .	—	\$ —	—	\$1,023,513,000
Total	3,280,900	\$60.98	3,280,900	\$1,023,513,000

- (a) A \$500 million share repurchase program was publicly announced on September 5, 2012, and increases in the authorization under such program were announced on March 25, 2013 (\$500 million increase) and December 5, 2013 (\$1.0 billion increase). Under the authorization, purchases may be made in the open market or in privately negotiated transactions from time to time subject to market and other conditions. This repurchase authorization has no expiration date.

ITEM 6. SELECTED FINANCIAL DATA

The following table sets forth selected consolidated financial information of Dollar General Corporation as of the dates and for the periods indicated. The selected historical statement of operations data and statement of cash flows data for the fiscal years ended January 31, 2014, February 1, 2013, and February 3, 2012 and balance sheet data as of January 31, 2014 and February 1, 2013, have been derived from our historical audited consolidated financial statements included elsewhere in this report. The selected historical statement of operations data and statement of cash flows data for the fiscal years ended January 28, 2011 and January 29, 2010 and balance sheet data as of February 3, 2012, January 28, 2011, and January 29, 2010 presented in this table have been derived from audited consolidated financial statements not included in this report.

The information set forth below should be read in conjunction with, and is qualified by reference to, the Consolidated Financial Statements and related notes included in Part II, Item 8 of this report

and the Management's Discussion and Analysis of Financial Condition and Results of Operations included in Part II, Item 7 of this report.

(Amounts in millions, excluding per share data, number of stores, selling square feet, and net sales per square foot)	Year Ended				
	January 31, 2014	February 1, 2013	February 3, 2012(1)	January 28, 2011	January 29, 2010
Statement of Operations Data:					
Net sales	\$17,504.2	\$16,022.1	\$14,807.2	\$13,035.0	\$11,796.4
Cost of goods sold	12,068.4	10,936.7	10,109.3	8,858.4	8,106.5
Gross profit	5,435.7	5,085.4	4,697.9	4,176.6	3,689.9
Selling, general and administrative expenses	3,699.6	3,430.1	3,207.1	2,902.5	2,736.6
Operating profit	1,736.2	1,655.3	1,490.8	1,274.1	953.3
Interest expense	89.0	127.9	204.9	274.0	345.6
Other (income) expense	18.9	30.0	60.6	15.1	55.5
Income before income taxes	1,628.3	1,497.4	1,225.3	985.0	552.1
Income tax expense	603.2	544.7	458.6	357.1	212.7
Net income	\$ 1,025.1	\$ 952.7	\$ 766.7	\$ 627.9	\$ 339.4
Earnings per share—basic	\$ 3.17	\$ 2.87	\$ 2.25	\$ 1.84	\$ 1.05
Earnings per share—diluted	3.17	2.85	2.22	1.82	1.04
Dividends per share	—	—	—	—	0.7525
Statement of Cash Flows Data:					
Net cash provided by (used in):					
Operating activities	\$ 1,213.1	\$ 1,131.4	\$ 1,050.5	\$ 824.7	\$ 672.8
Investing activities	(250.0)	(569.8)	(513.8)	(418.9)	(248.0)
Financing activities	(598.3)	(546.8)	(908.0)	(130.4)	(580.7)
Total capital expenditures	(538.4)	(571.6)	(514.9)	(420.4)	(250.7)
Other Financial and Operating Data:					
Same store sales growth(2)	3.3%	4.7%	6.0%	4.9%	9.5%
Same store sales(2)	\$16,365.5	\$14,992.7	\$13,626.7	\$12,227.1	\$11,356.5
Number of stores included in same store sales calculation					
	10,387	9,783	9,254	8,712	8,324
Number of stores (at period end)	11,132	10,506	9,937	9,372	8,828
Selling square feet (in thousands at period end)					
	82,012	76,909	71,774	67,094	62,494
Net sales per square foot(3)	\$ 220	\$ 216	\$ 213	\$ 201	\$ 195
Consumables sales	75.2%	73.9%	73.2%	71.6%	70.8%
Seasonal sales	12.9%	13.6%	13.8%	14.5%	14.5%
Home products sales	6.4%	6.6%	6.8%	7.0%	7.4%
Apparel sales	5.5%	5.9%	6.2%	6.9%	7.3%
Rent expense	\$ 686.9	\$ 614.3	\$ 542.3	\$ 489.3	\$ 428.6
Balance Sheet Data (at period end):					
Cash and cash equivalents and short-term investments					
	\$ 505.6	\$ 140.8	\$ 126.1	\$ 497.4	\$ 222.1
Total assets	10,867.5	10,367.7	9,688.5	9,546.2	8,863.5
Long-term debt	2,818.8	2,772.2	2,618.5	3,288.2	3,403.4
Total shareholders' equity	5,402.2	4,985.3	4,674.6	4,063.6	3,408.8

(1) The fiscal year ended February 3, 2012 was comprised of 53 weeks.

- (2) Same-store sales are calculated based upon stores that were open at least 13 full fiscal months and remain open at the end of the reporting period. We include stores that have been remodeled, expanded or relocated in our same-store sales calculation. When applicable, we exclude the sales in the non-comparable week of a 53-week year from the same-store sales calculation.
- (3) Net sales per square foot was calculated based on total sales for the preceding 12 months as of the ending date of the reporting period divided by the average selling square footage during the period, including the end of the fiscal year, the beginning of the fiscal year, and the end of each of our three interim fiscal quarters.

	Year Ended				
	January 31, 2014	February 1, 2013	February 3, 2012	January 28, 2011	January 29, 2010
Ratio of earnings to fixed charges(1):	4.7x	4.7x	3.8x	3.1x	2.1x

- (1) For purposes of computing the ratio of earnings to fixed charges, (a) earnings consist of income (loss) before income taxes, plus fixed charges less capitalized expenses related to indebtedness (amortization expense for capitalized interest is not significant) and (b) fixed charges consist of interest expense (whether expensed or capitalized), the amortization of debt issuance costs and discounts related to indebtedness, and the interest portion of rent expense.



ITEM 7. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

This discussion and analysis should be read with, and is qualified in its entirety by, the Consolidated Financial Statements and the notes thereto. It also should be read in conjunction with the Cautionary Disclosure Regarding Forward-Looking Statements and the Risk Factors disclosures set forth in the Introduction and in Item 1A of this report, respectively.

Executive Overview

We are the largest discount retailer in the United States by number of stores, with 11,215 stores located in 40 states as of February 28, 2014, primarily in the southern, southwestern, midwestern and eastern United States. We offer a broad selection of merchandise, including consumable products such as food, paper and cleaning products, health and beauty products and pet supplies, and non-consumable products such as seasonal merchandise, home decor and domestics, and basic apparel. In 2013, we began selling tobacco products in our stores, with very favorable response from our customers. Our merchandise includes high quality national brands from leading manufacturers, as well as comparable quality private brand selections with prices at substantial discounts to national brands. We offer our customers these national brand and private brand products at everyday low prices (typically \$10 or less) in our convenient small-box (small store) locations.

The customers we serve are value-conscious, many with low or fixed incomes, and Dollar General has always been intensely focused on helping them make the most of their spending dollars. We believe our convenient store format and broad selection of high quality products at compelling values have driven our substantial growth and financial success over the years. Like other companies, we have been operating for several years in an environment with ongoing macroeconomic challenges and uncertainties. Our customers are facing sustained high rates of unemployment or underemployment, fluctuating food, gasoline and energy costs, rising and uncertain medical costs, including concerns over government mandated participation in health insurance programs, reductions in government benefits programs, continued challenges with affordable housing and consumer credit, and the timetable and strength of economic recovery for our core customers remains uncertain. The longer our customers have to manage under such difficult conditions, the more difficult it is for them to stretch their spending dollars, particularly for discretionary purchases.

At the beginning of 2008, we defined four operating priorities, which we remain keenly focused on executing. These priorities are: 1) drive productive sales growth, 2) increase, or enhance, our gross profit margins 3) leverage process improvements and information technology to reduce costs, and 4) strengthen and expand Dollar General's culture of serving others.

Our first priority is driving productive sales growth, including by increasing shopper frequency, item unit sales and transaction amount. In 2013, sales in same-stores increased by 3.3% over 2012 levels due to increases in both traffic and average transaction. Successful sales growth initiatives in 2013 included the addition of tobacco products; the expansion of the number of coolers for refrigerated and frozen foods and beverages in over 1,600 existing stores; the optimization of shelf space, including the reduction of hanging apparel in many of our smaller stores; and the impact of 582 remodeled and relocated stores during the year. Inflation had a very modest impact on our sales in 2013 and 2012. In addition to same-store sales growth, we opened 650 new stores.

Our second priority is to increase, or enhance, our gross profit rate. However, in early 2013, we made a strategic decision to add tobacco products in our stores with the primary goal of increasing customer traffic. The addition of tobacco products and the increased proportion of sales of perishables, largely resulting from our continued expansion of coolers in the stores, both led to a decrease in our overall gross profit rate in 2013. We believe that both of these merchandise classes are significant drivers of customer traffic that should lead to increases to average purchase amount. We expect the

improvement in our net sales from these initiatives will outweigh the corresponding reduction in our gross profit rate. In addition, we have ongoing efforts to reduce product costs including effective category management, utilization of private brands, shrink reduction, distribution and transportation efficiencies and additional improvements to our pricing and markdown business model, among others, while remaining committed to our everyday low price strategy. In our consumables category, we strive to offer the optimal balance of the most popular nationally advertised brands and our own private brands, which generally have higher gross profit rates than national brands. We believe that our core customer is continuing to seek out and purchase goods at entry level price points and are doing so with greater frequency. Commodities cost inflation was minimal in 2013 and, in some instances, we experienced a decrease in such costs. Accordingly, overall price increases passed through to our customers were minimal. We remain committed to our seasonal, home, and apparel categories, and although consumables sales trends are weaker than we would like, we expect the growth of consumables to continue to outpace the non-consumables categories again in 2014 due to the anticipated continued economic pressures discussed above.

Our third priority is leveraging process improvements and information technology to reduce costs. We are committed as an organization to reduce costs, particularly selling, general and administrative expenses (“SG&A”) that do not affect the customer experience. In 2013, the most significant decrease in SG&A as a percentage of sales as compared to 2012 resulted from our failure to reach our 2013 threshold financial performance level required under our annual cash incentive compensation program, which would have reduced cash incentive compensation for eligible employees to zero. However, the Company will pay a nominal discretionary amount to members of this group who are not Company officers. In addition, we again successfully lowered our store labor costs as a percentage of sales, in part, by simplifying various tasks performed in the stores. Going forward, we will continue to simplify or eliminate unnecessary work in our stores and elsewhere in the company and believe we have additional opportunities to reduce costs through our focused procurement efforts. Certain costs, such as new legislation and regulations related to health care insurance requirements, present a unique challenge to our ability to leverage expenses. Because of the significance of the reduction in incentive compensation in 2013, compliance with certain provisions of the Affordable Care Act in 2014, and an increase in 2014 store occupancy costs resulting from the recent completion of a sale-leaseback transaction, we expect overall SG&A to be a higher percentage of sales in 2014 than in 2013.

Our fourth priority is to strengthen and expand Dollar General’s culture of serving others. For customers this means helping them “Save time. Save money. Every day!” by providing clean, well-stocked stores with quality products at low prices. For employees, this means creating an environment that attracts and retains key employees throughout the organization. For the public, this means giving back to our store communities through our charitable and other efforts. For shareholders, this means meeting their expectations of an efficiently and profitably run organization that operates with compassion and integrity.

Although we did not meet all of our financial goals in 2013, our continued focus on these four priorities, coupled with strong cash flow management and share repurchases, resulted in solid overall operating and financial performance in 2013 as compared to 2012 as follows. Basis points, as referred to below, are equal to 0.01 percent of total sales.

- Total sales in 2013 increased 9.2% over 2012. Sales in same-stores increased 3.3%, with increases in both customer traffic and average transaction amount. Consumables represented 75% of sales in 2013 and drove 89% of the total increase. Departments with the most significant increases were tobacco, perishables and candy and snacks. Average sales per square foot in 2013 were \$220, up from \$216 in 2012.
- Operating profit increased 4.9% to \$1.74 billion, or 9.9% of sales, compared to \$1.66 billion, or 10.3% of sales in 2012. The decrease in our operating profit rate was attributable to a 69 basis-point decrease in our gross profit rate, partially offset by a 27 basis-point reduction of SG&A.

- Our gross profit rate declined by 69 basis points as sales of lower margin items increased at a proportionally higher rate than sales of higher margin items. Specifically, we added tobacco products and expanded our perishables offerings, both of which have lower gross profit rates. In addition, our inventory shrinkage rate increased.
- The reduction in SG&A, as a percentage of sales, was due primarily to a significant decrease in incentive compensation expense and efficiencies relating to store labor costs. For other factors, see the detailed discussion that follows.
- Interest expense decreased by \$38.9 million in 2013 to \$89.0 million, reflecting lower average borrowing rates which primarily resulted from the completion of our refinancing in the first quarter of 2013. Total long-term obligations as of January 31, 2014 were \$2.82 billion.
- We reported net income of \$1.03 billion, or \$3.17 per diluted share, for fiscal 2013, compared to net income of \$952.7 million, or \$2.85 per diluted share, for fiscal 2012.
- We generated approximately \$1.21 billion of cash flows from operating activities in 2013, an increase of 7.2% compared to 2012. We primarily utilized our cash flows from operating activities to invest in the growth of our business and repurchase our common stock.
- During 2013 we opened 650 new stores, remodeled or relocated 582 stores, and closed 24 stores.

Also in 2013, we repurchased approximately 11.0 million shares of our outstanding common stock for \$620.1 million, and we sold and leased back 233 of our stores, generating cash proceeds of \$281.6 million and resulting in a deferred gain of \$67.2 million that will be recognized over a period of 15 years.

In 2014, we plan to continue to focus on our four key operating priorities. We expect our sales growth in 2014 to again be driven by consumables as our customer continues to face both continuing and new economic challenges. We plan to focus our efforts on effectively serving our core customers' needs by providing them with the selections they want at the right price points in 2014.

We made progress in 2013 on implementing an improved supply chain solution to assist in promotional and core inventory forecasting and ordering. We expect to make further progress in 2014, and eventually all of our SKUs will be managed through this solution. The supply chain solution is helping us improve our ordering processes in the stores and has contributed to our work simplification efforts and improvements in maintaining efficient inventory levels. We believe we have additional opportunities for work simplification and elimination in 2014.

We are pleased with the performance of our 2013 new stores, remodels and relocations, and in 2014 we plan to open 700 new stores and to continue our ongoing remodel and relocation efforts.

Finally, we plan to continue to repurchase shares of our common stock in 2014.

Key Financial Metrics. We have identified the following as our most critical financial metrics:

- Same-store sales growth;
- Sales per square foot;
- Gross profit, as a percentage of sales;
- Selling, general and administrative expenses, as a percentage of sales;
- Operating profit;
- Cash flow;
- Net income;

- Earnings per share;
- Earnings before interest, income taxes, depreciation and amortization;
- Return on invested capital; and
- Adjusted debt to Earnings before interest, income taxes, depreciation and amortization and rent expense.

Readers should refer to the detailed discussion of our operating results below for additional comments on financial performance in the current year periods as compared with the prior year periods.

Results of Operations

Accounting Periods. The following text contains references to years 2013, 2012, and 2011, which represent fiscal years ended January 31, 2014, February 1, 2013, and February 3, 2012, respectively. Our fiscal year ends on the Friday closest to January 31. Fiscal years 2013 and 2012 were 52-week accounting periods and fiscal year 2011 was a 53-week accounting period.

Seasonality. The nature of our business is seasonal to a certain extent. Primarily because of sales of holiday-related merchandise, sales in our fourth quarter (November, December and January) have historically been higher than sales achieved in each of the first three quarters of the fiscal year. Expenses, and to a greater extent operating profit, vary by quarter. Results of a period shorter than a full year may not be indicative of results expected for the entire year. Furthermore, the seasonal nature of our business may affect comparisons between periods.

The following table contains results of operations data for fiscal years 2013, 2012 and 2011, and the dollar and percentage variances among those years.

(amounts in millions, except per share amounts)	2013	2012	2011	2013 vs. 2012		2012 vs. 2011	
				Amount Change	% Change	Amount Change	% Change
<i>Net sales by category:</i>							
Consumables	\$13,161.8	\$11,844.8	\$10,833.7	\$1,317.0	11.1%	\$1,011.1	9.3%
% of net sales	75.19%	73.93%	73.17%				
Seasonal	2,259.5	2,172.4	2,051.1	87.1	4.0	121.3	5.9
% of net sales	12.91%	13.56%	13.85%				
Home products	1,115.6	1,061.6	1,005.2	54.1	5.1	56.4	5.6
% of net sales	6.37%	6.63%	6.79%				
Apparel	967.2	943.3	917.1	23.9	2.5	26.2	2.9
% of net sales	5.53%	5.89%	6.19%				
Net sales	\$17,504.2	\$16,022.1	\$14,807.2	\$1,482.0	9.2%	\$1,214.9	8.2%
Cost of goods sold	12,068.4	10,936.7	10,109.3	1,131.7	10.3	827.4	8.2
% of net sales	68.95%	68.26%	68.27%				
Gross profit	5,435.7	5,085.4	4,697.9	350.3	6.9	387.5	8.2
% of net sales	31.05%	31.74%	31.73%				
Selling, general and administrative expenses	3,699.6	3,430.1	3,207.1	269.4	7.9	223.0	7.0
% of net sales	21.14%	21.41%	21.66%				
Operating profit	1,736.2	1,655.3	1,490.8	80.9	4.9	164.5	11.0
% of net sales	9.92%	10.33%	10.07%				
Interest expense	89.0	127.9	204.9	(38.9)	(30.4)	(77.0)	(37.6)
% of net sales	0.51%	0.80%	1.38%				
Other (income) expense	18.9	30.0	60.6	(11.1)	(37.0)	(30.7)	(50.6)
% of net sales	0.11%	0.19%	0.41%				
Income before income taxes	1,628.3	1,497.4	1,225.3	130.9	8.7	272.1	22.2
% of net sales	9.30%	9.35%	8.27%				
Income taxes	603.2	544.7	458.6	58.5	10.7	86.1	18.8
% of net sales	3.45%	3.40%	3.10%				
Net income	\$ 1,025.1	\$ 952.7	\$ 766.7	\$ 72.5	7.6%	\$ 186.0	24.3%
% of net sales	5.86%	5.95%	5.18%				
Diluted earnings per share	\$ 3.17	\$ 2.85	\$ 2.22	\$ 0.32	11.2%	\$ 0.63	28.4%

Net Sales. The net sales increase in 2013 reflects a same-store sales increase of 3.3% compared to 2012. For 2013, there were 10,387 same-stores which accounted for sales of \$16.37 billion. Same-stores include stores that have been open for at least 13 months and remain open at the end of the reporting period. Changes in same-store sales are calculated based on the comparable calendar weeks in the prior year, and include stores that have been remodeled, expanded or relocated. The remainder of the increase in sales in 2013 was attributable to new stores, partially offset by sales from closed stores. The increase in sales reflects increased customer traffic and average transaction amounts. Increases in sales of consumables outpaced our non-consumables, with sales of tobacco products, perishables, and candy

and snacks contributing the majority of the increase. Tobacco was added in the stores primarily during the first and second quarters. The expansion of coolers for perishables in over 1,600 existing stores was completed in the first half of the year while other initiatives, including space optimization in many of our smaller stores, were implemented throughout the year.

The net sales increase in 2012 reflects a same-store sales increase of 4.7% compared to 2011. For 2012, there were 9,783 same-stores which accounted for sales of \$14.99 billion. The remainder of the increase in sales in 2012 was attributable to new stores, partially offset by sales from closed stores. The increase in sales reflects increased customer traffic and average transaction amounts, as a result of the refinement of our merchandise offerings, improvements in our category management processes and store standards, and increased utilization of square footage in our stores. Increases in sales of consumables outpaced our non-consumables, with sales of snacks, candy, beverages and perishables contributing the majority of the increase throughout the year.

Of our four major merchandise categories, the consumables category, which generally has a lower gross profit rate than the other three categories, has grown most significantly over the past several years. Because of the impact of sales mix on gross profit, we continually review our merchandise mix and strive to adjust it when appropriate.

Gross Profit. The gross profit rate as a percentage of sales was 31.1% in 2013 compared to 31.7% in 2012. Gross profit increased by 6.9% in 2013, and as a percentage of sales, decreased by 69 basis points. The majority of the gross profit rate decrease in 2013 as compared to 2012 was due to consumables comprising a larger portion of our net sales, primarily as the result of increased sales of lower margin consumables including tobacco products and expanded perishables offerings, all of which contributed to lower initial inventory markups. In addition, we experienced a higher inventory shrinkage rate, partially attributable to the addition of certain consumable products with relatively higher retail prices. These factors were partially offset by a reduction in net purchase costs on certain products. The Company recorded a LIFO benefit of \$11.0 million in 2013 compared to a LIFO provision of \$1.4 million in 2012.

The gross profit rate as a percentage of sales was 31.7% in both 2012 and 2011. Factors favorably impacting our gross profit rate include a significantly lower LIFO provision, higher inventory markups, and improved transportation efficiencies due in part to a decrease in average miles per delivery enabled by our new distribution centers and other logistics initiatives. These positive factors were offset by higher markdowns, a reduction in price increases and a modest increase in our inventory shrinkage rate compared to 2011. In addition, consumables, which generally have lower markups than non-consumables, represented a greater percentage of sales in 2012 than in 2011. We recorded a LIFO provision of \$1.4 million in 2012 compared to a \$47.7 million provision in 2011, primarily as a result of lower inflation on commodities.

SG&A Expense. SG&A expense was 21.1% as a percentage of sales in 2013 compared to 21.4% in 2012, an improvement of 27 basis points. We had a significant decrease in incentive compensation expense, as 2013 financial performance did not satisfy certain performance requirements under our cash incentive compensation program. Retail labor expense increased at a rate lower than our increase in sales. Declines in workers' compensation and general liability expenses also contributed to the overall decrease in SG&A expense as a percentage of sales. The above items were partially offset by certain costs that increased from 2012 to 2013 at a rate higher than our increase in sales, including depreciation and amortization and fees associated with the increased volume of customer purchases transacted with debit cards.

SG&A expense was 21.4% as a percentage of sales in 2012 compared to 21.7% in 2011, an improvement of 25 basis points. Retail labor expense increased at a lower rate than our increase in sales, partially due to ongoing benefits of our workforce management system coupled with savings due to various store work simplification initiatives. Also positively impacting SG&A expense was lower legal

settlement costs in 2012 due to two legal matters settled in 2011 for a combined expense of \$13.1 million and the impact of decreased expenses (\$2.9 million in 2012 compared to \$11.1 million in 2011) relating to secondary offerings of our common stock. Costs that increased at a rate higher than our sales increase include rent expense, fees associated with the increased use of debit cards and depreciation expense, primarily related to additions of certain store equipment and fixtures.

Interest Expense. The decrease in interest expense in 2013 compared to 2012 is due to lower all-in interest rates primarily resulting from the completion of our refinancing in April 2013. See the detailed discussion under “Liquidity and Capital Resources” regarding refinancing of various long-term obligations and the related effect on interest expense in the periods presented.

The decrease in interest expense in 2012 compared to 2011 is due to lower average outstanding long-term obligations, resulting from the redemption, repurchase and refinancing of indebtedness in 2012 and 2011 and lower all-in interest rates on our long-term obligations.

We had outstanding variable-rate debt of \$0.14 billion and \$1.39 billion as of January 31, 2014 and February 1, 2013, respectively, after taking into consideration the impact of interest rate swaps. The remainder of our outstanding indebtedness at January 31, 2014 and February 1, 2013 was fixed rate debt.

See the detailed discussion under “Liquidity and Capital Resources” regarding refinancing of various long-term obligations and the related effect on interest expense in the periods presented.

Other (Income) Expense. In 2013, we recorded pretax losses of \$18.9 million resulting from the termination of our senior secured credit facilities. In 2012, we recorded pretax losses of \$29.0 million resulting from the redemption of \$450.7 million aggregate principal amount of our senior subordinated notes due 2017 plus accrued and unpaid interest. In 2011, we recorded pretax losses of \$60.3 million resulting from repurchases and the redemption of \$864.3 million aggregate principal amount of our senior notes due 2015 plus accrued and unpaid interest.

Income Taxes. The effective income tax rates for 2013, 2012, and 2011 were expenses of 37.0%, 36.4%, and 37.4%, respectively.

The effective income tax rate for 2013 was 37.0% compared to a rate of 36.4% for 2012 which represents a net increase of 0.6 percentage points. The 2012 amounts were favorably impacted by the resolution of income tax examinations that did not reoccur, to the same extent, in 2013. This effective tax rate increase was partially offset by the recording of an income tax benefit in 2013 associated with the expiration of the assessment period during which the taxing authorities could have assessed additional income tax associated with our 2009 tax year. In addition, 2013 reflects larger income tax benefits associated with federal jobs credits. We receive a significant income tax benefit related to wages paid to certain newly hired employees that qualify for federal jobs credits (principally the Work Opportunity Tax Credit or “WOTC”). The federal law authorizing the WOTC credit has expired for employees hired after December 31, 2013. In the past, when these credit provisions have expired, Congress has reenacted the law on a retroactive basis. It is uncertain as to whether (or when) WOTC credits will be retroactively renewed in this instance. The Company will receive credits in future periods for employees hired on or before December 31, 2013; however, in future periods the credit received will be significantly lower than what has been recognized in 2013 and prior years without WOTC reenactment.

The 2012 effective tax rate of 36.4% was greater than the statutory tax rate of 35% due primarily to the inclusion of state income taxes in the total effective tax rate. The 2012 effective tax rate of 36.4% was lower than the 2011 rate of 37.4% due primarily to the favorable resolution of a federal income tax examination during 2012.

The 2011 effective tax rate of 37.4% was greater than the statutory tax rate of 35% due primarily to the inclusion of state income taxes in the total effective tax rate.

Off Balance Sheet Arrangements

The entities involved in the ownership structure underlying the leases for three of our distribution centers meet the accounting definition of a Variable Interest Entity (“VIE”). One of these distribution centers has been recorded as a financing obligation whereby its property and equipment are reflected in our consolidated balance sheets. The land and buildings of the other two distribution centers have been recorded as operating leases. We are not the primary beneficiary of these VIEs and, accordingly, have not included these entities in our consolidated financial statements. Other than the foregoing, we are not party to any material off balance sheet arrangements.

Effects of Inflation

We experienced little or no overall product cost inflation in 2013 and 2012. In 2011, we experienced increased commodity cost pressures mainly related to food, housewares and apparel products which were driven by increases in cotton, sugar, coffee, groundnut, resin, petroleum and other commodity costs.

Liquidity and Capital Resources

Current Financial Condition and Recent Developments

During the past three years, we have generated an aggregate of approximately \$3.39 billion in cash flows from operating activities and incurred approximately \$1.62 billion in capital expenditures. During that period, we expanded the number of stores we operate by 1,760, representing growth of approximately 19%, and we remodeled or relocated 1,749 stores, or approximately 16% of the stores we operated as of January 31, 2014. We intend to continue our current strategy of pursuing store growth, remodels and relocations in 2014.

In April 2013, we consummated a refinancing pursuant to which we terminated our existing senior secured credit agreements, entered into a five-year \$1.85 billion unsecured credit agreement (the “Facilities”), and issued senior notes with a face value of \$1.3 billion, net of discount totaling \$2.8 million. At January 31, 2014, we had total outstanding debt (including the current portion of long-term obligations) of \$2.82 billion, which includes balances under the Facilities, and senior notes, all of which are described in greater detail below. We had \$822.8 million available for borrowing under the Facilities at January 31, 2014.

We believe our cash flow from operations and existing cash balances, combined with availability under the Facilities, and access to the debt markets will provide sufficient liquidity to fund our current obligations, projected working capital requirements and capital spending for a period that includes the next twelve months as well as the next several years. However, our ability to maintain sufficient liquidity may be affected by numerous factors, many of which are outside of our control. Depending on our liquidity levels, conditions in the capital markets and other factors, we may from time to time consider the issuance of debt, equity or other securities, the proceeds of which could provide additional liquidity for our operations.

Facilities

The Facilities consist of a \$1.0 billion senior unsecured term loan facility (the “Term Facility”) and an \$850.0 million senior unsecured revolving credit facility (the “Revolving Facility”) which provides for the issuance of letters of credit up to \$250.0 million. We may request, subject to agreement by one or more lenders, increased revolving commitments and/or incremental term loan facilities in an aggregate amount of up to \$150.0 million. The Facilities mature on April 11, 2018.

Borrowings under the Facilities bear interest at a rate equal to an applicable margin plus, at our option, either (a) LIBOR or (b) a base rate (which is usually equal to the prime rate). The applicable margin for borrowings as of January 31, 2014 was 1.275% for LIBOR borrowings and 0.275% for base-rate borrowings. We must also pay a facility fee, payable on any used and unused amounts of the Facilities, and letter of credit fees. The applicable margins for borrowings, the facility fees and the letter of credit fees under the Facilities are subject to adjustment each quarter based on our long-term senior unsecured debt ratings.

The Term Facility will amortize in quarterly installments of \$25.0 million, with the first such payment due on August 1, 2014, and the balance due at maturity. The Facilities can be prepaid in whole or in part at any time. The Facilities contain certain covenants that place limitations on the incurrence of liens; change of business; mergers or sales of all or substantially all assets; and subsidiary indebtedness, among other limitations. The Facilities also contain financial covenants that require the maintenance of a minimum fixed charge coverage ratio and a maximum leverage ratio. As of January 31, 2014, we were in compliance with all such covenants. The Facilities also contain customary affirmative covenants and events of default.

As of January 31, 2014, we had total outstanding letters of credit of \$49.9 million, \$27.2 million of which were under the Revolving Facility.

For the remainder of fiscal 2014, we anticipate potential borrowings under the Revolving Facility up to a maximum of approximately \$300 million outstanding at any one time, including any anticipated borrowings to fund repurchases of common stock.

Senior Notes

On July 12, 2012, we issued \$500.0 million aggregate principal amount of 4.125% senior notes due 2017 (the “2017 Senior Notes”) which mature on July 15, 2017. Interest on the 2017 Senior Notes is payable in cash on January 15 and July 15 of each year, and commenced on January 15, 2013. On July 15, 2012, we used these net proceeds to redeem the remaining \$450.7 million outstanding aggregate principal amount of 11.875%/12.625% senior subordinated toggle notes due 2017.

On April 11, 2013, as part of our refinancing, we issued \$400.0 million aggregate principal amount of 1.875% senior notes due 2018 (the “2018 Senior Notes”), net of discount of \$0.5 million, which mature on April 15, 2018; and issued \$900.0 million aggregate principal amount of 3.25% senior notes due 2023 (the “2023 Senior Notes”), net of discount of \$2.4 million, which mature on April 15, 2023. Collectively, the 2017 Senior Notes, the 2018 Senior Notes and the 2023 Senior Notes comprise the “Senior Notes”, each of which were issued pursuant to an indenture as modified by supplemental indentures relating to each series of Senior Notes (as so supplemented, the “Senior Indenture”). Interest on the 2018 Senior Notes and the 2023 Senior Notes is payable in cash on April 15 and October 15 of each year, and commenced on October 15, 2013.

We may redeem some or all of the Senior Notes at any time at redemption prices set forth in the Senior Indenture. Upon the occurrence of a change of control triggering event, which is defined in the Senior Indenture, each holder of our Senior Notes has the right to require us to repurchase some or all of such holder’s Senior Notes at a purchase price in cash equal to 101% of the principal amount thereof, plus accrued and unpaid interest, if any, to the repurchase date.

The Senior Indenture contains covenants limiting, among other things, our ability (subject to certain exceptions) to consolidate, merge, or sell or otherwise dispose of all or substantially all of our assets; and our ability and the ability of our subsidiaries to incur or guarantee indebtedness secured by liens on any shares of voting stock of significant subsidiaries.

The Senior Indenture also provides for events of default which, if any of them occurs, would permit or require the principal of and accrued interest on our Senior Notes to become or to be declared due and payable.

Sale-Leaseback Transaction

In January 2014 we consummated a transaction pursuant to which we sold and subsequently leased back the land, buildings and related improvements for 233 of our stores. This transaction resulted in cash proceeds of approximately \$281.6 million. These proceeds may be utilized for customary business purposes including repurchases of our common stock.

Rating Agencies

In March 2013, Moody's upgraded our senior unsecured debt rating to Baa3 from Ba2 with a stable outlook. In April 2013, Standard & Poor's upgraded our senior unsecured debt rating to BBB- from BB+ and reaffirmed our corporate debt rating of BBB-, both with a stable outlook. Our current credit ratings, as well as future rating agency actions, could (i) impact our ability to finance our operations on satisfactory terms; (ii) affect our financing costs; and (iii) affect our insurance premiums and collateral requirements necessary for our self-insured programs. There can be no assurance that we will be able to maintain or improve our current credit ratings.

Interest Rate Swaps

We use interest rate swaps to minimize the risk of adverse changes in interest rates. These swaps are intended to reduce risk by hedging an underlying economic exposure. Because of high correlation between the derivative financial instrument and the underlying exposure being hedged, fluctuations in the value of the financial instruments are generally offset by reciprocal changes in the value of the underlying economic exposure. Our principal interest rate exposure relates to outstanding amounts under our Facilities. At January 31, 2014, we had interest rate swaps with a total notional amount of \$875.0 million. For more information see Item 7A, "Quantitative and Qualitative Disclosures about Market Risk" below.

Fair Value Accounting

We have classified our interest rate swaps, as further discussed in Item 7A. below, in Level 2 of the fair value hierarchy, as the significant inputs to the overall valuations are based on market-observable data or information derived from or corroborated by market-observable data, including market-based inputs to models, model calibration to market-clearing transactions, broker or dealer quotations, or alternative pricing sources with reasonable levels of price transparency. Where models are used, the selection of a particular model to value a derivative depends upon the contractual terms of, and specific risks inherent in, the instrument as well as the availability of pricing information in the market. We use similar models to value similar instruments. Valuation models require a variety of inputs, including contractual terms, market prices, yield curves, credit curves, measures of volatility, and correlations of such inputs. For our derivatives, all of which trade in liquid markets, model inputs can generally be verified.

We incorporate credit valuation adjustments to appropriately reflect both our own nonperformance risk and the respective counterparty's nonperformance risk in the fair value measurements of our derivatives. The credit valuation adjustments are calculated by determining the total expected exposure of the derivatives (which incorporates both the current and potential future exposure) and then applying each counterparty's credit spread to the applicable exposure. For derivatives with two-way exposure, such as interest rate swaps, the counterparty's credit spread is applied to our exposure to the counterparty, and our own credit spread is applied to the counterparty's exposure to us, and the net

credit valuation adjustment is reflected in our derivative valuations. The total expected exposure of a derivative is derived using market-observable inputs, such as yield curves and volatilities. The inputs utilized for our own credit spread are based on implied spreads from our publicly-traded debt. For counterparties with publicly available credit information, the credit spreads over LIBOR used in the calculations represent implied credit default swap spreads obtained from a third party credit data provider. In adjusting the fair value of our derivative contracts for the effect of nonperformance risk, we have considered the impact of netting and any applicable credit enhancements, such as collateral postings, thresholds, mutual puts, and guarantees. Additionally, we actively monitor counterparty credit ratings for any significant changes.

As of January 31, 2014, the net credit valuation adjustments had an insignificant impact on the settlement values of our derivative liabilities. Various factors impact changes in the credit valuation adjustments over time, including changes in the credit spreads of the parties to the contracts, as well as changes in market rates and volatilities, which affect the total expected exposure of the derivative instruments. When appropriate, valuations are also adjusted for various factors such as liquidity and bid/offer spreads, which factors we deemed to be immaterial as of January 31, 2014.

Contractual Obligations

The following table summarizes our significant contractual obligations and commercial commitments as of January 31, 2014 (in thousands):

Contractual obligations	Payments Due by Period				
	Total	1 year	1 - 3 years	3 - 5 years	5+ years
Long-term debt obligations	\$2,814,495	\$ 75,000	\$ 200,305	\$1,625,770	\$ 913,420
Capital lease obligations	6,841	966	2,232	1,412	2,231
Interest(a)	437,655	75,536	146,249	92,050	123,820
Self-insurance liabilities(b)	232,483	86,056	90,688	32,614	23,125
Operating leases(c)	5,738,832	712,563	1,275,836	1,050,678	2,699,755
Subtotal	<u>\$9,230,306</u>	<u>\$950,121</u>	<u>\$1,715,310</u>	<u>\$2,802,524</u>	<u>\$3,762,351</u>
		Commitments Expiring by Period			
Commercial commitments(d)	Total	1 year	1 - 3 years	3 - 5 years	5+ years
Letters of credit	\$ 22,671	\$ 22,671	\$ —	\$ —	\$ —
Purchase obligations(e)	783,407	725,984	40,749	16,674	—
Subtotal	<u>\$ 806,078</u>	<u>\$ 748,655</u>	<u>\$ 40,749</u>	<u>\$ 16,674</u>	<u>\$ —</u>
Total contractual obligations and commercial commitments(f)	<u>\$10,036,384</u>	<u>\$1,698,776</u>	<u>\$1,756,059</u>	<u>\$2,819,198</u>	<u>\$3,762,351</u>

(a) Represents obligations for interest payments on long-term debt and capital lease obligations, and includes projected interest on variable rate long-term debt, using 2013 year end rates. Variable rate long-term debt includes the balance of the senior revolving credit facility (which had a balance of zero as of January 31, 2014), the balance of our tax increment financing of \$14.5 million, and the unhedged portion of the senior term loan facility of \$125 million.

(b) We retain a significant portion of the risk for our workers' compensation, employee health insurance, general liability, property loss and automobile insurance. As these obligations do not have scheduled maturities, these amounts represent undiscounted estimates based upon actuarial assumptions. Reserves for workers' compensation and general liability which existed as of the date

of a merger transaction in 2007 were discounted in order to arrive at estimated fair value. All other amounts are reflected on an undiscounted basis in our consolidated balance sheets.

- (c) Operating lease obligations are inclusive of amounts included in deferred rent in our consolidated balance sheets.
- (d) Commercial commitments include information technology license and support agreements, supplies, fixtures, letters of credit for import merchandise, and other inventory purchase obligations.
- (e) Purchase obligations include legally binding agreements for software licenses and support, supplies, fixtures, and merchandise purchases (excluding such purchases subject to letters of credit).
- (f) We have potential payment obligations associated with uncertain tax positions that are not reflected in these totals. We anticipate that approximately \$3.6 million of such amounts will be paid in the coming year. We are currently unable to make reasonably reliable estimates of the period of cash settlement with the taxing authorities for our remaining \$18.8 million of reserves for uncertain tax positions.

Share Repurchase Program

On December 4, 2013, the Company's Board of Directors authorized a \$1.0 billion increase to our existing common stock repurchase program. The total remaining authorization is approximately \$824 million at March 13, 2014. Under the authorization, purchases may be made in the open market or in privately negotiated transactions from time to time subject to market and other conditions, and the authorization has no expiration date. For more detail about our share repurchase program, see Note 13 to the consolidated financial statements.

Other Considerations

We have not declared or paid recurring dividends subsequent to a merger transaction in 2007. Any decision to declare and pay dividends in the future will be made at the discretion of our Board of Directors, and will depend on, among other things, our results of operations, cash requirements, financial condition, contractual restrictions and other factors that our Board of Directors may deem relevant.

Our inventory balance represented approximately 48% of our total assets exclusive of goodwill and other intangible assets as of January 31, 2014. Our ability to effectively manage our inventory balances can have a significant impact on our cash flows from operations during a given fiscal year. Inventory purchases are often somewhat seasonal in nature, such as the purchase of warm-weather or Christmas-related merchandise. Efficient management of our inventory has been and continues to be an area of focus for us.

As described in Note 8 to the consolidated financial statements, we are involved in a number of legal actions and claims, some of which could potentially result in material cash payments. Adverse developments in those actions could materially and adversely affect our liquidity. We also have certain income tax-related contingencies as disclosed in Note 4 to the consolidated financial statements. Future negative developments could have a material adverse effect on our liquidity.

Cash flows

Cash flows from operating activities. Significant components of the increase in cash flows from operating activities in 2013 compared to 2012 include increased net income due primarily to increased sales and lower SG&A expenses, as a percentage of sales, in 2013 as described in more detail above under “Results of Operations.” Significant components of the increase in cash flows from operating activities were related to changes in working capital, including Merchandise inventories, Accounts payable and Accrued expenses and other. The impact of the changes in inventory balances, which increased in both years but by a lesser amount in 2013 compared to 2012, is explained in more detail below. Items positively affecting Accrued expenses and other include the timing of accruals and payments for legal settlements and non-income taxes (primarily sales taxes), and the adjustment of accruals during 2012 resulting from the favorable resolution of income tax examinations which did not recur in 2013. Partially offsetting the positive impact of the items discussed above were reduced incentive compensation accruals, increased cash payments for income taxes, and changes in Accounts payable, which are affected by the timing and mix of merchandise purchases, the most significant category of which were domestic purchases.

On an ongoing basis, we closely monitor and manage our inventory balances, and they may fluctuate from period to period based on new store openings, the timing of purchases, and other factors. Merchandise inventories increased by 7% during 2013, compared to a 19% increase in 2012. The percentage increase in inventories in 2013 was less than the prior year due to our emphasis on more effective inventory management and our related efforts to control shrink. Inventory levels in the consumables category increased by \$168.0 million, or 12%, in 2013 compared to an increase of \$245.7 million, or 22%, in 2012. The seasonal category decreased by \$4.7 million, or 1%, in 2013 compared to an increase of \$70.2 million, or 18%, in 2012. The home products category increased \$22.0 million, or 9%, in 2013 compared to an increase of \$56.2 million, or 29%, in 2012. The apparel category decreased by \$29.5 million, or 9%, in 2013 compared to an increase of \$16.0 million, or 5%, in 2012.

Significant components of the increase in cash flows from operating activities in 2012 compared to 2011 include increased net income due primarily to increased sales and lower SG&A expenses, as a percentage of sales, in 2012 as described in more detail above under “Results of Operations.” A portion of the changes in Prepaid and other current assets as well as Accrued expenses and other reflect the activity associated with a legal settlement accrued in 2011 for which payments were made in 2012. Changes in Accrued expenses and other were also affected by higher sales tax accruals at the end of 2011 and the adjustment of accruals during 2012 due to the favorable resolution of income tax examinations. The reclassification of the tax benefit of stock options to cash flows from financing activities was higher in 2012 due to an increase in stock options exercised. Changes in Accounts payable were due to increased merchandise purchases as discussed in more detail below, the most significant category of which were domestic purchases.

In addition, our inventories increased by 19% during 2012, compared to a 14% increase in 2011. The increase in inventories in 2012 was due to several factors including new items introduced in 2012, the receipt during 2012 of certain items related to our 2013 merchandising initiatives, and the emphasis on improved presentation levels of select merchandise categories. Inventory levels in the consumables category increased by \$245.7 million, or 22%, in 2012 compared to an increase of \$132.3 million, or 13%, in 2011. The seasonal category increased by \$70.2 million, or 18%, in 2012 compared to an increase of \$27.5 million, or 7%, in 2011. The home products category increased \$56.2 million, or 29%, in 2012 compared to an increase of \$24.6 million, or 14%, in 2011. The apparel category increased by \$16.0 million, or 5%, in 2012 compared to an increase of \$59.4 million, or 24%, in 2011.

Cash flows from investing activities. Cash expenditures for purchases of property and equipment decreased by 5.8% from 2012 to 2013. Significant components of property and equipment purchases in

2013 included the following approximate amounts: \$187 million for improvements, upgrades, remodels and relocations of existing stores; \$124 million for new leased stores; \$112 million for distribution centers, which included a significant portion of the construction cost of a distribution center in Pennsylvania; \$76 million for stores purchased or built by us; and \$28 million for information systems upgrades and technology-related projects. The timing of new, remodeled and relocated store openings along with other factors may affect the relationship between such openings and the related property and equipment purchases in any given period. During 2013, we opened 650 new stores and remodeled or relocated 582 stores. Our sale-leaseback transaction which we consummated in January 2014 for 233 of our stores resulted in proceeds from the sale of these properties of approximately \$281.6 million. See “—Liquidity and Capital Resources”

Significant components of property and equipment purchases in 2012 included the following approximate amounts: \$155 million for new leased stores; \$151 million for improvements, upgrades, remodels and relocations of existing stores; \$132 million for stores purchased or built by us; \$83 million for distribution centers; \$27 million for systems-related capital projects; and \$17 million for transportation-related projects. During 2012, we opened 625 new stores and remodeled or relocated 592 stores.

Significant components of property and equipment purchases in 2011 included the following approximate amounts: \$153 million for improvements, upgrades, remodels and relocations of existing stores; \$120 million for distribution centers, including costs associated with the construction of a distribution center in Alabama; \$114 million for new leased stores; \$80 million for stores purchased or built by us; \$28 million for systems-related capital projects; and \$15 million for transportation-related projects. During 2011, we opened 625 new stores and remodeled or relocated 575 stores.

Capital expenditures during 2014 are projected to be in the range of \$450-\$500 million. We anticipate funding 2014 capital requirements with existing cash balances, cash flows from operations, and if necessary, as of January 31, 2014, we also have significant availability under our Revolving Facility. We plan to continue to invest in store growth and development of approximately 700 new stores and approximately 500 stores to be remodeled or relocated. Capital expenditures in 2014 are anticipated to support our store growth as well as our remodel and relocation initiatives, including capital outlays for leasehold improvements, fixtures and equipment; the construction of new stores; costs to support and enhance our supply chain and technology initiatives; and also routine and ongoing capital requirements.

Cash flows from financing activities. The 2013 cash flows from financing activities reflect our refinancing in April 2013, including the issuance of long-term obligations which includes the \$1.0 billion unsecured Term Facility and the issuance of Senior Notes totaling approximately \$1.3 billion. Proceeds from these transactions were used to extinguish our previous secured term loan and revolving credit facilities which had balances of \$1.96 billion and \$155.6 million at termination. Net repayments under the Revolving Facility were \$130.9 million during 2013. We paid debt issuance costs and hedging fees totaling \$29.2 million in 2013 related to the refinancing. Also in 2013, we repurchased 11.0 million outstanding shares of our common stock at a total cost of \$620.1 million.

In 2012 we repurchased 14.4 million outstanding shares of our common stock at a total cost of \$671.4 million. In July 2012, we issued \$500.0 million aggregate principal amount of 4.125% senior notes due 2017. Also in July 2012, we redeemed the remaining aggregate principal amount of senior subordinated notes due 2017 at a redemption price of 105.938% of the principal amount thereof, resulting in a cash outflow of \$477.5 million. Net borrowings under our senior secured revolving credit facility were \$101.8 million during 2012.

In July 2011, we redeemed \$839.3 million aggregate principal amount of our outstanding senior notes due 2015 at total cost of \$883.9 million including associated premiums, and in April 2011, we repurchased in the open market \$25.0 million aggregate principal amount of senior notes due 2015 at a

total cost of \$26.8 million including associated premiums. A portion of the July 2011 redemption of senior notes due 2015 was financed by borrowings under our senior secured revolving credit facility. Net borrowings under such facility were \$184.7 million during 2011. In December 2011, we repurchased 4.9 million outstanding shares of our common stock at a total cost of \$185.0 million.

Critical Accounting Policies and Estimates

The preparation of financial statements in accordance with U.S. GAAP requires management to make estimates and assumptions that affect reported amounts and related disclosures. In addition to the estimates presented below, there are other items within our financial statements that require estimation, but are not deemed critical as defined below. We believe these estimates are reasonable and appropriate. However, if actual experience differs from the assumptions and other considerations used, the resulting changes could have a material effect on the financial statements taken as a whole.

Management believes the following policies and estimates are critical because they involve significant judgments, assumptions, and estimates. Management has discussed the development and selection of the critical accounting estimates with the Audit Committee of our Board of Directors, and the Audit Committee has reviewed the disclosures presented below relating to those policies and estimates. See Note 1 to the consolidated financial statements for a detailed discussion of our principal accounting policies.

Merchandise Inventories. Merchandise inventories are stated at the lower of cost or market (“LCM”) with cost determined using the retail last in, first out (“LIFO”) method. We use the retail inventory method (“RIM”) to calculate gross profit and the resulting valuation of inventories at cost, which are computed by applying a calculated cost-to-retail inventory ratio to the retail value of sales at a department level. The RIM is an averaging method that has been widely used in the retail industry due to its practicality. Also, the use of the RIM will result in valuing inventories at LCM if markdowns are currently taken as a reduction of the retail value of inventories. Inherent in the retail inventory method calculation are certain significant management judgments and estimates including, among others, initial markups, markdowns, and shrinkage, which significantly impact the gross profit calculation as well as the ending inventory valuation at cost. These significant estimates, coupled with the fact that the RIM is an averaging process, can, under certain circumstances, produce distorted cost figures. Factors that can lead to distortion in the calculation of the inventory balance include:

- applying the RIM to a group of products that is not fairly uniform in terms of its cost and selling price relationship and turnover;
- applying the RIM to transactions over a period of time that include different rates of gross profit, such as those relating to seasonal merchandise;
- inaccurate estimates of inventory shrinkage between the date of the last physical inventory at a store and the financial statement date; and
- inaccurate estimates of LCM and/or LIFO reserves.

Factors that reduce potential distortion include the use of historical experience in estimating the shrink provision (see discussion below) and an annual LIFO analysis whereby all SKUs are considered for inclusion in the index formulation. An actual valuation of inventory under the LIFO method is made at the end of each year based on the inventory levels and costs at that time. Accordingly, interim LIFO calculations are based on management’s estimates of expected year-end inventory levels, sales for the year and the expected rate of inflation/deflation for the year and are thus subject to adjustment in the final year-end LIFO inventory valuation. We also perform interim inventory analysis for determining obsolete inventory. Our policy is to write down inventory to an LCM value based on various management assumptions including estimated markdowns and sales required to liquidate such

inventory in future periods. Inventory is reviewed on a quarterly basis and adjusted to reflect write-downs as appropriate.

Factors such as slower inventory turnover due to changes in competitors' practices, consumer preferences, consumer spending and unseasonable weather patterns, among other factors, could cause excess inventory requiring greater than estimated markdowns to entice consumer purchases, resulting in an unfavorable impact on our consolidated financial statements. Sales shortfalls due to the above factors could cause reduced purchases from vendors and associated vendor allowances that would also result in an unfavorable impact on our consolidated financial statements.

We calculate our shrink provision based on actual physical inventory results during the fiscal period and an accrual for estimated shrink occurring subsequent to a physical inventory through the end of the fiscal reporting period. This accrual is calculated as a percentage of sales at each retail store, at a department level, and is determined by dividing the book-to-physical inventory adjustments recorded during the previous twelve months by the related sales for the same period for each store. To the extent that subsequent physical inventories yield different results than this estimated accrual, our effective shrink rate for a given reporting period will include the impact of adjusting the estimated results to the actual results. Although we perform physical inventories in virtually all of our stores on an annual basis, the same stores do not necessarily get counted in the same reporting periods from year to year, which could impact comparability in a given reporting period.

We believe our estimates and assumptions related to merchandise inventories have generally been accurate in recent years and we do not currently anticipate material changes in these estimates and assumptions.

Goodwill and Other Intangible Assets. The qualitative and quantitative assessments related to the valuation and any potential impairment of goodwill and other intangible assets are each subject to judgments and/or assumptions. Significant judgments required in the analysis of qualitative factors may include determining the appropriate factors to consider and the relative importance of those factors along with other assumptions. Significant judgments required in the quantitative testing process may include projecting future cash flows, determining appropriate discount rates, correctly applying valuation techniques, correctly computing the implied fair value of goodwill if necessary, and other assumptions. Future cash flow projections are based on management's projections and represent best estimates taking into account recent financial performance, market trends, strategic plans and other available information, which in recent years have been materially accurate. Although not currently anticipated, changes in these estimates and assumptions could materially affect the determination of fair value or impairment. Future indicators of impairment could result in an asset impairment charge. If these judgments or assumptions are incorrect or flawed, the analysis could be negatively impacted.

Our most recent testing of our goodwill and indefinite lived trade name intangible assets was completed during the third quarter of 2013. No indicators of impairment were evident and no assessment of or adjustment to these assets was required. We are not currently projecting a decline in cash flows that could be expected to have an adverse effect such as a violation of debt covenants or future impairment charges.

Property and Equipment. Property and equipment are recorded at cost. We group our assets into relatively homogeneous classes and generally provide for depreciation on a straight-line basis over the estimated average useful life of each asset class, except for leasehold improvements, which are amortized over the lesser of the applicable lease term or the estimated useful life of the asset. Certain store and warehouse fixtures, when fully depreciated, are removed from the cost and related accumulated depreciation and amortization accounts. The valuation and classification of these assets and the assignment of depreciable lives involves significant judgments and the use of estimates, which we believe have been materially accurate in recent years.

Impairment of Long-lived Assets. Impairment of long-lived assets results when the carrying value of the assets exceeds the estimated undiscounted future cash flows generated by the assets. Our estimate of undiscounted future store cash flows is based upon historical operations of the stores and estimates of future profitability which encompasses many factors that are subject to variability and are difficult to predict. If our estimates of future cash flows are not materially accurate, our impairment analysis could be impacted accordingly. If a long-lived asset is found to be impaired, the amount recognized for impairment is equal to the difference between the carrying value and the asset's estimated fair value. The fair value is estimated based primarily upon projected future cash flows (discounted at our credit adjusted risk-free rate) or other reasonable estimates of fair market value in accordance with U.S. GAAP. Although not currently anticipated, changes in these estimates, assumptions or projections could materially affect the determination of fair value or impairment.

Insurance Liabilities. We retain a significant portion of the risk for our workers' compensation, employee health, property loss, automobile and general liability. These represent significant costs primarily due to our large employee base and number of stores. Provisions are made for these liabilities on an undiscounted basis based on actual claim data and estimates of incurred but not reported claims developed using actuarial methodologies based on historical claim trends, which have been and are anticipated to continue to be materially accurate. If future claim trends deviate from recent historical patterns, or other unanticipated events affect the number and significance of future claims, we may be required to record additional expenses or expense reductions, which could be material to our future financial results.

Contingent Liabilities—Income Taxes. Income tax reserves are determined using the methodology established by accounting standards relating to uncertainty in income taxes. These standards require companies to assess each income tax position taken using a two-step process. A determination is first made as to whether it is more likely than not that the position will be sustained, based upon the technical merits, upon examination by the taxing authorities. If the tax position is expected to meet the more likely than not criteria, the benefit recorded for the tax position equals the largest amount that is greater than 50% likely to be realized upon ultimate settlement of the respective tax position. Uncertain tax positions require determinations and liabilities to be estimated based on provisions of the tax law which may be subject to change or varying interpretation. If our determinations and estimates prove to be inaccurate, the resulting adjustments could be material to our future financial results.

Contingent Liabilities—Legal Matters. We are subject to legal, regulatory and other proceedings and claims. We establish liabilities as appropriate for these claims and proceedings based upon the probability and estimability of losses and to fairly present, in conjunction with the disclosures of these matters in our financial statements and SEC filings, management's view of our exposure. We review outstanding claims and proceedings with external counsel to assess probability and estimates of loss, which includes an analysis of whether such loss estimates are probable, reasonably possible, or remote. We re-evaluate these assessments on a quarterly basis or as new and significant information becomes available to determine whether a liability should be established or if any existing liability should be adjusted. The actual cost of resolving a claim or proceeding ultimately may be substantially different than the amount of the recorded liability. In addition, because it is not permissible under U.S. GAAP to establish a litigation liability until the loss is both probable and estimable, in some cases there may be insufficient time to establish a liability prior to the actual incurrence of the loss (upon verdict and judgment at trial, for example, or in the case of a quickly negotiated settlement).

Lease Accounting and Excess Facilities. Many of our stores are subject to build-to-suit arrangements with landlords, which typically carry a primary lease term of up to 15 years with multiple renewal options. We also have stores subject to shorter-term leases and many of these leases have renewal options. Certain of our stores have provisions for contingent rentals based upon a percentage of defined sales volume. We recognize contingent rental expense when the achievement of specified

sales targets is considered probable. We record minimum rental expense on a straight-line basis over the base, non-cancelable lease term commencing on the date that we take physical possession of the property from the landlord, which normally includes a period prior to store opening to make necessary leasehold improvements and install store fixtures. When a lease contains a predetermined fixed escalation of the minimum rent, we recognize the related rent expense on a straight-line basis and record the difference between the recognized rental expense and the amounts payable under the lease as deferred rent. Tenant allowances, to the extent received, are recorded as deferred incentive rent and amortized as a reduction to rent expense over the term of the lease. We reflect as a liability any difference between the calculated expense and the amounts actually paid. Improvements of leased properties are amortized over the shorter of the life of the applicable lease term or the estimated useful life of the asset.

Share-Based Payments. Our share-based stock option awards are valued on an individual grant basis using the Black-Scholes-Merton closed form option pricing model. We believe that this model fairly estimates the value of our share-based awards. The application of this valuation model involves assumptions that are judgmental and highly sensitive in the valuation of stock options, which affects compensation expense related to these options. These assumptions include the term that the options are expected to be outstanding, the historical volatility of our stock price, applicable interest rates and the dividend yield of our stock. Other factors involving judgments that affect the expensing of share-based payments include estimated forfeiture rates of share-based awards. Historically, these estimates have not been materially inaccurate; however, if our estimates differ materially from actual experience, we may be required to record additional expense or reductions of expense, which could be material to our future financial results.

Fair Value Measurements. Accounting standards for the measurement of fair value of assets and liabilities establish a fair value hierarchy that distinguishes between market participant assumptions based on market data obtained from sources independent of the reporting entity (observable inputs that are classified within Levels 1 and 2 of the hierarchy) and the reporting entity's own assumptions about market participant assumptions (unobservable inputs classified within Level 3 of the hierarchy). Therefore, Level 3 inputs are typically based on an entity's own assumptions, as there is little, if any, related market activity, and thus require the use of significant judgment and estimates. Currently, we have no assets or liabilities that are valued based solely on Level 3 inputs.

Our fair value measurements are primarily associated with our derivative financial instruments, intangible assets, debt instruments, and to a lesser degree our investments. We use various valuation models in determining the values of these assets and liabilities. The application of these models involves assumptions such as discounted cash flow analysis and interest rate curves that are judgmental and highly sensitive in the fair value computations. In recent years, these methodologies have produced materially accurate valuations.

Derivative Financial Instruments. In addition to estimating the fair value of derivatives as discussed above, we also bear the risk that certain derivative instruments that have been designated as hedges and currently meet the strict hedge accounting requirements may not qualify in the future as "highly effective," as defined, as well as the risk that hedged transactions in cash flow hedging relationships may no longer be considered probable to occur. If hedge accounting were disallowed it could cause greater volatility in our results of operations. Further, new regulations, accounting standards, and related interpretations pertaining to these instruments may be issued in the future, and we cannot predict the possible impact that such requirements may have on our use of derivative instruments.

ITEM 7A. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

Financial Risk Management

We are exposed to market risk primarily from adverse changes in interest rates, and to a lesser degree commodity prices. To minimize this risk, we may periodically use financial instruments, including derivatives. All derivative financial instrument transactions must be authorized and executed pursuant to approval by the Board of Directors. As a matter of policy, we do not buy or sell financial instruments for speculative or trading purposes, and any such derivative financial instruments are intended to be used to reduce risk by hedging an underlying economic exposure. Because of high correlation between the derivative financial instrument and the underlying exposure being hedged, fluctuations in the value of the financial instruments are generally offset by reciprocal changes in the value of the underlying economic exposure.

Interest Rate Risk

We manage our interest rate risk through the strategic use of fixed and variable interest rate debt and, from time to time, derivative financial instruments. Our principal interest rate exposure relates to outstanding amounts under our unsecured debt Facilities. As of January 31, 2014, we had variable rate borrowings of \$1.0 billion under our Term Facility and no borrowings outstanding under our Revolving Facility. In order to mitigate a portion of the variable rate interest exposure under the Facilities, we have entered into various interest rate swaps in recent years. For a detailed discussion of our Facilities, see Note 5 to the consolidated financial statements.

Currently, we are counterparty to certain interest rate swaps with a total notional amount of \$875.0 million entered into in May 2012 in order to mitigate a portion of the variable rate interest exposure under the Facilities. These swaps are scheduled to mature in May 2015. Under the terms of these agreements we swapped one month LIBOR rates for fixed interest rates, resulting in the payment of an all-in fixed rate of 1.86% on a notional amount of \$875.0 million. Such all-in rate was reduced in 2013 due to a reduction in the underlying applicable margin on our Term Facility as a result of the refinancing of outstanding indebtedness as discussed in Note 5 to the consolidated financial statements.

A change in interest rates on variable rate debt impacts our pre-tax earnings and cash flows; whereas a change in interest rates on fixed rate debt impacts the economic fair value of debt but not our pre-tax earnings and cash flows. Our interest rate swaps qualify for hedge accounting as cash flow hedges. Therefore, changes in market fluctuations related to the effective portion of these cash flow hedges do not impact our pre-tax earnings until the accrued interest is recognized on the derivatives and the associated hedged debt. Based on our variable rate borrowing levels and interest rate swaps outstanding as of January 31, 2014 and February 1, 2013, respectively, the annualized effect of a one percentage point increase in variable interest rates would have resulted in a pretax reduction of our earnings and cash flows of approximately \$1.4 million in 2013 and \$13.9 million in 2012.

To mitigate our interest rate risk on our planned issuance of 10-year senior notes, we entered into six treasury locks that were designated as cash flow hedges during the period from March 20, 2013 to March 27, 2013. Such instruments had a combined notional amount of \$700.0 million and a weighted-average 10-year U.S. Treasury rate of 1.94%. The issuance of the 2023 Senior Notes occurred on April 11, 2013, and the related settlement of the treasury locks resulted in a loss of \$13.2 million that was deferred to Other comprehensive income. For more information, see Note 5 to the consolidated financial statements.

Market conditions and periodic uncertainties in the global credit markets may increase the credit risk of counterparties to our swap agreements. In the event such counterparties fail to perform under our swap agreements and we are unable to enter into new swap agreements on terms favorable to us, our ability to effectively manage our interest rate risk may be materially impaired. We attempt to

manage counterparty credit risk by periodically evaluating the financial position and creditworthiness of such counterparties, monitoring the amount for which we are at risk with each counterparty, and where possible, dispersing the risk among multiple counterparties. There can be no assurance that we will manage or mitigate our counterparty credit risk effectively.

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ITEM 8. FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA**Report of Independent Registered Public Accounting Firm**

The Board of Directors and Shareholders of
Dollar General Corporation

We have audited the accompanying consolidated balance sheets of Dollar General Corporation and subsidiaries as of January 31, 2014 and February 1, 2013, and the related consolidated statements of income, comprehensive income, shareholders' equity and cash flows for each of the three years in the period ended January 31, 2014. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the consolidated financial position of Dollar General Corporation and subsidiaries at January 31, 2014 and February 1, 2013, and the consolidated results of their operations and their cash flows for each of the three years in the period ended January 31, 2014, in conformity with U.S. generally accepted accounting principles.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), Dollar General Corporation and subsidiaries' internal control over financial reporting as of January 31, 2014, based on criteria established in Internal Control—Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (1992 framework) and our report dated March 20, 2014 expressed an unqualified opinion thereon.

/s/ Ernst & Young LLP

Nashville, Tennessee
March 20, 2014

DOLLAR GENERAL CORPORATION AND SUBSIDIARIES
CONSOLIDATED BALANCE SHEETS
(In thousands, except per share amounts)

	January 31, 2014	February 1, 2013
ASSETS		
Current assets:		
Cash and cash equivalents	\$ 505,566	\$ 140,809
Merchandise inventories	2,552,993	2,397,175
Prepaid expenses and other current assets	147,048	139,129
Total current assets	3,205,607	2,677,113
Net property and equipment	2,080,305	2,088,665
Goodwill	4,338,589	4,338,589
Other intangible assets, net	1,207,645	1,219,543
Other assets, net	35,378	43,772
Total assets	\$10,867,524	\$10,367,682
LIABILITIES AND SHAREHOLDERS' EQUITY		
Current liabilities:		
Current portion of long-term obligations	\$ 75,966	\$ 892
Accounts payable	1,286,484	1,261,607
Accrued expenses and other	368,578	357,438
Income taxes payable	59,148	95,387
Deferred income taxes	21,795	23,223
Total current liabilities	1,811,971	1,738,547
Long-term obligations	2,742,788	2,771,336
Deferred income taxes	614,026	647,070
Other liabilities	296,546	225,399
Commitments and contingencies		
Shareholders' equity:		
Preferred stock, 1,000 shares authorized	—	—
Common stock; \$0.875 par value, 1,000,000 shares authorized, 317,058 and 327,069 shares issued and outstanding at January 31, 2014 and February 1, 2013, respectively	277,424	286,185
Additional paid-in capital	3,009,226	2,991,351
Retained earnings	2,125,453	1,710,732
Accumulated other comprehensive loss	(9,910)	(2,938)
Total shareholders' equity	5,402,193	4,985,330
Total liabilities and shareholders' equity	\$10,867,524	\$10,367,682

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The accompanying notes are an integral part of the consolidated financial statements.

DOLLAR GENERAL CORPORATION AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF INCOME
(In thousands, except per share amounts)

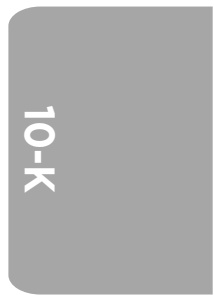
	For the Year Ended		
	January 31, 2014	February 1, 2013	February 3, 2012
Net sales	\$17,504,167	\$16,022,128	\$14,807,188
Cost of goods sold	12,068,425	10,936,727	10,109,278
Gross profit	5,435,742	5,085,401	4,697,910
Selling, general and administrative expenses	3,699,557	3,430,125	3,207,106
Operating profit	1,736,185	1,655,276	1,490,804
Interest expense	88,984	127,926	204,900
Other (income) expense	18,871	29,956	60,615
Income before income taxes	1,628,330	1,497,394	1,225,289
Income tax expense	603,214	544,732	458,604
Net income	<u>\$ 1,025,116</u>	<u>\$ 952,662</u>	<u>\$ 766,685</u>
Earnings per share:			
Basic	\$ 3.17	\$ 2.87	\$ 2.25
Diluted	\$ 3.17	\$ 2.85	\$ 2.22
Weighted average shares:			
Basic	322,886	332,254	341,234
Diluted	323,854	334,469	345,117

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The accompanying notes are an integral part of the consolidated financial statements.

DOLLAR GENERAL CORPORATION AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME
(In thousands)

	For the Year Ended		
	January 31, 2014	February 1, 2013	February 3, 2012
Net income	\$1,025,116	\$952,662	\$766,685
Unrealized net gain (loss) on hedged transactions, net of related income tax expense (benefit) of \$(4,461), \$1,448 and \$9,692, respectively	(6,972)	2,253	15,105
Comprehensive income	\$1,018,144	\$954,915	\$781,790



The accompanying notes are an integral part of the consolidated financial statements.

DOLLAR GENERAL CORPORATION AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF SHAREHOLDERS' EQUITY

(In thousands except per share amounts)

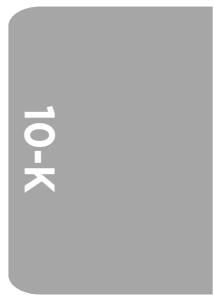
	Common Stock Shares	Common Stock	Additional Paid-in Capital	Retained Earnings	Accumulated Other Comprehensive Loss	Total
Balances, January 28, 2011	341,507	\$298,819	\$2,954,177	\$ 830,932	\$(20,296)	\$4,063,632
Net income	—	—	—	766,685	—	766,685
Unrealized net gain (loss) on hedged transactions	—	—	—	—	15,105	15,105
Share-based compensation expense	—	—	15,250	—	—	15,250
Repurchases of common stock	(4,960)	(4,340)	(1,558)	(180,699)	—	(186,597)
Tax benefit from stock option exercises	—	—	27,727	—	—	27,727
Exercise of share-based awards	1,534	1,342	(28,734)	—	—	(27,392)
Other equity transactions	8	7	165	—	—	172
Balances, February 3, 2012	338,089	\$295,828	\$2,967,027	\$1,416,918	\$ (5,191)	\$4,674,582
Net income	—	—	—	952,662	—	952,662
Unrealized net gain (loss) on hedged transactions	—	—	—	—	2,253	2,253
Share-based compensation expense	—	—	21,664	—	—	21,664
Repurchases of common stock	(14,394)	(12,595)	(16)	(658,848)	—	(671,459)
Tax benefit from stock option exercises	—	—	77,020	—	—	77,020
Exercise of share-based awards	3,048	2,667	(75,787)	—	—	(73,120)
Other equity transactions	326	285	1,443	—	—	1,728
Balances, February 1, 2013	327,069	\$286,185	\$2,991,351	\$1,710,732	\$ (2,938)	\$4,985,330
Net income	—	—	—	1,025,116	—	1,025,116
Unrealized net gain (loss) on hedged transactions	—	—	—	—	(6,972)	(6,972)
Share-based compensation expense	—	—	20,961	—	—	20,961
Repurchases of common stock	(11,037)	(9,657)	—	(610,395)	—	(620,052)
Tax benefit from stock option exercises	—	—	24,151	—	—	24,151
Exercise of share-based awards	1,026	896	(27,237)	—	—	(26,341)
Balances, January 31, 2014	<u>317,058</u>	<u>\$277,424</u>	<u>\$3,009,226</u>	<u>\$2,125,453</u>	<u>\$ (9,910)</u>	<u>\$5,402,193</u>

The accompanying notes are an integral part of the consolidated financial statements.

DOLLAR GENERAL CORPORATION AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF CASH FLOWS
(In thousands)

	For the Year Ended		
	January 31, 2014	February 1, 2013	February 3, 2012
<i>Cash flows from operating activities:</i>			
Net income	\$ 1,025,116	\$ 952,662	\$ 766,685
Adjustments to reconcile net income to net cash from operating activities:			
Depreciation and amortization	332,837	302,911	275,408
Deferred income taxes	(36,851)	(2,605)	10,232
Tax benefit of share-based awards	(30,990)	(87,752)	(33,102)
Loss on debt retirement, net	18,871	30,620	60,303
Noncash share-based compensation	20,961	21,664	15,250
Other noncash (gains) and losses	(12,747)	6,774	54,190
Change in operating assets and liabilities:			
Merchandise inventories	(144,943)	(391,409)	(291,492)
Prepaid expenses and other current assets	(4,947)	5,553	(34,554)
Accounts payable	36,942	194,035	104,442
Accrued expenses and other liabilities	16,265	(36,741)	71,763
Income taxes	(5,249)	138,711	51,550
Other	(2,200)	(3,071)	(195)
Net cash provided by (used in) operating activities	<u>1,213,065</u>	<u>1,131,352</u>	<u>1,050,480</u>
<i>Cash flows from investing activities:</i>			
Purchases of property and equipment	(538,444)	(571,596)	(514,861)
Proceeds from sales of property and equipment	288,466	1,760	1,026
Net cash provided by (used in) investing activities	<u>(249,978)</u>	<u>(569,836)</u>	<u>(513,835)</u>
<i>Cash flows from financing activities:</i>			
Issuance of long-term obligations	2,297,177	500,000	—
Repayments of long-term obligations	(2,119,991)	(478,255)	(911,951)
Borrowings under revolving credit facilities	1,172,900	2,286,700	1,157,800
Repayments of borrowings under revolving credit facilities	(1,303,800)	(2,184,900)	(973,100)
Debt issuance costs	(15,996)	(15,278)	—
Payments for cash flow hedge related to debt issuance	(13,217)	—	—
Repurchases of common stock	(620,052)	(671,459)	(186,597)
Other equity transactions, net of employee taxes paid	(26,341)	(71,393)	(27,219)
Tax benefit of share-based awards	30,990	87,752	33,102
Net cash provided by (used in) financing activities	<u>(598,330)</u>	<u>(546,833)</u>	<u>(907,965)</u>
Net increase (decrease) in cash and cash equivalents	364,757	14,683	(371,320)
Cash and cash equivalents, beginning of year	140,809	126,126	497,446
Cash and cash equivalents, end of year	<u>\$ 505,566</u>	<u>\$ 140,809</u>	<u>\$ 126,126</u>
<i>Supplemental cash flow information:</i>			
Cash paid for:			
Interest	\$ 73,464	\$ 121,712	\$ 209,351
Income taxes	\$ 646,811	\$ 422,333	\$ 382,294
<i>Supplemental schedule of noncash investing and financing activities:</i>			
Purchases of property and equipment awaiting processing for payment, included in Accounts payable	\$ 27,082	\$ 39,147	\$ 35,662
Purchases of property and equipment under capital lease obligations	\$ —	\$ 3,440	\$ —

The accompanying notes are an integral part of the consolidated financial statements.



DOLLAR GENERAL CORPORATION AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

1. Basis of presentation and accounting policies

Basis of presentation

These notes contain references to the years 2013, 2012, and 2011, which represent fiscal years ended January 31, 2014, February 1, 2013, and February 3, 2012, respectively. The Company's fiscal year ends on the Friday closest to January 31. The 2013 and 2012 years were 52-week accounting periods, while 2011 was a 53-week accounting period. The consolidated financial statements include all subsidiaries of the Company, except for its not-for-profit subsidiary which the Company does not control. Intercompany transactions have been eliminated.

The Company sells general merchandise on a retail basis through 11,132 stores (as of January 31, 2014) in 40 states covering most of the southern, southwestern, midwestern and eastern United States. The Company owns distribution centers ("DCs") in Scottsville, Kentucky; South Boston, Virginia; Alachua, Florida; Zanesville, Ohio; Jonesville, South Carolina; Marion, Indiana; Bessemer, Alabama; and Bethel, Pennsylvania, and leases DCs in Ardmore, Oklahoma; Fulton, Missouri; Indianola, Mississippi; and Lebec, California.

Cash and cash equivalents

Cash and cash equivalents include highly liquid investments with insignificant interest rate risk and original maturities of three months or less when purchased. Such investments primarily consist of money market funds, bank deposits, certificates of deposit (which may include foreign time deposits), and commercial paper. The carrying amounts of these items are a reasonable estimate of their fair value due to the short maturity of these investments.

Payments due from processors for electronic tender transactions classified as cash and cash equivalents totaled approximately \$44.0 million and \$45.2 million at January 31, 2014 and February 1, 2013, respectively.

At January 31, 2014, the Company maintained cash balances to meet a \$20 million minimum threshold set by insurance regulators, as further described below under "Insurance liabilities."

Investments in debt and equity securities

The Company accounts for investments in debt and marketable equity securities as held-to-maturity, available-for-sale, or trading, depending on their classification. Debt securities categorized as held-to-maturity are stated at amortized cost. Debt and equity securities categorized as available-for-sale are stated at fair value, with any unrealized gains and losses, net of deferred income taxes, reported as a component of Accumulated other comprehensive loss. Trading securities (primarily mutual funds held pursuant to deferred compensation and supplemental retirement plans, as further discussed below in Notes 6 and 9) are stated at fair value, with changes in fair value recorded as a component of Selling, general and administrative ("SG&A") expense.

For the years ended January 31, 2014, February 1, 2013, and February 3, 2012, gross realized gains and losses on the sales of available-for-sale securities were not material. The cost of securities sold is based upon the specific identification method.

DOLLAR GENERAL CORPORATION AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

1. Basis of presentation and accounting policies (Continued)

Merchandise inventories

Inventories are stated at the lower of cost or market with cost determined using the retail last-in, first-out (“LIFO”) method as this method results in a better matching of costs and revenues. Under the Company’s retail inventory method (“RIM”), the calculation of gross profit and the resulting valuation of inventories at cost are computed by applying a calculated cost-to-retail inventory ratio to the retail value of sales at a department level. The use of the RIM will result in valuing inventories at the lower of cost or market (“LCM”) if markdowns are currently taken as a reduction of the retail value of inventories. Costs directly associated with warehousing and distribution are capitalized into inventory.

The excess of current cost over LIFO cost was approximately \$90.9 million and \$101.9 million at January 31, 2014 and February 1, 2013, respectively. Current cost is determined using the RIM on a first-in, first-out basis. Under the LIFO inventory method, the impacts of rising or falling market price changes increase or decrease cost of sales (the LIFO provision or benefit). The Company recorded a LIFO provision (benefit) of \$(11.0) million in 2013, \$1.4 million in 2012, and \$47.7 million in 2011, which is included in cost of goods sold in the consolidated statements of income.

The Company purchases its merchandise from a wide variety of suppliers. Approximately 8% and 7% of the Company’s purchases in 2013 were made from the Company’s largest and second largest suppliers, respectively.

Vendor rebates

The Company accounts for all cash consideration received from vendors in accordance with applicable accounting standards pertaining to such arrangements. Cash consideration received from a vendor is generally presumed to be a rebate or an allowance and is accounted for as a reduction of merchandise purchase costs as earned. However, certain specific, incremental and otherwise qualifying SG&A expenses related to the promotion or sale of vendor products may be offset by cash consideration received from vendors, in accordance with arrangements such as cooperative advertising, when earned for dollar amounts up to but not exceeding actual incremental costs.

Prepaid expenses and other current assets

Prepaid expenses and other current assets include prepaid amounts for rent, maintenance, business licenses, advertising, and insurance, and amounts receivable for certain vendor rebates (primarily those expected to be collected in cash) and coupons.

Property and equipment

As the result of a merger transaction in 2007, the Company’s property and equipment was recorded at estimated fair values. Property and equipment acquired subsequent to the merger has been recorded at cost. The Company records depreciation and amortization on a straight-line basis over the

DOLLAR GENERAL CORPORATION AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

1. Basis of presentation and accounting policies (Continued)

assets' estimated useful lives. The Company's property and equipment balances and depreciable lives are summarized as follows:

<u>(In thousands)</u>	<u>Depreciable Life</u>	<u>January 31, 2014</u>	<u>February 1, 2013</u>
Land	Indefinite	\$ 163,448	\$ 176,861
Land improvements	20	48,566	80,834
Buildings	39 - 40	765,555	773,835
Leasehold improvements	(a)	326,122	279,351
Furniture, fixtures and equipment	3 - 10	2,078,893	1,828,573
Construction in progress		<u>70,332</u>	<u>87,444</u>
		3,452,916	3,226,898
Less accumulated depreciation and amortization		<u>1,372,611</u>	<u>1,138,233</u>
Net property and equipment		<u>\$2,080,305</u>	<u>\$2,088,665</u>

(a) amortized over the lesser of the life of the applicable lease term or the estimated useful life of the asset

Depreciation expense related to property and equipment was approximately \$315.3 million, \$277.2 million and \$243.7 million for 2013, 2012 and 2011. Amortization of capital lease assets is included in depreciation expense. Interest on borrowed funds during the construction of property and equipment is capitalized where applicable. Interest costs of \$1.2 million, \$0.6 million and \$1.5 million were capitalized in 2013, 2012 and 2011.

Impairment of long-lived assets

When indicators of impairment are present, the Company evaluates the carrying value of long-lived assets, other than goodwill, in relation to the operating performance and future cash flows or the appraised values of the underlying assets. Generally, the Company's policy is to review for impairment stores open more than three years for which current cash flows from operations are negative. Impairment results when the carrying value of the assets exceeds the undiscounted future cash flows expected to be generated by the assets. The Company's estimate of undiscounted future cash flows is based upon historical operations of the stores and estimates of future store profitability which encompasses many factors that are subject to variability and difficult to predict. If a long-lived asset is found to be impaired, the amount recognized for impairment is equal to the difference between the carrying value and the asset's estimated fair value. The fair value is estimated based primarily upon estimated future cash flows over the asset's remaining useful life (discounted at the Company's credit adjusted risk-free rate) or other reasonable estimates of fair market value. Assets to be disposed of are adjusted to the fair value less the cost to sell if less than the book value.

The Company recorded impairment charges included in SG&A expense of approximately \$0.5 million in 2013, \$2.7 million in 2012 and \$1.0 million in 2011, to reduce the carrying value of certain of its stores' assets. Such action was deemed necessary based on the Company's evaluation that such amounts would not be recoverable primarily due to insufficient sales or excessive costs resulting in negative current and projected future cash flows at these locations.

DOLLAR GENERAL CORPORATION AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

1. Basis of presentation and accounting policies (Continued)

Goodwill and other intangible assets

The Company amortizes intangible assets over their estimated useful lives unless such lives are deemed indefinite. Goodwill and intangible assets with indefinite lives are tested for impairment annually or more frequently if indicators of impairment are present. Other intangible assets are tested for impairment if indicators of impairment are present. Impaired assets are written down to fair value as required. No impairment of intangible assets has been identified during any of the periods presented.

In accordance with accounting standards for goodwill and indefinite-lived intangible assets, an entity has the option first to assess qualitative factors to determine whether events and circumstances indicate that it is more likely than not that goodwill or an indefinite-lived intangible asset is impaired. If after such assessment an entity concludes that the asset is not impaired, then the entity is not required to take further action. However, if an entity concludes otherwise, then it is required to determine the fair value of the asset using a quantitative impairment test, and if impaired, the associated assets must be written down to fair value as described in further detail below.

The quantitative goodwill impairment test is a two-step process that requires management to make judgments in determining what assumptions to use in the calculation. The first step of the process consists of estimating the fair value of the Company's reporting unit based on valuation techniques (including a discounted cash flow model using revenue and profit forecasts) and comparing that estimated fair value with the recorded carrying value, which includes goodwill. If the estimated fair value is less than the carrying value, a second step is performed to compute the amount of the impairment by determining an "implied fair value" of goodwill. The determination of the implied fair value of goodwill would require the Company to allocate the estimated fair value of its reporting unit to its assets and liabilities. Any unallocated fair value would represent the implied fair value of goodwill, which would be compared to its corresponding carrying value.

The quantitative impairment test for intangible assets compares the fair value of the intangible asset with its carrying amount. If the carrying amount of an intangible asset exceeds its fair value, an impairment loss is recognized in an amount equal to that excess.

Other assets

Noncurrent Other assets consist primarily of qualifying prepaid expenses, debt issuance costs which are amortized over the life of the related obligations, and utility, security and other deposits.

Accrued expenses and other liabilities

Accrued expenses and other consist of the following:

<u>(In thousands)</u>	<u>January 31, 2014</u>	<u>February 1, 2013</u>
Compensation and benefits	\$ 47,909	\$ 76,981
Insurance	84,697	86,189
Taxes (other than taxes on income)	104,990	89,329
Other	130,982	104,939
	<u>\$368,578</u>	<u>\$357,438</u>



DOLLAR GENERAL CORPORATION AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

1. Basis of presentation and accounting policies (Continued)

Other accrued expenses primarily include the current portion of liabilities for interest expense, legal settlements, freight expense, utilities, and common area and other maintenance charges.

Insurance liabilities

The Company retains a significant portion of risk for its workers' compensation, employee health, general liability, property and automobile claim exposures. Accordingly, provisions are made for the Company's estimates of such risks. The undiscounted future claim costs for the workers' compensation, general liability, and health claim risks are derived using actuarial methods and are recorded as self-insurance reserves pursuant to Company policy. To the extent that subsequent claim costs vary from those estimates, future results of operations will be affected as the reserves are adjusted.

Ashley River Insurance Company ("ARIC"), a South Carolina-based wholly owned captive insurance subsidiary of the Company, charges the operating subsidiary companies premiums to insure the retained workers' compensation and non-property general liability exposures. Pursuant to South Carolina insurance regulations, ARIC is required to maintain certain levels of cash and cash equivalents related to its self-insured exposures. ARIC currently insures no unrelated third-party risk.

Operating leases and related liabilities

Rent expense is recognized over the term of the lease. The Company records minimum rental expense on a straight-line basis over the base, non-cancelable lease term commencing on the date that the Company takes physical possession of the property from the landlord, which normally includes a period prior to the store opening to make necessary leasehold improvements and install store fixtures. When a lease contains a predetermined fixed escalation of the minimum rent, the Company recognizes the related rent expense on a straight-line basis and records the difference between the recognized rental expense and the amounts payable under the lease as deferred rent. Tenant allowances, to the extent received, are recorded as deferred incentive rent and are amortized as a reduction to rent expense over the term of the lease. Any difference between the calculated expense and the amounts actually paid are reflected as a liability, with the current portion in Accrued expenses and other and the long-term portion in Other liabilities in the consolidated balance sheets, and totaled approximately \$49.5 million and \$43.6 million at January 31, 2014 and February 1, 2013, respectively.

The Company recognizes contingent rental expense when the achievement of specified sales targets are considered probable. The amount expensed but not paid as of January 31, 2014 and February 1, 2013 was approximately \$6.0 million and \$7.7 million, respectively, and is included in Accrued expenses and other in the consolidated balance sheets.

DOLLAR GENERAL CORPORATION AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

1. Basis of presentation and accounting policies (Continued)

Other liabilities

Noncurrent Other liabilities consist of the following:

<u>(In thousands)</u>	<u>January 31,</u> <u>2014</u>	<u>February 1,</u> <u>2013</u>
Compensation and benefits	\$ 17,604	\$ 18,404
Insurance	145,162	137,451
Income tax related reserves	18,802	23,383
Deferred gain on sale leaseback	62,693	—
Other	52,285	46,161
	<u>\$296,546</u>	<u>\$225,399</u>

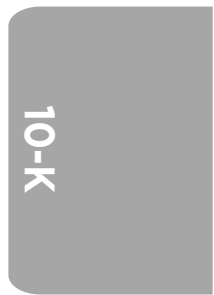
Amounts categorized as “Other” in the table above consist primarily of deferred rent and derivative liabilities.

Fair value accounting

The Company utilizes accounting standards for fair value, which include the definition of fair value, the framework for measuring fair value, and disclosures about fair value measurements. Fair value is a market-based measurement, not an entity-specific measurement. Therefore, a fair value measurement should be determined based on the assumptions that market participants would use in pricing the asset or liability. As a basis for considering market participant assumptions in fair value measurements, fair value accounting standards establish a fair value hierarchy that distinguishes between market participant assumptions based on market data obtained from sources independent of the reporting entity (observable inputs that are classified within Levels 1 and 2 of the hierarchy) and the reporting entity’s own assumptions about market participant assumptions (unobservable inputs classified within Level 3 of the hierarchy).

Level 1 inputs utilize quoted prices (unadjusted) in active markets for identical assets or liabilities that the Company has the ability to access. Level 2 inputs are inputs other than quoted prices included in Level 1 that are directly or indirectly observable for the asset or liability. Level 2 inputs may include quoted prices for similar assets and liabilities in active markets, as well as inputs that are observable for the asset or liability (other than quoted prices), such as interest rates, foreign exchange rates, and yield curves that are observable at commonly quoted intervals. Level 3 inputs are unobservable inputs for the asset or liability, which are based on an entity’s own assumptions, as there is little, if any, observable market activity. In instances where the fair value measurement is based on inputs from different levels of the fair value hierarchy, the level in the fair value hierarchy within which the entire fair value measurement falls is based on the lowest level input that is significant to the fair value measurement in its entirety. The Company’s assessment of the significance of a particular input to the fair value measurement in its entirety requires judgment and considers factors specific to the asset or liability.

The valuation of the Company’s derivative financial instruments is determined using widely accepted valuation techniques, including discounted cash flow analysis on the expected cash flows of each derivative. This analysis reflects the contractual terms of the derivatives, including the period to maturity, and uses observable market-based inputs, including interest rate curves. The fair values of interest rate swaps are determined using the market standard methodology of netting the discounted



DOLLAR GENERAL CORPORATION AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

1. Basis of presentation and accounting policies (Continued)

future fixed cash payments (or receipts) and the discounted expected variable cash receipts (or payments). The variable cash receipts (or payments) are based on an expectation of future interest rates (forward curves) derived from observable market interest rate curves.

The Company incorporates credit valuation adjustments (CVAs) to appropriately reflect both its own nonperformance risk and the respective counterparty's nonperformance risk in the fair value measurements. In adjusting the fair value of its derivative contracts for the effect of nonperformance risk, the Company has considered the impact of netting and any applicable credit enhancements, such as collateral postings, thresholds, mutual puts, and guarantees.

In connection with accounting standards for fair value measurement, the Company has made an accounting policy election to measure the credit risk of its derivative financial instruments that are subject to master netting agreements on a net basis by counterparty portfolio. The Company has determined that the majority of the inputs used to value its derivatives fall within Level 2 of the fair value hierarchy. However, the CVAs associated with its derivatives utilize Level 3 inputs, such as estimates of current credit spreads to evaluate the likelihood of default by itself and its counterparties. As of January 31, 2014, the Company has assessed the significance of the impact of the CVAs on the overall valuation of its derivative positions and has determined that the CVAs are not significant to the overall valuation of its derivatives. Based on the Company's review of the CVAs by counterparty portfolio, the Company has determined that the CVAs are not significant to the overall portfolio valuations, as the CVAs are deemed to be immaterial in terms of basis points and are a very small percentage of the aggregate notional value of the derivative instruments. Although some of the CVAs as a percentage of termination value appear to be more significant, primary emphasis was placed on a review of the CVA in basis points and the percentage of the notional value. As a result, the Company has determined that its derivative valuations in their entirety are classified in Level 2 of the fair value hierarchy.

Derivative financial instruments

The Company accounts for derivative financial instruments in accordance with applicable accounting standards for such instruments and hedging activities, which require that all derivatives are recorded on the balance sheet at fair value. The accounting for changes in the fair value of derivatives depends on the intended use of the derivative, whether the Company has elected to designate a derivative in a hedging relationship and apply hedge accounting and whether the hedging relationship has satisfied the criteria necessary to apply hedge accounting.

Derivatives designated and qualifying as a hedge of the exposure to changes in the fair value of an asset, liability, or firm commitment attributable to a particular risk, such as interest rate risk, are considered fair value hedges. Derivatives designated and qualifying as a hedge of the exposure to variability in expected future cash flows, or other types of forecasted transactions, are considered cash flow hedges. Derivatives may also be designated as hedges of the foreign currency exposure of a net investment in a foreign operation. Hedge accounting generally provides for the matching of the timing of gain or loss recognition on the hedging instrument with the recognition of the changes in the fair value of the hedged asset or liability that are attributable to the hedged risk in a fair value hedge or the earnings effect of the hedged forecasted transactions in a cash flow hedge. The Company may enter into derivative contracts that are intended to economically hedge a certain portion of its risk, even

DOLLAR GENERAL CORPORATION AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

1. Basis of presentation and accounting policies (Continued)

though hedge accounting does not apply or the Company elects not to apply the hedge accounting standards.

The Company's derivative financial instruments, in the form of interest rate swaps at January 31, 2014, are related to variable interest rate risk exposures associated with the Company's long-term debt and were entered into in an effort to manage that risk. The counterparties to the Company's derivative agreements are all major international financial institutions. The Company continually monitors its position and the credit ratings of its counterparties and does not anticipate nonperformance by the counterparties.

Revenue and gain recognition

The Company recognizes retail sales in its stores at the time the customer takes possession of merchandise. All sales are net of discounts and estimated returns and are presented net of taxes assessed by governmental authorities that are imposed concurrent with those sales. The liability for retail merchandise returns is based on the Company's prior experience. The Company records gain contingencies when realized.

The Company recognizes gift card sales revenue at the time of redemption. The liability for the gift cards is established for the cash value at the time of purchase. The liability for outstanding gift cards was approximately \$4.3 million and \$3.6 million at January 31, 2014 and February 1, 2013, respectively, and is recorded in Accrued expenses and other liabilities. Through January 31, 2014, the Company has not recorded any breakage income related to its gift card program.

Advertising costs

Advertising costs are expensed upon performance, "first showing" or distribution, and are reflected in SG&A expenses net of earned cooperative advertising amounts provided by vendors which are specific, incremental and otherwise qualifying expenses related to the promotion or sale of vendor products for dollar amounts up to but not exceeding actual incremental costs. Advertising costs were \$70.5 million, \$61.7 million and \$50.4 million in 2013, 2012 and 2011, respectively. These costs primarily include promotional circulars, targeted circulars supporting new stores, television and radio advertising, in-store signage, and costs associated with the sponsorships of certain automobile racing activities. Vendor funding for cooperative advertising offset reported expenses by \$31.9 million, \$23.6 million and \$20.8 million in 2013, 2012 and 2011, respectively.

Share-based payments

The Company recognizes compensation expense for share-based compensation based on the fair value of the awards on the grant date. Forfeitures are estimated at the time of valuation and reduce expense ratably over the vesting period. This estimate may be adjusted periodically based on the extent to which actual forfeitures differ, or are expected to differ, from the prior estimate. The forfeiture rate is the estimated percentage of options granted that are expected to be forfeited or canceled before becoming fully vested. The Company bases this estimate on historical experience or estimates of future trends, as applicable. An increase in the forfeiture rate will decrease compensation expense.

The fair value of each option grant is separately estimated and amortized into compensation expense on a straight-line basis between the applicable grant date and each vesting date. The Company

DOLLAR GENERAL CORPORATION AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

1. Basis of presentation and accounting policies (Continued)

has estimated the fair value of all stock option awards as of the grant date by applying the Black-Scholes-Merton option pricing valuation model. The application of this valuation model involves assumptions that are judgmental and highly sensitive in the determination of compensation expense.

The Company calculates compensation expense for restricted stock, share units and similar awards as the difference between the market price of the underlying stock on the grant date and the purchase price, if any. Such expense is recognized on a straight-line basis for graded awards or an accelerated basis for performance awards over the period in which the recipient earns the awards.

Store pre-opening costs

Pre-opening costs related to new store openings and the related construction periods are expensed as incurred.

Income taxes

Under the accounting standards for income taxes, the asset and liability method is used for computing the future income tax consequences of events that have been recognized in the Company's consolidated financial statements or income tax returns. Deferred income tax expense or benefit is the net change during the year in the Company's deferred income tax assets and liabilities.

The Company includes income tax related interest and penalties as a component of the provision for income tax expense.

Income tax reserves are determined using a methodology which requires companies to assess each income tax position taken using a two-step process. A determination is first made as to whether it is more likely than not that the position will be sustained, based upon the technical merits, upon examination by the taxing authorities. If the tax position is expected to meet the more likely than not criteria, the benefit recorded for the tax position equals the largest amount that is greater than 50% likely to be realized upon ultimate settlement of the respective tax position. Uncertain tax positions require determinations and estimated liabilities to be made based on provisions of the tax law which may be subject to change or varying interpretation. If the Company's determinations and estimates prove to be inaccurate, the resulting adjustments could be material to the Company's future financial results.

Management estimates

The preparation of financial statements and related disclosures in conformity with accounting principles generally accepted in the United States requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the consolidated financial statements and the reported amounts of revenues and expenses during the reporting periods. Actual results could differ from those estimates.

Accounting standards

In February 2013, the Financial Accounting Standards Board issued an accounting standards update which requires additional disclosures with regard to an entity's balances of and amounts reclassified out of accumulated other comprehensive income in its financial statements. The Company adopted this guidance in the first quarter of 2013. All of the Company's related balances are cash flow

DOLLAR GENERAL CORPORATION AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

3. Earnings per share

Earnings per share is computed as follows (in thousands except per share data):

	2013		
	Net Income	Weighted Average Shares	Per Share Amount
Basic earnings per share	\$1,025,116	322,886	\$3.17
Effect of dilutive share-based awards		968	
Diluted earnings per share	\$1,025,116	323,854	\$3.17
	2012		
	Net Income	Weighted Average Shares	Per Share Amount
Basic earnings per share	\$952,662	332,254	\$2.87
Effect of dilutive share-based awards		2,215	
Diluted earnings per share	\$952,662	334,469	\$2.85
	2011		
	Net Income	Weighted Average Shares	Per Share Amount
Basic earnings per share	\$766,685	341,234	\$2.25
Effect of dilutive share-based awards		3,883	
Diluted earnings per share	\$766,685	345,117	\$2.22

Basic earnings per share was computed by dividing net income by the weighted average number of shares of common stock outstanding during the year. Diluted earnings per share was determined based on the dilutive effect of share-based awards using the treasury stock method.

Options to purchase shares of common stock that were outstanding at the end of the respective periods, but were not included in the computation of diluted earnings per share because the effect of exercising such options would be antidilutive, were 1.1 million, 0.8 million, and zero in 2013, 2012 and 2011, respectively.

DOLLAR GENERAL CORPORATION AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

4. Income taxes

The provision (benefit) for income taxes consists of the following:

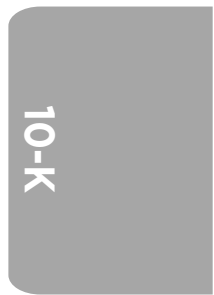
<u>(In thousands)</u>	<u>2013</u>	<u>2012</u>	<u>2011</u>
Current:			
Federal	\$530,728	\$457,370	\$385,277
Foreign	1,324	1,209	1,449
State	101,174	78,025	56,272
	<u>633,226</u>	<u>536,604</u>	<u>442,998</u>
Deferred:			
Federal	(16,132)	9,734	8,313
State	(13,880)	(1,606)	7,293
	<u>(30,012)</u>	<u>8,128</u>	<u>15,606</u>
	<u>\$603,214</u>	<u>\$544,732</u>	<u>\$458,604</u>

A reconciliation between actual income taxes and amounts computed by applying the federal statutory rate to income before income taxes is summarized as follows:

<u>(Dollars in thousands)</u>	<u>2013</u>		<u>2012</u>		<u>2011</u>	
U.S. federal statutory rate on earnings before income taxes	\$569,916	35.0%	\$524,088	35.0%	\$428,851	35.0%
State income taxes, net of federal income tax benefit	56,822	3.5	52,713	3.5	42,774	3.5
Jobs credits, net of federal income taxes	(19,348)	(1.2)	(16,062)	(1.1)	(15,153)	(1.2)
Reduction in valuation allowances	(437)	—	(3,050)	(0.2)	(2,202)	(0.2)
Reduction in income tax reserves	(6,391)	(0.4)	(13,676)	(0.9)	—	—
Other, net	2,652	0.1	719	0.1	4,334	0.3
	<u>\$603,214</u>	<u>37.0%</u>	<u>\$544,732</u>	<u>36.4%</u>	<u>\$458,604</u>	<u>37.4%</u>

The 2013 effective tax rate was an expense of 37.0%. The 2013 effective income tax rate increased from 2012 due to the favorable resolution of income tax examinations during 2012 that did not reoccur, to the same extent, in 2013. This rate increase was partially offset by the recording of an income tax benefit in 2013 associated with the expiration of the assessment period during which the taxing authorities could have assessed additional income tax associated with the Company's 2009 tax year. In addition, the 2013 amounts reflect larger income tax benefits associated with federal jobs credits. The Company receives a significant income tax benefit related to salaries paid to certain newly hired employees that qualify for federal jobs credits (principally the Work Opportunity Tax Credit or "WOTC"). The federal law authorizing the WOTC credit expired for employees hired after December 31, 2013. Whether these credits will be available for employees hired after December 31, 2013 depends upon a change in the tax law that extends the expiration date of these credit provisions, the certainty and timing of which are currently unclear.

The 2012 effective tax rate was an expense of 36.4%. This expense was greater than the federal statutory tax rate of 35% due primarily to the inclusion of state income taxes in the total effective tax



DOLLAR GENERAL CORPORATION AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

4. Income taxes (Continued)

rate. The 2012 effective tax rate of 36.4% was lower than the 2011 rate of 37.4% due to the favorable resolution of a federal income tax examination during 2012.

The 2011 effective tax rate was an expense of 37.4%. This expense was greater than the federal statutory tax rate of 35% due primarily to the inclusion of state income taxes in the total effective tax rate.

Deferred taxes reflect the effects of temporary differences between carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for income tax purposes. Significant components of the Company's deferred tax assets and liabilities are as follows:

<u>(In thousands)</u>	<u>January 31, 2014</u>	<u>February 1, 2013</u>
Deferred tax assets:		
Deferred compensation expense	\$ 8,666	\$ 9,276
Accrued expenses and other	9,067	5,727
Accrued rent	17,375	15,450
Accrued insurance	78,557	72,442
Accrued incentive compensation	3,385	15,399
Interest rate hedges	4,921	1,883
Tax benefit of income tax and interest reserves related to uncertain tax positions	3,439	2,696
Deferred gain on sale-leaseback	26,186	—
Other	15,094	13,914
State tax net operating loss carry forwards, net of federal tax	282	645
State tax credit carry forwards, net of federal tax	8,282	8,925
	<u>175,254</u>	<u>146,357</u>
Less valuation allowances	(1,393)	(1,830)
Total deferred tax assets	<u>173,861</u>	<u>144,527</u>
Deferred tax liabilities:		
Property and equipment	(307,644)	(294,204)
Inventories	(64,481)	(67,246)
Trademarks	(433,130)	(435,529)
Amortizable assets	(2,343)	(6,809)
Bonus related tax method change	—	(6,534)
Other	(2,084)	(4,498)
Total deferred tax liabilities	<u>(809,682)</u>	<u>(814,820)</u>
Net deferred tax liabilities	<u><u>\$(635,821)</u></u>	<u><u>\$(670,293)</u></u>

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DOLLAR GENERAL CORPORATION AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

4. Income taxes (Continued)

Net deferred tax liabilities are reflected separately on the consolidated balance sheets as current and noncurrent deferred income taxes. The following table summarizes net deferred tax liabilities as recorded in the consolidated balance sheets:

<u>(In thousands)</u>	<u>January 31, 2014</u>	<u>February 1, 2013</u>
Current deferred income tax liabilities, net	\$ (21,795)	\$ (23,223)
Noncurrent deferred income tax liabilities, net	<u>(614,026)</u>	<u>(647,070)</u>
Net deferred tax liabilities	<u>\$(635,821)</u>	<u>\$(670,293)</u>

The Company has state net operating loss carry forwards as of January 31, 2014 that total approximately \$4.3 million which will expire in 2028. The Company also has state tax credit carry forwards of approximately \$12.7 million that will expire beginning in 2021 through 2024.

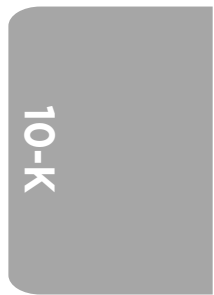
A valuation allowance has been provided for state tax credit carry forwards and federal capital losses. The 2013, 2012, and 2011 decreases of \$0.4 million, \$3.1 million and \$2.2 million, respectively, were recorded as a reduction in income tax expense. Based upon expected future income, management believes that it is more likely than not that the results of operations will generate sufficient taxable income to realize the deferred tax assets after giving consideration to the valuation allowance.

The Internal Revenue Service (“IRS”) has previously examined the Company’s 2008 and earlier federal income tax returns. As a result, the 2008 and earlier tax years are not open for further examination by the IRS. The Company has filed an amended federal income tax return requesting a refund of approximately \$5.1 million for its 2009 tax year. This amended return is expected to be examined by the IRS. As the statute of limitations has otherwise closed for the 2009 tax year, the IRS’ ability to assess additional income tax for 2009 is limited to the refund requested on the amended income tax return. The IRS, at its discretion, may also choose to examine the Company’s 2010 through 2013 fiscal year income tax filings. The Company has various state income tax examinations that are currently in progress. Generally, the Company’s 2010 and later tax years remain open for examination by the various state taxing authorities.

As of January 31, 2014, accruals for uncertain tax benefits, interest expense related to income taxes and potential income tax penalties were \$19.6 million, \$2.4 million and \$0.4 million, respectively, for a total of \$22.4 million. Of this total amount, \$3.6 million and \$18.8 million are reflected in current liabilities as Accrued expenses and other and in noncurrent Other liabilities, respectively, in the consolidated balance sheet.

As of February 1, 2013, accruals for uncertain tax benefits, interest expense related to income taxes and potential income tax penalties were \$22.2 million, \$2.3 million and \$0.4 million, respectively, for a total of \$24.9 million. Of this total amount, \$1.5 million and \$23.4 million are reflected in current liabilities as Accrued expenses and other and in noncurrent Other liabilities, respectively, in the consolidated balance sheet.

The Company believes that it is reasonably possible that the reserve for uncertain tax positions may be reduced by approximately \$11.2 million in the coming twelve months principally as a result of the effective settlement of several outstanding issues. Also, as of January 31, 2014, approximately



DOLLAR GENERAL CORPORATION AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

4. Income taxes (Continued)

\$19.6 million of the uncertain tax positions would impact the Company's effective income tax rate if the Company were to recognize the tax benefit for these positions.

The amounts associated with uncertain tax positions included in income tax expense consists of the following:

<u>(In thousands)</u>	<u>2013</u>	<u>2012</u>	<u>2011</u>
Income tax expense (benefit)	\$(3,915)	\$(16,119)	\$ 97
Income tax related interest expense (benefit)	590	344	968
Income tax related penalty expense (benefit)	30	(200)	63

A reconciliation of the uncertain income tax positions from January 28, 2011 through January 31, 2014 is as follows:

<u>(In thousands)</u>	<u>2013</u>	<u>2012</u>	<u>2011</u>
Beginning balance	\$22,237	\$ 42,018	\$26,429
Increases—tax positions taken in the current year . . .	3,484	2,114	125
Increases—tax positions taken in prior years	3,000	1,144	15,840
Decreases—tax positions taken in prior years	(608)	(22,669)	—
Statute expirations	(7,622)	(166)	(376)
Settlements	(908)	(204)	—
Ending balance	<u>\$19,583</u>	<u>\$ 22,237</u>	<u>\$42,018</u>

5. Current and long-term obligations

Current and long-term obligations consist of the following:

<u>(In thousands)</u>	<u>January 31, 2014</u>	<u>February 1, 2013</u>
Senior unsecured credit facilities, maturity April 11, 2018:		
Term Facility	\$1,000,000	\$ —
Revolving Facility	—	—
Senior secured term loan facility:		
Maturity July 6, 2014	—	1,083,800
Maturity July 6, 2017	—	879,700
ABL Facility, maturity July 6, 2014	—	286,500
4½% Senior Notes due July 15, 2017	500,000	500,000
1⅞% Senior Notes due April 15, 2018 (net of discount of \$383)	399,617	—
3¼% Senior Notes due April 15, 2023 (net of discount of \$2,199)	897,801	—
Capital lease obligations	6,841	7,733
Tax increment financing due February 1, 2035	14,495	14,495
	<u>2,818,754</u>	<u>2,772,228</u>
Less: current portion	(75,966)	(892)
Long-term portion	<u>\$2,742,788</u>	<u>\$2,771,336</u>

DOLLAR GENERAL CORPORATION AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

5. Current and long-term obligations (Continued)

On April 11, 2013, the Company consummated a refinancing pursuant to which it terminated its existing senior secured credit agreements, entered into a new five-year unsecured credit agreement, and issued senior notes due in 2018 and 2023 as described in more detail below. The Company's new senior unsecured credit facilities (the "Facilities") consist of a \$1.0 billion senior unsecured term loan facility (the "Term Facility") and an \$850.0 million senior unsecured revolving credit facility (the "Revolving Facility"), which provides for the issuance of letters of credit up to \$250.0 million. The Company may request, subject to agreement by one or more lenders, increased revolving commitments and/or incremental term loan facilities in an aggregate amount of up to \$150.0 million. The Term Facility will amortize in quarterly installments of \$25.0 million, with the first such payment due on August 1, 2014, and final payment at maturity on April 11, 2018. The Company capitalized \$5.9 million of debt issuance costs associated with the Facilities which is included in long-term Other assets, net in the consolidated balance sheet.

Borrowings under the Facilities bear interest at a rate equal to an applicable margin plus, at the Company's option, either (a) LIBOR or (b) a base rate (which is usually equal to the prime rate). The applicable margin for borrowings as of January 31, 2014 was 1.275% for LIBOR borrowings and 0.275% for base-rate borrowings. The Company must also pay a facility fee on any used and unused amounts of the Facilities, as well as letter of credit fees. The applicable margins for borrowings, the facility fees and the letter of credit fees under the Facilities are subject to adjustment each quarter based on the Company's long-term senior unsecured debt ratings. The weighted average interest rate for borrowings under the Facilities was 1.46% (without giving effect to the interest rate swaps discussed in Note 7) as of January 31, 2014.

The Facilities can be prepaid in whole or in part at any time. The Facilities contain certain covenants which place limitations on the incurrence of liens; change of business; mergers or sales of all or substantially all assets; and subsidiary indebtedness, among other limitations. The Facilities also contain financial covenants which require the maintenance of a minimum fixed charge coverage ratio and a maximum leverage ratio. As of January 31, 2014, the Company was in compliance with all such covenants. The Facilities also contain customary affirmative covenants and events of default.

As of January 31, 2014, the Company had total outstanding letters of credit of \$49.9 million, \$27.2 million of which were under the Revolving Facility, and borrowing availability under the Revolving Facility was \$822.8 million.

In connection with the refinancing discussed above, the Company terminated its senior secured term loan facility and senior secured revolving credit facility ("ABL Facility"). The Company recorded a pretax loss of \$18.9 million for the write off of debt issuance costs associated with those facilities, which is reflected in Other (income) expense in the consolidated statement of income for the year ended January 31, 2014.

On July 12, 2012, the Company issued \$500.0 million aggregate principal amount of 4.125% senior notes due 2017 (the "2017 Senior Notes") which mature on July 15, 2017. Interest on the 2017 Senior Notes is payable in cash on January 15 and July 15 of each year, and commenced on January 15, 2013.

On April 11, 2013, the Company issued \$400.0 million aggregate principal amount of 1.875% senior notes due 2018 (the "2018 Senior Notes"), net of discount of \$0.5 million, which mature on April 15, 2018; and issued \$900.0 million aggregate principal amount of 3.25% senior notes due 2023 (the "2023 Senior Notes"), net of discount of \$2.4 million, which mature on April 15, 2023.

DOLLAR GENERAL CORPORATION AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

5. Current and long-term obligations (Continued)

Collectively, the 2017 Senior Notes, the 2018 Senior Notes and the 2023 Senior Notes comprise the “Senior Notes”, each of which were issued pursuant to an indenture as modified by supplemental indentures relating to each series of Senior Notes (as so supplemented, the “Senior Indenture”). The Company capitalized \$10.1 million of debt issuance costs associated with the 2018 Senior Notes and the 2023 Senior Notes. Interest on the 2018 Senior Notes and 2023 Senior Notes is payable in cash on April 15 and October 15 of each year and commenced on October 15, 2013.

The Company may redeem some or all of its Senior Notes at any time at redemption prices set forth in the Senior Indenture. Upon the occurrence of a change of control triggering event, which is defined in the Senior Indenture, each holder of the Senior Notes has the right to require the Company to repurchase some or all of such holder’s Senior Notes at a purchase price in cash equal to 101% of the principal amount thereof, plus accrued and unpaid interest, if any, to the repurchase date.

The Senior Indenture contains covenants limiting, among other things, the ability of the Company (subject to certain exceptions) to consolidate, merge, sell or otherwise dispose of all or substantially all of the Company’s assets; and the ability of the Company and its subsidiaries to incur or guarantee indebtedness secured by liens on any shares of voting stock of significant subsidiaries.

The Senior Indenture also provides for events of default which, if any of them occurs, would permit or require the principal of and accrued interest on the Senior Notes to become or to be declared due and payable.

On July 15, 2012, the Company redeemed \$450.7 million aggregate principal amount of outstanding senior subordinated notes due 2017 at a premium, resulting in a pretax loss of \$29.0 million which is reflected in Other (income) expense in the consolidated statement of income for the year ended February 1, 2013. The Company funded the redemption price for the senior subordinated notes due 2017 with proceeds from the issuance of the 2017 Senior Notes.

In 2011, the Company repurchased or redeemed \$864.3 million aggregate principal amount of outstanding senior notes due 2015 at a premium, resulting in pretax losses totaling \$60.3 million which are reflected in Other (income) expense in the consolidated statement of income for the year ended February 3, 2012. The Company funded the redemption price for the senior notes due 2015 with cash on hand and borrowings under the ABL Facility.

Scheduled debt maturities, including capital lease obligations, for the Company’s fiscal years listed below are as follows (in thousands): 2014—\$75,966; 2015—\$101,158; 2016—\$101,379; 2017—\$601,290; 2018—\$1,025,892; thereafter—\$915,651.

DOLLAR GENERAL CORPORATION AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

6. Assets and liabilities measured at fair value

The following table presents the Company's assets and liabilities measured at fair value on a recurring basis as of January 31, 2014, aggregated by the level in the fair value hierarchy within which those measurements are classified.

<u>(In thousands)</u>	<u>Quoted Prices in Active Markets for Identical Assets and Liabilities (Level 1)</u>	<u>Significant Other Observable Inputs (Level 2)</u>	<u>Significant Unobservable Inputs (Level 3)</u>	<u>Balance at January 31, 2014</u>
Assets:				
Trading securities(a)	\$ 621	\$ —	\$—	\$ 621
Liabilities:				
Long-term obligations(b)	2,772,739	21,336	—	2,794,075
Derivative financial instruments(c)	—	4,109	—	4,109
Deferred compensation(d)	21,696	—	—	21,696

- (a) Reflected at fair value in the consolidated balance sheet as Prepaid expenses and other current assets.
- (b) Reflected at book value in the consolidated balance sheet as Current portion of long-term obligations of \$75,966 and Long-term obligations of \$2,742,788.
- (c) Reflected at fair value in the consolidated balance sheet as noncurrent Other liabilities.
- (d) Reflected at fair value in the consolidated balance sheet as Accrued expenses and other current liabilities of \$4,092 and noncurrent Other liabilities of \$17,604.

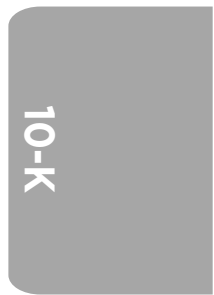
The carrying amounts reflected in the consolidated balance sheets for cash, cash equivalents, short-term investments, receivables and payables approximate their respective fair values. The Company does not have any recurring fair value measurements using significant unobservable inputs (Level 3) as of January 31, 2014.

7. Derivative financial instruments

The Company enters into certain financial instrument positions, all of which are intended to be used to reduce risk by hedging an underlying economic exposure.

Risk management objective of using derivatives

The Company is exposed to certain risks arising from both its business operations and economic conditions. The Company principally manages its exposures to a wide variety of business and operational risks through management of its core business activities. The Company manages economic risks, including interest rate, liquidity, and credit risk, primarily by managing the amount, sources, and duration of its debt funding and the use of derivative financial instruments. Specifically, the Company enters into derivative financial instruments to manage exposures that arise from business activities that result in the receipt or payment of future known and uncertain cash amounts, the value of which are determined primarily by interest rates. The Company's derivative financial instruments are used to



DOLLAR GENERAL CORPORATION AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

7. Derivative financial instruments (Continued)

manage differences in the amount, timing, and duration of the Company's known or expected cash receipts and its known or expected cash payments principally related to the Company's borrowings.

In addition, the Company is exposed to certain risks arising from uncertainties of future market values caused by the fluctuation in the prices of commodities. From time to time the Company may enter into derivative financial instruments to protect against future price changes related to these commodity prices.

Cash flow hedges of interest rate risk

The Company's objectives in using interest rate derivatives are to add stability to interest expense and to manage its exposure to interest rate changes. To accomplish this objective, the Company primarily uses interest rate swaps as part of its interest rate risk management strategy. Interest rate swaps designated as cash flow hedges involve the receipt of variable-rate amounts from a counterparty in exchange for the Company making fixed-rate payments over the life of the agreements without exchange of the underlying notional amount.

The effective portion of changes in the fair value of derivatives designated and that qualify as cash flow hedges is recorded in Accumulated other comprehensive income (loss) (also referred to as "OCI") and is subsequently reclassified into earnings in the period that the hedged forecasted transaction affects earnings. These transactions represent the only amounts reflected in Accumulated other comprehensive income (loss) in the consolidated statements of shareholders' equity. During the years ended January 31, 2014, February 1, 2013, and February 3, 2012, such derivatives were used to hedge the variable cash flows associated with existing variable-rate debt. The ineffective portion of the change in fair value of the derivatives is recognized directly in earnings.

As of January 31, 2014, the Company had interest rate swaps with a combined notional value of \$875 million that were designated as cash flow hedges of interest rate risk. Amounts reported in Accumulated other comprehensive income (loss) related to derivatives will be reclassified to interest expense as interest payments are made on the Company's variable-rate debt.

During the year ended January 31, 2014, the Company entered into treasury locks with a combined notional amount of \$700 million that were designated as cash flow hedges of interest rate risk on the Company's forecasted issuance of long-term debt. The issuance of the hedged long-term debt occurred on April 11, 2013 in the form of senior notes due April 15, 2023, as further discussed in Note 5, and the related settlement of the treasury locks on that date resulted in a loss of \$13.2 million which was deferred to OCI. The loss is being amortized as an increase to interest expense over the period corresponding to the debt's maturity as the Company accrues or pays interest on the hedged long-term debt. There was no ineffectiveness recognized on these designated treasury locks.

During the next 52-week period, the Company estimates that approximately \$4.7 million will be reclassified as an increase to interest expense for its interest rate swaps and treasury locks.

Non-designated hedges of commodity risk

Derivatives not designated as hedges are not speculative and are used to manage the Company's exposure to commodity price risk but do not meet strict hedge accounting requirements. Changes in the fair value of derivatives not designated in hedging relationships are recorded directly in earnings. As of January 31, 2014, the Company had no such non-designated hedges.

DOLLAR GENERAL CORPORATION AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

7. Derivative financial instruments (Continued)

The table below presents the fair value of the Company's derivative financial instruments as well as their classification on the consolidated balance sheets as of January 31, 2014 and February 1, 2013:

<u>(in thousands)</u>	<u>January 31, 2014</u>	<u>February 1, 2013</u>
Derivatives Designated as Hedging Instruments		
Interest rate swaps classified as noncurrent Other liabilities	\$4,109	\$4,822

The tables below present the pre-tax effect of the Company's derivative financial instruments as reflected in the consolidated statements of comprehensive income and shareholders' equity, as applicable:

<u>(in thousands)</u>	<u>2013</u>	<u>2012</u>	<u>2011</u>
Derivatives in Cash Flow Hedging Relationships			
Loss related to effective portion of derivative recognized in OCI	\$16,036	\$ 9,626	\$ 3,836
Loss related to effective portion of derivative reclassified from			
Accumulated OCI to Interest expense	\$ 4,604	\$13,327	\$28,633
(Gain) loss related to ineffective portion of derivative recognized in			
Other (income) expense	\$ —	\$(2,392)	\$ 312

Credit-risk-related contingent features

The Company has agreements with all of its interest rate swap counterparties that contain a provision providing that the Company could be declared in default on its derivative obligations if repayment of the underlying indebtedness is accelerated by the lender due to the Company's default on such indebtedness.

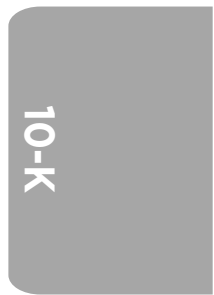
As of January 31, 2014, the fair value of interest rate swaps in a net liability position, which includes accrued interest but excludes any adjustment for nonperformance risk related to these agreements, was \$4.2 million. If the Company had breached any of these provisions at January 31, 2014, it could have been required to post full collateral or settle its obligations under the agreements at an estimated termination value of \$4.2 million. As of January 31, 2014, the Company had not breached any of these provisions or posted any collateral related to these agreements.

8. Commitments and contingencies

Leases

As of January 31, 2014, the Company was committed under operating lease agreements for most of its retail stores. Many of the Company's stores are subject to build-to-suit arrangements with landlords which typically carry a primary lease term of up to 15 years with multiple renewal options. The Company also has stores subject to shorter-term leases and many of these leases have renewal options. Certain of the Company's leased stores have provisions for contingent rentals based upon a specified percentage of defined sales volume.

The land and buildings of the Company's DCs in Fulton, Missouri and Indianola, Mississippi are subject to operating lease agreements and the leased Ardmore, Oklahoma DC is subject to a financing arrangement. The entities involved in the ownership structure underlying these leases meet the



DOLLAR GENERAL CORPORATION AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

8. Commitments and contingencies (Continued)

accounting definition of a Variable Interest Entity (“VIE”). The Company is not the primary beneficiary of these VIEs and, accordingly, has not included these entities in its consolidated financial statements. Certain leases contain restrictive covenants that, individually, are not material to the Company. As of January 31, 2014, the Company is not aware of any material violations of such covenants.

In January 2014, the Company sold 233 store locations for cash and concurrent with the sale transaction, the Company leased the properties back for a period of 15 years. The transaction resulted in cash proceeds of approximately \$281.6 million and a deferred gain of \$67.2 million which will be recognized as a reduction of rent expense over the 15-year initial lease term of the properties.

In January 1999, the Company sold its DC located in Ardmore, Oklahoma for cash and concurrent with the sale transaction, the Company leased the property back for a period of 23 years. The transaction is accounted for as a financing obligation rather than a sale as a result of, among other things, the lessor’s ability to put the property back to the Company under certain circumstances. The property and equipment, along with the related lease obligation associated with this transaction are recorded in the consolidated balance sheets. In August 2007, the Company purchased a secured promissory note (the “Ardmore Note”) from an unrelated third party with a face value of \$34.3 million at the date of purchase which approximated the remaining financing obligation. The Ardmore Note represents debt issued by the third party entity from which the Company leases the Ardmore DC and therefore the Company holds the debt instrument pertaining to its lease financing obligation. Because a legal right of offset exists, the Company is accounting for the Ardmore Note as a reduction of its outstanding financing obligation in its consolidated balance sheets.

Future minimum payments as of January 31, 2014 for operating leases are as follows:

<u>(In thousands)</u>	
2014	\$ 712,563
2015	665,193
2016	610,643
2017	554,413
2018	496,265
Thereafter	<u>2,699,755</u>
Total minimum payments	<u>\$5,738,832</u>

Total minimum payments for capital leases as of January 31, 2014 were \$8.7 million, with a present value of \$6.8 million at January 31, 2014. The gross amount of property and equipment recorded under capital leases and financing obligations at both January 31, 2014 and February 1, 2013, was \$29.8 million. Accumulated depreciation on property and equipment under capital leases and financing obligations at January 31, 2014 and February 1, 2013, was \$8.7 million and \$6.9 million, respectively.

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DOLLAR GENERAL CORPORATION AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

8. Commitments and contingencies (Continued)

Rent expense under all operating leases is as follows:

<u>(In thousands)</u>	<u>2013</u>	<u>2012</u>	<u>2011</u>
Minimum rentals(a)	\$674,849	\$599,138	\$525,486
Contingent rentals	12,058	15,150	16,856
	<u>\$686,907</u>	<u>\$614,288</u>	<u>\$542,342</u>

(a) Excludes amortization of leasehold interests of \$11.9 million, \$16.9 million and \$21.0 million included in rent expense for the years ended January 31, 2014, February 1, 2013, and February 3, 2012, respectively.

Legal proceedings

On August 7, 2006, a lawsuit entitled *Cynthia Richter, et al. v. Dolgenercorp, Inc., et al.* was filed in the United States District Court for the Northern District of Alabama (Case No. 7:06-cv-01537-LSC) (“Richter”) in which the plaintiff alleges that she and other current and former Dollar General store managers were improperly classified as exempt executive employees under the Fair Labor Standards Act (“FLSA”) and seeks to recover overtime pay, liquidated damages, and attorneys’ fees and costs. On August 15, 2006, the *Richter* plaintiff filed a motion in which she asked the court to certify a nationwide class of current and former store managers. The Company opposed the plaintiff’s motion. On March 23, 2007, the court conditionally certified a nationwide class. On December 2, 2009, notice was mailed to over 28,000 current or former Dollar General store managers. Approximately 3,950 individuals opted into the lawsuit, approximately 1,000 of whom have been dismissed for various reasons, including failure to cooperate in discovery.

On April 2, 2012, the Company moved to decertify the class. The plaintiff’s response to that motion was filed on May 9, 2012.

On October 22, 2012, the court entered a Memorandum Opinion granting the Company’s decertification motion. On December 19, 2012, the court entered an Order decertifying the matter and stating that a separate Order would be entered regarding the opt-in plaintiffs’ rights and Cynthia Richter’s individual claims. To date, the court has not entered such an Order.

The parties agreed to mediate the matter, and the court informally stayed the action pending the results of the mediation. Mediations were conducted in January, April and August 2013. On August 10, 2013, the parties reached a preliminary agreement, which has been formalized and submitted to the court for approval, to resolve the matter for up to \$8.5 million. The Company has deemed the settlement probable and recorded such amount as the estimated expense in the second quarter of 2013.

The Company believes that its store managers are and have been properly classified as exempt employees under the FLSA and that the *Richter* action is not appropriate for collective action treatment. The Company has obtained summary judgment in some, although not all, of its pending individual or single-plaintiff store manager exemption cases in which it has filed such a motion.

At this time, although probable, it is not certain that the court will approve the settlement. If it does not, and the case proceeds, it is not possible to predict whether *Richter* ultimately will be permitted to proceed collectively, and no assurances can be given that the Company will be successful



DOLLAR GENERAL CORPORATION AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

8. Commitments and contingencies (Continued)

in its defense of the action on the merits or otherwise. Similarly, at this time the Company cannot estimate either the size of any potential class or the value of the claims asserted if this action were to proceed. For these reasons, the Company is unable to estimate any potential loss or range of loss in such a scenario; however, if the Company is not successful in its defense efforts, the resolution of *Richter* could have a material adverse effect on the Company's consolidated financial statements as a whole.

On April 9, 2012, the Company was served with a lawsuit filed in the United States District Court for the Eastern District of Virginia entitled *Jonathan Marcum v. Dolgenercorp. Inc.* (Civil Action No. 3:12-cv-00108-JRS) in which the plaintiffs, one of whose conditional offer of employment was rescinded, allege that certain of the Company's background check procedures violate the Fair Credit Reporting Act ("FCRA"). Plaintiff Marcum also alleges defamation. According to the complaint and subsequently filed first and second amended complaints, the plaintiffs seek to represent a putative class of applicants in connection with their FCRA claims. The Company responded to the complaint and each of the amended complaints. The plaintiffs' certification motion was due to be filed on or before April 5, 2013; however, plaintiffs asked the court to stay all deadlines in light of the parties' ongoing settlement discussions (as more fully described below). On November 12, 2013, the court entered an order lifting the stay. The court has not issued a new scheduling order but has set a pre-trial conference for March 27, 2014.

The parties have engaged in formal settlement discussions on three occasions, once in January 2013 with a private mediator, and again in March 2013 and July 2013 with a federal magistrate. On February 18, 2014, the parties reached a preliminary agreement to resolve the matter for up to \$4.08 million, which must be submitted to and approved by the court. Based on this preliminary settlement agreement, the Company believes, but cannot guarantee, that the court will not proceed with the March 27, 2014, pre-trial conference.

The Company's Employment Practices Liability Insurance ("EPLI") carrier has been placed on notice of this matter and participated in both the formal and informal settlement discussions. The EPLI Policy covering this matter has a \$2 million self-insured retention. Because the Company believes that it was likely to expend the balance of its self-insured retention in settlement of this litigation or otherwise, it accrued \$1.8 million in the fourth quarter of 2012, an amount that is immaterial to the Company's consolidated financial statements as a whole.

At this time, although probable, it is not certain that the court will approve the settlement. If the court does not approve the settlement and the case proceeds, it is not possible to predict whether *Marcum* ultimately will be permitted to proceed as a class action under the FCRA, and no assurances can be given that the Company will be successful in the defense on the merits or otherwise. At this stage in the proceedings, the Company cannot estimate either the size of any potential class or the value of the claims asserted by the plaintiffs.

In September 2011, the Chicago Regional Office of the United States Equal Employment Opportunity Commission ("EEOC" or "Commission") notified the Company of a cause finding related to the Company's criminal background check policy. The cause finding alleges that Dollar General's criminal background check policy, which excludes from employment individuals with certain criminal convictions for specified periods, has a disparate impact on African-American candidates and employees in violation of Title VII of the Civil Rights Act of 1964, as amended ("Title VII").

DOLLAR GENERAL CORPORATION AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

8. Commitments and contingencies (Continued)

The Company and the EEOC engaged in the statutorily required conciliation process, and despite the Company's good faith efforts to resolve the matter, the Commission notified the Company on July 26, 2012 of its view that conciliation had failed.

On June 11, 2013, the EEOC filed a lawsuit in the United States District Court for the Northern District of Illinois entitled *Equal Opportunity Commission v. DolgenCorp, LLC d/b/a Dollar General* (Case No. 1:13-cv-04307) in which the Commission alleges that the Company's criminal background check policy has a disparate impact on "Black Applicants" in violation of Title VII and seeks to recover monetary damages and injunctive relief on behalf of a class of "Black Applicants." The Company filed its Answer to the Complaint on August 9, 2013.

On January 29, 2014, the court entered an order, which, among other things, bifurcates the issues of liability and damages during discovery and at trial. Under this order, fact discovery relating to liability is to be completed by September 15, 2014. A status conference is scheduled for June 17, 2014.

The Company believes that its criminal background check process is both lawful and necessary to a safe environment for its employees and customers and the protection of its assets and shareholders' investments. The Company also does not believe that this matter is amenable to class or similar treatment. However, at this time, it is not possible to predict whether the action will ultimately be permitted to proceed as a class or in a similar fashion or the size of any putative class. Likewise, at this time, it is not possible to estimate the value of the claims asserted, and, therefore, the Company cannot estimate the potential exposure or range of potential loss. If the matter were to proceed successfully as a class or similar action or the Company is unsuccessful in its defense efforts as to the merits of the action, it could have a material adverse effect on the Company's consolidated financial statements as a whole.

On May 23, 2013, a lawsuit entitled *Juan Varela v. Dolgen California and Does 1 through 50* (Case No. RIC 1306158) ("Varela") was filed in the Superior Court of the State of California for the County of Riverside in which the plaintiff alleges that he and other "key carriers" were not provided with meal and rest periods in violation of California law and seeks to recover alleged unpaid wages, injunctive relief, consequential damages, pre-judgment interest, statutory penalties and attorneys' fees and costs. The *Varela* plaintiff seeks to represent a putative class of California "key carriers" as to these claims. The *Varela* plaintiff also asserts a claim for unfair business practices and seeks to proceed under California's Private Attorney General Act ("PAGA").

The Company removed the action to the United States District Court for the Central District of California (Case No. 5:13-cv-01172VAP-SP) on July 1, 2013, and filed its Answer to the Complaint on July 1, 2013. On July 30, 2013, the plaintiff moved to remand the action to state court. The Company's response to that motion was filed on August 19, 2013.

On September 13, 2013, the court granted plaintiff's motion and remanded the case. The Company filed a Petition for Permission to Appeal to the United States Court of Appeals for the Ninth Circuit on September 23, 2013. The Petition for Permission to Appeal is pending.

A status conference has been scheduled by the Superior Court for July 23, 2014. The parties have agreed to informally stay discovery pending a decision by the Ninth Circuit on the Petition for Permission to Appeal.

DOLLAR GENERAL CORPORATION AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

8. Commitments and contingencies (Continued)

Similarly, on June 6, 2013, a lawsuit entitled *Victoria Lee Dinger Main v. Dolgen California, LLC and Does 1 through 100* (Case No. 34-2013-00146129) (“Main”) was filed in the Superior Court of the State of California for the County of Sacramento. The *Main* plaintiff alleges that she and other “key carriers” were not provided with meal and rest periods, accurate wage statements and appropriate pay upon termination in violation of California wage and hour laws and seeks to recover alleged unpaid wages, declaratory relief, restitution, statutory penalties and attorneys’ fees and costs. The *Main* plaintiff seeks to represent a putative class of California “key carriers” as to these claims. The *Main* plaintiff also asserts a claim for unfair business practices and seeks to proceed under the PAGA.

The Company removed this action to the United States District Court for the Eastern District of California (Case No. 2:13-cv-01637-MCE-KJN) on August 7, 2013, and filed its Answer to the Complaint on August 6, 2013. On August 29, 2013, the plaintiff moved to remand the action to state court. The Company’s response to that motion was filed on September 19, 2013. On October 28, 2013, the court granted plaintiff’s motion and remanded the case. The Company filed a Petition for Permission to Appeal to the United States Court of Appeals for the Ninth Circuit on November 7, 2013. The plaintiff filed its opposition brief on November 15, 2013. The Petition remains pending.

On February 6, 2014, the Superior Court referred the matter to the Trial Setting Process and ordered the parties to confer and agree upon a date for trial and a mandatory settlement conference. The parties are to advise the Court of the date agreed upon for a trial and settlement conference no later than January 30, 2015. If the parties are unable to agree upon a date by such time, the Court will assign the next available dates.

The Company believes that its policies and practices comply with California law and that the *Varela* and *Main* actions are not appropriate for class or similar treatment. The Company intends to vigorously defend these actions; however, at this time, it is not possible to predict whether the *Varela* or *Main* action ultimately will be permitted to proceed as a class, and no assurances can be given that the Company will be successful in its defense of either action on the merits or otherwise. Similarly, at this time the Company cannot estimate either the size of any potential class or the value of the claims asserted in the *Varela* and *Main* actions. For these reasons, the Company is unable to estimate any potential loss or range of loss in either matter; however, if the Company is not successful in its defense efforts, the resolution of either action could have a material adverse effect on the Company’s consolidated financial statements as a whole.

On May 31, 2013, a lawsuit entitled *Judith Wass v. Dolgen Corp, LLC* (Case No. 13PO-CC00039) (“Wass”) was filed in the Circuit Court of Polk County, Missouri. The *Wass* plaintiff seeks to proceed collectively on behalf of a nationwide class of similarly situated non-exempt store employees who allegedly were not properly paid for certain breaks in violation of the FLSA. The *Wass* plaintiff seeks back wages (including overtime), injunctive and declaratory relief, liquidated damages, pre- and post-judgment interest, and attorneys’ fees and costs.

On July 11, 2013, the Company removed this action to the United States District Court for the Western District of Missouri (Case No. 6:113-cv-03267-JFM). The Company filed its Answer on July 18, 2013. The plaintiff’s motion for conditional certification is due to be filed on or before March 28, 2014. The Company’s response is due to be filed on or before April 25, 2014.

Similarly, on July 2, 2013, a lawsuit entitled *Rachel Buttry and Jennifer Peters v. Dollar General Corp.* (Case no. 3:13-cv-00652) (“Buttry”) was filed in the United States District Court for the Middle

DOLLAR GENERAL CORPORATION AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

8. Commitments and contingencies (Continued)

District of Tennessee. The *Buttry* plaintiffs seek to proceed on a nationwide collective basis under the FLSA and as a statewide class under Tennessee law on behalf of non-exempt store employees who allegedly were not properly paid for certain breaks. The *Buttry* plaintiffs seek back wages (including overtime), injunctive and declaratory relief, liquidated damages, compensatory and economic damages, “consequential” and “incidental” damages, pre-judgment and post-judgment interest, and attorneys’ fees and costs.

The Company filed its Answer on August 7, 2013. The plaintiffs filed their motion for conditional certification of their FLSA on December 5, 2013. The Company filed its response to that motion on February 3, 2014. The court set a hearing on the plaintiffs’ motion for conditional certification of their FLSA claims on April 2, 2014.

The plaintiffs’ motion for certification of their statewide claims is due to be filed on or before September 22, 2014. The court has set this matter for trial on February 17, 2015.

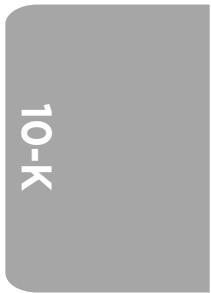
The Company believes that its wage and hour policies and practices comply with both the FLSA and state law, including Tennessee law, and that the *Wass and Buttry* actions are not appropriate for collective or class treatment. The Company intends to vigorously defend these actions; however, at this time, it is not possible to predict whether the *Wass or Buttry* action ultimately will be permitted to proceed collectively or as a class, and no assurances can be given that the Company will be successful in its defense of these actions on the merits or otherwise. Similarly, at this time the Company cannot estimate either the size of any potential class or the value of the claims asserted in the *Wass and Buttry* actions. For these reasons, the Company is unable to estimate any potential loss or range of loss in these matters; however, if the Company is not successful in its defense efforts, the resolution of one or more of these actions could have a material adverse effect on the Company’s consolidated financial statements as a whole.

On September 16, 2013, a lawsuit entitled *Lisa Kocmich v. DolgenCorp, LLC* (Case No. 2013CA005841AX) (“Kocmich”) was filed in the Circuit Court of Manatee County, Florida. The *Kocmich* plaintiff seeks to proceed on a nationwide collective basis under the FLSA on behalf of all similarly situated non-exempt store employees who allegedly were not paid for all hours worked (including overtime) as required by the FLSA. The *Kocmich* plaintiff seeks back wages, liquidated damages and attorneys’ fees and costs.

The Company removed this matter to the United States District Court for the Middle District of Florida (Case No. 8:13-cv-02705-RAL-MAP) on October 21, 2013. The Company filed its Answer on November 4, 2013.

The parties have reached an agreement to resolve the *Kocmich* matter for an amount that is immaterial to the Company’s consolidated financial statements as a whole.

On May 20, 2011, a lawsuit entitled *Winn-Dixie Stores, Inc., et al. v. Dolgencorp, LLC* was filed in the United States District Court for the Southern District of Florida (Case No. 9:11-cv-80601-DMM) (“Winn-Dixie”) in which the plaintiffs allege that the sale of food and other items in approximately 55 of the Company’s stores, each of which allegedly is or was at some time co-located in a shopping center with one of plaintiffs’ stores, violates restrictive covenants that plaintiffs contend are binding on the occupants of the shopping centers. Plaintiffs sought damages and an injunction limiting the sale of food and other items in those stores. Although plaintiffs did not make a demand for any specific amount of damages, documents prepared and produced by plaintiffs during discovery suggested that plaintiffs



DOLLAR GENERAL CORPORATION AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

8. Commitments and contingencies (Continued)

would seek as much as \$47 million although the court limited their ability to prove such damages. The case was consolidated with similar cases against Big Lots and Dollar Tree. The court issued an order on August 10, 2012 in which it (i) dismissed all claims for damages, (ii) dismissed claims for injunctive relief for all but four stores, and (iii) directed the Company to report to the court on its compliance with restrictive covenants at the four stores for which it did not dismiss the claims for injunctive relief. The Company believes that compliance with the August 2012 ruling will have no material adverse impact on the Company or its consolidated financial statements.

On August 28, 2012, plaintiffs filed a notice of appeal with the United States Court of Appeals for the Eleventh Circuit (Docket No. 12-14527-B). Oral argument was conducted on January 16, 2014, and the appellate court rendered its decision on March 5, 2014, affirming in part and reversing in part the trial court's decision. Specifically, the appellate court affirmed the trial court's dismissal of plaintiffs' claim for monetary damages but reversed the trial court's decision denying injunctive relief as to thirteen additional stores and remanded for further proceedings. At this time, the Company is unable to predict whether the trial court will enter an injunction as to any of the additional stores at issue; however, the Company does not believe that such an injunction, even if entered as to each remaining additional store at issue, would have a material adverse effect on the Company or its consolidated financial statements as a whole.

The Company also is unable to predict whether the plaintiffs will seek further appellate review of the trial court's dismissal of plaintiff's claim for damages. If plaintiffs were to obtain further appellate review, and the Company is unsuccessful in its defense of such appeal, the outcome could have a material adverse effect on the Company's consolidated financial statements as a whole.

From time to time, the Company is a party to various other legal actions involving claims incidental to the conduct of its business, including actions by employees, consumers, suppliers, government agencies, or others through private actions, class actions, administrative proceedings, regulatory actions or other litigation, including without limitation under federal and state employment laws and wage and hour laws. The Company believes, based upon information currently available, that such other litigation and claims, both individually and in the aggregate, will be resolved without a material adverse effect on the Company's financial statements as a whole. However, litigation involves an element of uncertainty. Future developments could cause these actions or claims to have a material adverse effect on the Company's results of operations, cash flows, or financial position. In addition, certain of these lawsuits, if decided adversely to the Company or settled by the Company, may result in liability material to the Company's financial position or may negatively affect operating results if changes to the Company's business operation are required.

9. Benefit plans

The Dollar General Corporation 401(k) Savings and Retirement Plan, which became effective on January 1, 1998, is a safe harbor defined contribution plan and is subject to the Employee Retirement and Income Security Act ("ERISA").

A participant's right to claim a distribution of his or her account balance is dependent on the plan, ERISA guidelines and Internal Revenue Service regulations. All active participants are fully vested in all contributions to the 401(k) plan. During 2013, 2012 and 2011, the Company expensed approximately \$13.0 million, \$11.9 million and \$10.9 million, respectively, for matching contributions.

DOLLAR GENERAL CORPORATION AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

9. Benefit plans (Continued)

The Company also has a nonqualified supplemental retirement plan (“SERP”) and compensation deferral plan (“CDP”), known as the Dollar General Corporation CDP/SERP Plan, for a select group of management and other key employees. The Company incurred compensation expense for these plans of approximately \$1.2 million, \$1.4 million and \$1.7 million in 2013, 2012 and 2011, respectively.

The CDP/SERP Plan assets are invested in accounts selected by the Company’s Compensation Committee or its delegate. These investments are classified as trading securities and the associated deferred compensation liability is reflected in the consolidated balance sheets as further discussed in Note 6.

10. Share-based payments

The Company accounts for share-based payments in accordance with applicable accounting standards, under which the fair value of each award is separately estimated and amortized into compensation expense over the service period. The fair value of the Company’s stock option grants are estimated on the grant date using the Black-Scholes-Merton valuation model. Forfeitures are estimated at the time of valuation and reduce expense ratably over the vesting period. The application of this valuation model involves assumptions that are judgmental and highly sensitive in the determination of compensation expense.

On July 6, 2007, the Company’s Board of Directors adopted the 2007 Stock Incentive Plan for Key Employees, which plan was subsequently amended (as so amended, the “Plan”). The Plan allows the granting of stock options, stock appreciation rights, and other stock-based awards or dividend equivalent rights to key employees, directors, consultants or other persons having a service relationship with the Company, its subsidiaries and certain of its affiliates. The number of shares of Company common stock authorized for grant under the Plan is 31,142,858. As of January 31, 2014, 19,871,333 of such shares are available for future grants.

Through May 2011, a significant majority of the Company’s share-based awards were stock options that vest solely upon the continued employment of the recipient (“MSA Time Options”) and options that vest upon the achievement of predetermined annual or cumulative financial-based targets (“MSA Performance Options”). MSA Time and MSA Performance Options generally vest ratably on an annual basis over a period of approximately five years, with limited exceptions.

Both the MSA Time Options and the MSA Performance Options are subject to various provisions set forth in a management stockholder’s agreement (“MSA”) entered into with each option holder. The MSA contains certain put and call rights and other provisions pertaining to both the option holder and the Company which may, in certain scenarios, affect the holder’s ability to sell or realize market value for these instruments and any shares acquired thereunder.

Assuming specified financial targets are met, the MSA Performance Options vest as of the Company’s fiscal year end, and as a result the initial and final tranche of each MSA Performance Option grant may be prorated based upon the date of grant. In the event the performance target is not achieved in any given annual performance period, the MSA Performance Options for that period may still subsequently vest, provided that a cumulative performance target is achieved. The MSA Time Options and MSA Performance Options have a contractual term of 10 years and an exercise price equal to the fair value of the underlying common stock on the date of grant.

DOLLAR GENERAL CORPORATION AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

10. Share-based payments (Continued)

The Company has also issued share-based awards that are not subject to an MSA. These awards have generally been in the form of stock options, restricted stock units and performance share units. Stock options granted to employees and board members generally vest ratably on an annual basis over a four-year and three-year period, respectively. Restricted stock units generally vest ratably over a three-year period. Performance share units generally vest ratably over a three-year period, provided that certain minimum performance criteria are met in the year of grant. With limited exceptions, the performance share unit and restricted stock unit awards are automatically converted into shares of common stock on the vesting date.

The weighted average for key assumptions used in determining the fair value of all stock options granted in the years ended January 31, 2014, February 1, 2013, and February 3, 2012, and a summary of the methodology applied to develop each assumption, are as follows:

	<u>January 31, 2014</u>	<u>February 1, 2013</u>	<u>February 3, 2012</u>
Expected dividend yield	0%	0%	0%
Expected stock price volatility	26.2%	26.8%	38.7%
Weighted average risk-free interest rate	1.2%	1.5%	2.3%
Expected term of options (years)	6.3	6.3	6.8

Expected dividend yield—This is an estimate of the expected dividend yield on the Company's stock. An increase in the dividend yield will decrease compensation expense.

Expected stock price volatility—This is a measure of the amount by which the price of the Company's common stock has fluctuated or is expected to fluctuate. For awards issued under the Plan through October 2011, the expected volatilities were based upon the historical volatilities of a peer group of companies deemed to be comparable. Beginning in November 2011, the expected volatilities for awards are based on the historical volatility of the Company's publicly traded common stock. An increase in the expected volatility will increase compensation expense.

Weighted average risk-free interest rate—This is the U.S. Treasury rate for the week of the grant having a term approximating the expected life of the option. An increase in the risk-free interest rate will increase compensation expense.

Expected term of options—This is the period of time over which the options granted are expected to remain outstanding. The Company has estimated the expected term as the mid-point between the vesting date and the contractual term of the option. An increase in the expected term will increase compensation expense.

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DOLLAR GENERAL CORPORATION AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

10. Share-based payments (Continued)

A summary of MSA Time Options activity during the year ended January 31, 2014 is as follows:

<u>(Intrinsic value amounts reflected in thousands)</u>	<u>Options Issued</u>	<u>Average Exercise Price</u>	<u>Remaining Contractual Term in Years</u>	<u>Intrinsic Value</u>
Balance, February 1, 2013	1,350,642	\$13.69		
Granted	—	—		
Exercised	(871,037)	11.11		
Canceled	(15,042)	25.17		
Balance, January 31, 2014	<u>464,563</u>	<u>\$18.15</u>	<u>5.6</u>	<u>\$17,730</u>
Exercisable at January 31, 2014	<u>292,807</u>	<u>\$15.43</u>	<u>5.3</u>	<u>\$11,973</u>

The weighted average grant date fair value of MSA Time Options granted during 2011 was \$13.47. The intrinsic value of MSA Time Options exercised during 2013, 2012 and 2011 was \$39.4 million, \$117.3 million and \$41.4 million, respectively.

A summary of MSA Performance Options activity during the year ended January 31, 2014 is as follows:

<u>(Intrinsic value amounts reflected in thousands)</u>	<u>Options Issued</u>	<u>Average Exercise Price</u>	<u>Remaining Contractual Term in Years</u>	<u>Intrinsic Value</u>
Balance, February 1, 2013	1,264,826	\$13.96		
Granted	—	—		
Exercised	(868,441)	11.28		
Canceled	(20,076)	22.69		
Balance, January 31, 2014	<u>376,309</u>	<u>\$19.68</u>	<u>5.8</u>	<u>\$13,790</u>
Exercisable at January 31, 2014	<u>336,716</u>	<u>\$18.56</u>	<u>5.7</u>	<u>\$12,714</u>

The weighted average grant date fair value of MSA Performance Options granted during 2011 was \$13.47. The intrinsic value of MSA Performance Options exercised during 2013, 2012 and 2011 was \$39.1 million, \$106.4 million and \$41.8 million, respectively.

A summary of the Company's other stock option activity during the year ended January 31, 2014 is as follows:

<u>(Intrinsic value amounts reflected in thousands)</u>	<u>Options Issued</u>	<u>Average Exercise Price</u>	<u>Remaining Contractual Term in Years</u>	<u>Intrinsic Value</u>
Balance, February 1, 2013	1,211,771	\$42.77		
Granted	875,269	48.80		
Exercised	(53,813)	41.51		
Canceled	(192,685)	46.69		
Balance, January 31, 2014	<u>1,840,542</u>	<u>\$45.26</u>	<u>8.5</u>	<u>\$20,356</u>
Exercisable at January 31, 2014	<u>369,424</u>	<u>\$38.51</u>	<u>7.4</u>	<u>\$ 6,580</u>

DOLLAR GENERAL CORPORATION AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

10. Share-based payments (Continued)

The weighted average grant date fair value of other options granted was \$13.86, \$13.54 and \$13.14 during 2013, 2012 and 2011, respectively. The intrinsic value of other options exercised during 2013, 2012, and 2011 was \$0.8 million, \$0.3 million and \$1.6 million, respectively.

The number of performance share unit awards earned is based upon the Company's annual financial performance in the year of grant as specified in the award agreement. A summary of performance share unit award activity during the year ended January 31, 2014 is as follows:

<u>(Intrinsic value amounts reflected in thousands)</u>	<u>Units Issued</u>	<u>Intrinsic Value</u>
Balance, February 1, 2013	162,688	
Granted	72,846	
Converted to common stock	(54,973)	
Canceled	(21,142)	
Balance, January 31, 2014	<u>159,419</u>	<u>\$8,978</u>

The weighted average grant date fair value of performance share units granted was \$48.11 and \$45.25 during 2013 and 2012, respectively. No performance share units were granted during 2011.

A summary of restricted stock unit award activity during the year ended January 31, 2014 is as follows:

<u>(Intrinsic value amounts reflected in thousands)</u>	<u>Units Issued</u>	<u>Intrinsic Value</u>
Balance, February 1, 2013	288,927	
Granted	509,440	
Converted to common stock	(98,063)	
Canceled	(83,777)	
Balance, January 31, 2014	<u>616,527</u>	<u>\$34,723</u>

The weighted average grant date fair value of restricted stock units granted was \$48.20, \$45.33 and \$33.16 during 2013, 2012 and 2011, respectively.

In March 2012, the Company issued a performance-based award of 326,037 shares of restricted stock to its Chairman and Chief Executive Officer. This restricted stock award had a fair value on the grant date of \$45.25 per share and may vest in the future if certain specified earnings per share targets for fiscal years 2014 and 2015 are achieved.

The Company currently believes that the performance targets related to the unvested MSA Performance Options and restricted stock will be achieved. If such goals are not met, and no event occurs which would result in the acceleration of vesting of these awards as specified in the underlying agreements, future compensation cost relating to these unvested awards will not be recognized.

At January 31, 2014, the total unrecognized compensation cost related to nonvested stock-based awards was \$53.5 million with an expected weighted average expense recognition period of 1.5 years.

In October 2007, the Company's Board of Directors adopted an Equity Appreciation Rights Plan, which plan was later amended and restated (as amended and restated, the "Rights Plan"). The Rights

DOLLAR GENERAL CORPORATION AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

10. Share-based payments (Continued)

Plan provides for the granting of equity appreciation rights to nonexecutive managerial employees. During 2011, 818,847 equity appreciation rights were granted, 768,561 of such rights vested, primarily in conjunction with the Company's December 2011 stock offering and 50,286 of such rights were cancelled. No such rights are outstanding as of January 31, 2014.

The fair value method of accounting for share-based awards resulted in share-based compensation expense (a component of SG&A expenses) and a corresponding reduction in net income before income taxes as follows:

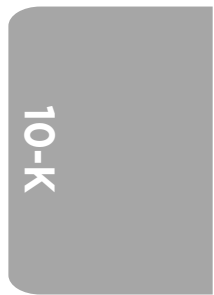
<u>(In thousands)</u>	<u>Stock Options</u>	<u>Performance Share Units</u>	<u>Restricted Stock Units</u>	<u>Equity Appreciation Rights</u>	<u>Total</u>
Year ended January 31, 2014					
Pre-tax	\$ 7,634	\$3,448	\$9,879	\$ —	\$20,961
Net of tax	\$ 4,649	\$2,100	\$6,016	\$ —	\$12,765
Year ended February 1, 2013					
Pre-tax	\$14,078	\$4,082	\$3,504	\$ —	\$21,664
Net of tax	\$ 8,578	\$2,487	\$2,135	\$ —	\$13,200
Year ended February 3, 2012					
Pre-tax	\$15,121	\$ —	\$ 129	\$8,731	\$23,981
Net of tax	\$ 9,208	\$ —	\$ 79	\$5,317	\$14,604

11. Related party transactions

From time to time the Company has conducted business with entities deemed to be related parties under U.S. GAAP, including Kohlberg Kravis Roberts & Co. L.P. or "KKR" and Goldman, Sachs & Co. For purposes of this disclosure, reference to these entities includes their respective affiliates. In recent years, KKR and Goldman Sachs & Co. owned a significant percentage of the Company's common stock, and collectively held three seats on the Company's Board of Directors. As of January 31, 2014, KKR and Goldman, Sachs & Co. have liquidated their investment in the Company's common stock and no one directly employed by either KKR or Goldman, Sachs & Co. remained on the Company's Board of Directors.

KKR and Goldman, Sachs & Co. served in various capacities related to the amendments and refinancing of the Company's debt discussed in further detail in Note 5. In connection with these efforts in 2013 and 2012, the Company paid KKR fees of \$0.7 million and \$1.6 million, respectively, and paid Goldman, Sachs & Co. fees of \$2.2 million and \$1.7 million, respectively.

KKR and Goldman, Sachs & Co. served as underwriters in connection with multiple secondary offerings of the Company's common stock held by certain existing shareholders that were executed at various dates in 2013, 2012 and 2011. The Company did not sell shares of common stock, receive proceeds from such shareholders' sales of shares of common stock or pay any underwriting fees in connection with any of the secondary offerings. Certain members of the Company's management exercised registration rights in connection with such offerings.



DOLLAR GENERAL CORPORATION AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

12. Segment reporting

The Company manages its business on the basis of one reportable segment. See Note 1 for a brief description of the Company's business. As of January 31, 2014, all of the Company's operations were located within the United States with the exception of a Hong Kong subsidiary, and a liaison office in India, the collective assets and revenues of which are not material. The following net sales data is presented in accordance with accounting standards related to disclosures about segments of an enterprise.

<u>(In thousands)</u>	<u>2013</u>	<u>2012</u>	<u>2011</u>
Classes of similar products:			
Consumables	\$13,161,825	\$11,844,846	\$10,833,735
Seasonal	2,259,516	2,172,399	2,051,098
Home products	1,115,648	1,061,573	1,005,219
Apparel	967,178	943,310	917,136
Net sales	<u>\$17,504,167</u>	<u>\$16,022,128</u>	<u>\$14,807,188</u>

13. Common stock transactions

On August 29, 2012, the Company's Board of Directors authorized a common stock repurchase program, which was increased on March 19, 2013 and again on December 4, 2013. As of January 31, 2014, a total of \$2.0 billion had been authorized under the program and \$1.02 billion remained available for repurchase. The repurchase authorization has no expiration date and allows repurchases from time to time in the open market or in privately negotiated transactions. The timing and number of shares purchased depends on a variety of factors, such as price, market conditions, compliance with the covenants and restrictions under our debt agreements and other factors. Repurchases under the program may be funded from available cash or borrowings under the Company's credit facilities discussed in further detail in Note 5.

During the years ended January 31, 2014, February 1, 2013, and February 3, 2012, the Company repurchased approximately 11.0 million shares of its common stock at a total cost of \$620.1 million, approximately 14.4 million shares at a total cost of \$671.4 million, and approximately 4.9 million shares of its common stock at a total cost of \$185.0 million, respectively, pursuant to its common stock repurchase programs.

DOLLAR GENERAL CORPORATION AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

14. Quarterly financial data (unaudited)

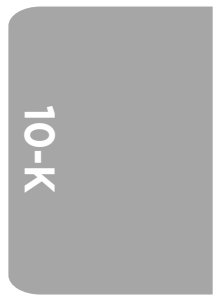
The following is selected unaudited quarterly financial data for the fiscal years ended January 31, 2014 and February 1, 2013. Each quarterly period listed below was a 13-week accounting period. The sum of the four quarters for any given year may not equal annual totals due to rounding.

<u>(In thousands)</u>	<u>First Quarter</u>	<u>Second Quarter</u>	<u>Third Quarter</u>	<u>Fourth Quarter</u>
2013:				
Net sales	\$4,233,733	\$4,394,651	\$4,381,838	\$4,493,945
Gross profit	1,295,148	1,377,290	1,328,493	1,434,811
Operating profit	395,000	412,822	390,241	538,122
Net income	220,083	245,475	237,385	322,173
Basic earnings per share	0.67	0.76	0.74	1.01
Diluted earnings per share	0.67	0.75	0.74	1.01
<u>(In thousands)</u>	<u>First Quarter</u>	<u>Second Quarter</u>	<u>Third Quarter</u>	<u>Fourth Quarter</u>
2012:				
Net sales	\$3,901,205	\$3,948,655	\$3,964,647	\$4,207,621
Gross profit	1,228,256	1,263,223	1,226,123	1,367,799
Operating profit	384,324	387,214	361,389	522,349
Net income	213,415	214,140	207,685	317,422
Basic earnings per share	0.64	0.64	0.62	0.97
Diluted earnings per share	0.63	0.64	0.62	0.97

As discussed in Note 5, in the first quarter of 2013, the Company terminated its senior secured credit facilities, resulting in a pretax loss of \$18.9 million (\$11.5 million net of tax, or \$0.04 per diluted share) which was recognized as Other (income) expense.

As discussed in Note 8, in the second quarter of 2013, the Company recorded expenses associated with an agreement to settle a legal matter, resulting in a pretax loss of \$8.5 million (\$5.2 million net of tax, or \$0.02 per diluted share) which was recognized as Selling, general and administrative expense.

As discussed in Note 5, in the second quarter of 2012, the Company redeemed its outstanding senior subordinated notes due 2017, resulting in a pretax loss of \$29.0 million (\$17.7 million net of tax, or \$0.05 per diluted share) which was recognized as Other (income) expense.



ITEM 9. CHANGES IN AND DISAGREEMENTS WITH ACCOUNTANTS ON ACCOUNTING AND FINANCIAL DISCLOSURE

Not applicable.

ITEM 9A. CONTROLS AND PROCEDURES

(a) *Disclosure Controls and Procedures.* Under the supervision and with the participation of our management, including our principal executive officer and principal financial officer, we conducted an evaluation of our disclosure controls and procedures, as such term is defined under Rule 13a-15(e) or 15d-15(e) promulgated under the Securities Exchange Act of 1934, as amended (the “Exchange Act”). Based on this evaluation, our principal executive officer and our principal financial officer concluded that our disclosure controls and procedures were effective as of the end of the period covered by this report.

(b) *Management’s Annual Report on Internal Control Over Financial Reporting.* Our management prepared and is responsible for the consolidated financial statements and all related financial information contained in this report. This responsibility includes establishing and maintaining adequate internal control over financial reporting as defined in Rule 13a-15(f) or 15d-15(f) under the Exchange Act. Our internal control over financial reporting is designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with United States generally accepted accounting principles.

To comply with the requirements of Section 404 of the Sarbanes-Oxley Act of 2002, management designed and implemented a structured and comprehensive assessment process to evaluate the effectiveness of its internal control over financial reporting. Such assessment was based on criteria established in *Internal Control—Integrated Framework* (1992 Framework) issued by the Committee of Sponsoring Organizations of the Treadway Commission. Because of its inherent limitations, a system of internal control over financial reporting can provide only reasonable assurance and may not prevent or detect misstatements. Management regularly monitors our internal control over financial reporting, and actions are taken to correct any deficiencies as they are identified. Based on its assessment, management has concluded that our internal control over financial reporting is effective as of January 31, 2014.

Ernst & Young LLP, the independent registered public accounting firm that audited our consolidated financial statements, has issued an attestation report on management’s assessment of our internal control over financial reporting. Such attestation report is contained below.

(c) *Attestation Report of Independent Registered Public Accounting Firm.*

Report of Independent Registered Public Accounting Firm

The Board of Directors and Shareholders of
Dollar General Corporation

We have audited Dollar General Corporation and subsidiaries' internal control over financial reporting as of January 31, 2014, based on criteria established in Internal Control—Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (1992 framework) (the COSO criteria). Dollar General Corporation and subsidiaries' management is responsible for maintaining effective internal control over financial reporting, and for its assessment of the effectiveness of internal control over financial reporting included in the accompanying Management's Annual Report on Internal Control Over Financial Reporting. Our responsibility is to express an opinion on the company's internal control over financial reporting based on our audit.

We conducted our audit in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether effective internal control over financial reporting was maintained in all material respects. Our audit included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, testing and evaluating the design and operating effectiveness of internal control based on the assessed risk, and performing such other procedures as we considered necessary in the circumstances. We believe that our audit provides a reasonable basis for our opinion.

A company's internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use or disposition of the company's assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

In our opinion, Dollar General Corporation and subsidiaries maintained, in all material respects, effective internal control over financial reporting as of January 31, 2014, based on the COSO criteria.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), the consolidated balance sheets of Dollar General Corporation and subsidiaries as of January 31, 2014 and February 1, 2013, and the related consolidated statements of income, comprehensive income, shareholders' equity, and cash flows for each of the three years in the period ended January 31, 2014, of Dollar General Corporation and subsidiaries and our report dated March 20, 2014 expressed an unqualified opinion thereon.

/s/ Ernst & Young LLP

Nashville, Tennessee
March 20, 2014

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(d) *Changes in Internal Control Over Financial Reporting.* There have been no changes during the quarter ended January 31, 2014 in our internal control over financial reporting (as defined in Exchange Act Rule 13a-15(f)) that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

ITEM 9B. OTHER INFORMATION

On March 18, 2014, each of Messrs. Dreiling, Vasos, Tehle, Flanigan and Ravener entered into an amendment to his existing employment agreement (each, an “Amendment to Employment Agreement”) with the Company to (1) eliminate the right to receive a gross-up payment on any excise tax imposed under Section 280G of the Internal Revenue Code of 1986, as amended; and (2) provide for capped payments (taking into consideration all payments covered by Section 280G of the Internal Revenue Code) of \$1 less than the amount that would trigger the excise tax under Section 280G of the Internal Revenue Code unless the relevant officer’s after-tax benefit would be at least \$50,000 more than it would be without the payments being capped, in which case, the payments will not be capped (with the officer, not the Company paying the excise tax). Each officer, other than Mr. Dreiling, will only have the right to such uncapped payments if such officer signs a release of claims against the Company in the form attached to his employment agreement.

Except as described herein, all other terms of such officers’ existing employment agreements with the Company and other previously disclosed compensatory arrangements remain in full force and effect.

The foregoing description of each Amendment to Employment Agreement is not a complete summary of the terms of each such document, and reference is made to the complete text of each such document attached hereto as Exhibits 10.26, 10.32, 10.34, 10.39 and 10.45 and incorporated by reference herein.

PART III

ITEM 10. DIRECTORS, EXECUTIVE OFFICERS AND CORPORATE GOVERNANCE

(a) *Information Regarding Directors and Executive Officers.* The information required by this Item 10 regarding our directors and director nominees is contained under the captions “Who are the nominees this year,” “What are the backgrounds of this year’s nominees,” “Are there any familial relationships between any of the nominees,” “How are directors identified and nominated,” and “What particular experience, qualifications, attributes or skills led the Board of Directors to conclude that each nominee should serve as a director of Dollar General,” all under the heading “Proposal 1: Election of Directors” in our definitive Proxy Statement to be filed for our Annual Meeting of Shareholders to be held on May 29, 2014 (the “2014 Proxy Statement”), which information under such captions is incorporated herein by reference. Information required by this Item 10 regarding our executive officers is contained in Part I of this Form 10-K under the caption “Executive Officers of the Registrant,” which information under such caption is incorporated herein by reference.

(b) *Compliance with Section 16(a) of the Exchange Act.* Information required by this Item 10 regarding compliance with Section 16(a) of the Exchange Act is contained under the caption “Section 16(a) Beneficial Ownership Reporting Compliance” in the 2014 Proxy Statement, which information under such caption is incorporated herein by reference.

(c) *Code of Business Conduct and Ethics.* We have adopted a Code of Business Conduct and Ethics that applies to all of our employees, officers and Board members. This Code is posted on the Investor Information section of our Internet website at www.dollargeneral.com. If we choose to no longer post such Code, we will provide a free copy to any person upon written request to Dollar General Corporation, c/o Investor Relations Department, 100 Mission Ridge, Goodlettsville, TN 37072. We intend to provide any required disclosure of an amendment to or waiver from the Code of Business Conduct and Ethics that applies to our principal executive officer, principal financial officer, principal accounting officer or controller, or persons performing similar functions, on our Internet website located at www.dollargeneral.com promptly following the amendment or waiver. We may elect to disclose any such amendment or waiver in a report on Form 8-K filed with the SEC either in addition to or in lieu of the website disclosure. The information contained on or connected to our Internet website is not incorporated by reference into this Form 10-K and should not be considered part of this or any other report that we file with or furnish to the SEC.

(d) *Procedures for Shareholders to Nominate Directors.* There have been no material changes to the procedures by which security holders may recommend nominees to the registrant’s Board of Directors.

(e) *Audit Committee Information.* Information required by this Item 10 regarding our audit committee and our audit committee financial experts is contained under the captions “Corporate Governance—Does the Board have standing Audit, Compensation and Nominating Committees” and “—Does Dollar General have an audit committee financial expert serving on its Audit Committee” in the 2014 Proxy Statement, which information under such captions is incorporated herein by reference.

ITEM 11. EXECUTIVE COMPENSATION

The information required by this Item 11 regarding director and executive officer compensation, the Compensation Committee Report, the risks arising from our compensation policies and practices for employees, and compensation committee interlocks and insider participation is contained under the captions “Director Compensation” and “Executive Compensation” in the 2014 Proxy Statement, which information under such captions is incorporated herein by reference.

ITEM 12. SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT AND RELATED STOCKHOLDER MATTERS

(a) *Equity Compensation Plan Information.* The following table sets forth information about securities authorized for issuance under our compensation plans (including individual compensation arrangements) as of January 31, 2014:

Plan category	Number of securities to be issued upon exercise of outstanding options, warrants and rights (a)	Weighted-average exercise price of outstanding options, warrants and rights (b)	Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in column (a)) (c)
Equity compensation plans approved by security holders(1)	3,521,872	\$36.97	19,871,333
Equity compensation plans not approved by security holders	—	—	—
Total(1)	3,521,872	\$36.97	19,871,333

(1) Column (a) consists of shares of common stock issuable upon exercise of outstanding options and upon vesting and payment of share units under the Amended and Restated 2007 Stock Incentive Plan. Share units are settled for shares of common stock on a one-for-one basis and have no exercise price. Accordingly, those units have been excluded for purposes of computing the weighted-average exercise price in column (b). Column (c) consists of shares reserved for issuance pursuant to the Amended and Restated 2007 Stock Incentive Plan, whether in the form of stock, restricted stock, share units, or other share-based awards or upon the exercise of an option or right.

(b) *Other Information.* The information required by this Item 12 regarding security ownership of certain beneficial owners and our management is contained under the caption “Security Ownership” in the 2014 Proxy Statement, which information under such caption is incorporated herein by reference.

ITEM 13. CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS, AND DIRECTOR INDEPENDENCE

The information required by this Item 13 regarding certain relationships and related transactions is contained under the caption “Transactions with Management and Others” in the 2014 Proxy Statement, which information under such caption is incorporated herein by reference.

The information required by this Item 13 regarding director independence is contained under the caption “Director Independence” in the 2014 Proxy Statement, which information under such caption is incorporated herein by reference.

ITEM 14. PRINCIPAL ACCOUNTING FEES AND SERVICES

The information required by this Item 14 regarding fees we paid to our principal accountant and the pre-approval policies and procedures established by the Audit Committee of our Board of Directors is contained under the caption “Fees Paid to Auditors” in the 2014 Proxy Statement, which information under such caption is incorporated herein by reference.

PART IV

ITEM 15. EXHIBITS AND FINANCIAL STATEMENT SCHEDULES

- (a) Report of Independent Registered Public Accounting Firm
 - Consolidated Balance Sheets
 - Consolidated Statements of Income
 - Consolidated Statements of Comprehensive Income
 - Consolidated Statements of Shareholders' Equity
 - Consolidated Statements of Cash Flows
 - Notes to Consolidated Financial Statements
- (b) All schedules for which provision is made in the applicable accounting regulations of the SEC are not required under the related instructions, are inapplicable or the information is included in the Consolidated Financial Statements and, therefore, have been omitted.
- (c) Exhibits: See Exhibit Index immediately following the signature pages hereto, which Exhibit Index is incorporated by reference as if fully set forth herein.

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<u>Name</u>	<u>Title</u>	<u>Date</u>
<u>/s/ WILLIAM C. RHODES, III</u> WILLIAM C. RHODES, III	Director	March 20, 2014
<u>/s/ DAVID B. RICKARD</u> DAVID B. RICKARD	Director	March 20, 2014

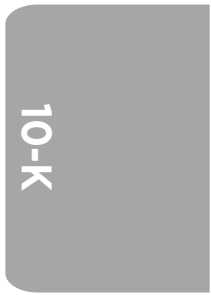


EXHIBIT INDEX

- 3.1 Amended and Restated Charter of Dollar General Corporation (complete copy as amended for SEC filing purposes only) (incorporated by reference to Exhibit 3.1 to Dollar General Corporation's Quarterly Report on Form 10-Q for the quarter ended May 3, 2013, filed with the SEC on June 4, 2013 (file no. 001-11421))
- 3.2 Amended and Restated Bylaws of Dollar General Corporation (incorporated by reference to Exhibit 3.2 to Dollar General Corporation's Current Report on Form 8-K dated November 18, 2009, filed with the SEC on November 18, 2009 (file no. 001-11421))
- 4.1 Form of Stock Certificate for Common Stock (incorporated by reference to Exhibit 4.1 to Dollar General Corporation's Registration Statement on Form S-1 (file no. 333-161464))
- 4.2 Form of 4.125% Senior Notes due 2017 (included in Exhibit 4.5)
- 4.3 Indenture, dated as of July 12, 2012, between Dollar General Corporation and U.S. Bank National Association, as trustee (incorporated by reference to Exhibit 4.1 to Dollar General Corporation's Form 8-K dated July 12, 2012, filed with the SEC on July 17, 2012 (file no. 001-11421))
- 4.4 First Supplemental Indenture, dated as of July 12, 2012, among Dollar General Corporation, the subsidiary guarantors named therein, and U.S. Bank National Association, as trustee (incorporated by reference to Exhibit 4.2 to Dollar General Corporation's Form 8-K dated July 12, 2012, filed with the SEC on July 17, 2012 (file no. 001-11421))
- 4.5 Third Supplemental Indenture, dated as of April 11, 2013, between Dollar General Corporation and U.S. Bank National Association, as trustee (incorporated by reference to Exhibit 4.1 to Dollar General Corporation's Current Report on Form 8-K dated April 8, 2013 and filed with the SEC on April 11, 2013 (file no. 001-11421))
- 4.6 Fourth Supplemental Indenture, dated as of April 11, 2013, between Dollar General Corporation and U.S. Bank National Association, as trustee (incorporated by reference to Exhibit 4.2 to Dollar General Corporation's Current Report on Form 8-K dated April 8, 2013 and filed with the SEC on April 11, 2013 (file no. 001-11421))
- 4.7 Credit Agreement, dated as of April 11, 2013, among Dollar General Corporation, as borrower, Citibank, N.A., as administrative agent, and the other credit parties and lenders party thereto (incorporated by reference to Exhibit 4.3 to Dollar General Corporation's Current Report on Form 8-K dated April 8, 2013 and filed with the SEC on April 11, 2013 (file no. 001-11421))
- 10.1 Amended and Restated 2007 Stock Incentive Plan for Key Employees of Dollar General Corporation and its affiliates (effective June 1, 2012) (incorporated by reference to Appendix A to Dollar General Corporation's Definitive Proxy Statement filed with the SEC on April 5, 2012 (file no. 001-11421))*
- 10.2 Form of Stock Option Agreement between Dollar General Corporation and certain officers of Dollar General Corporation granting stock options pursuant to the 2007 Stock Incentive Plan (incorporated by reference to Exhibit 10.2 to Dollar General Corporation's Registration Statement on Form S-4 (file no. 333-148320))*

- 10.3 Form of Stock Option Agreement, adopted on May 24, 2011, for Stock Option Grants to Certain Newly Hired and Promoted Employees under the Amended and Restated 2007 Stock Incentive Plan for Key Employees of Dollar General Corporation and its Affiliates (incorporated by reference to Exhibit 10.2 to Dollar General Corporation’s Form 10-Q for the fiscal quarter ended April 29, 2011, filed with the SEC on June 1, 2011 (file no. 001-11421))*
- 10.4 Form of Stock Option Award Agreement in connection with grants made to certain employees of Dollar General Corporation pursuant to the Amended and Restated 2007 Stock Incentive Plan (approved March 20, 2012) (incorporated by reference to Exhibit 10.1 to Dollar General Corporation’s Current Report on Form 8-K dated March 20, 2012, filed with the SEC on March 26, 2012 (file no. 001-11421))*
- 10.5 Form of Performance Share Unit Award Agreement in connection with grants made to certain employees of Dollar General Corporation pursuant to the Amended and Restated 2007 Stock Incentive Plan (approved March 20, 2012) (incorporated by reference to Exhibit 10.2 to Dollar General Corporation’s Current Report on Form 8-K dated March 20, 2012, filed with the SEC on March 26, 2012 (file no. 001-11421))*
- 10.6 Form of Restricted Stock Unit Award Agreement in connection with grants made to certain employees of Dollar General Corporation pursuant to the Amended and Restated 2007 Stock Incentive Plan (approved March 20, 2012) (incorporated by reference to Exhibit 10.3 to Dollar General Corporation’s Current Report on Form 8-K dated March 20, 2012, filed with the SEC on March 26, 2012 (file no. 001-11421))*
- 10.7 Restricted Stock Award Agreement, dated March 20, 2012, between Dollar General Corporation and Richard Dreiling (incorporated by reference to Exhibit 10.4 to Dollar General Corporation’s Current Report on Form 8-K dated March 20, 2012, filed with the SEC on March 26, 2012 (file no. 001-11421))*
- 10.8 Waiver of Certain Limitations Pertaining to Options Previously Granted under the Amended and Restated 2007 Stock Incentive Plan, effective August 26, 2010 (incorporated by reference to Exhibit 10.2 to Dollar General Corporation’s Quarterly Report on Form 10-Q for the fiscal quarter ended July 30, 2010, filed with the SEC on August 31, 2010 (file no. 001-11421))*
- 10.9 Waiver of Transfer Restrictions dated February 1, 2013 (incorporated by reference to Exhibit 99 to Dollar General Corporation’s Current Report on Form 8-K dated February 1, 2013, filed with the SEC on February 5, 2013 (file no. 001-11421))*
- 10.10 Form of Management Stockholder’s Agreement among Dollar General Corporation, Buck Holdings, L.P. and certain officers of Dollar General Corporation (incorporated by reference to Exhibit 10.4 to Dollar General Corporation’s Registration Statement on Form S-4 (file no. 333-148320))*
- 10.11 Amendment to Management Stockholder’s Agreement among Dollar General Corporation, Buck Holdings, L.P. and key employees of Dollar General Corporation (July 2007 grant group) (incorporated by reference to Exhibit 10.2 to Dollar General Corporation’s Quarterly Report on Form 10-Q for the fiscal quarter ended October 30, 2009, filed with the SEC on December 12, 2009 (file no. 001-11421))*

- 10.12 Amendment to Management Stockholder's Agreement among Dollar General Corporation, Buck Holdings, L.P. and key employees of Dollar General Corporation (post-July 2007 grant group) (incorporated by reference to Exhibit 10.3 to Dollar General Corporation's Quarterly Report on Form 10-Q for the fiscal quarter ended October 30, 2009, filed with the SEC on December 12, 2009 (file no. 001-11421))*
- 10.13 Second Amendment to Management Stockholder's Agreements, effective June 3, 2010 (incorporated by reference to Exhibit 10.4 to Dollar General Corporation's Quarterly Report on Form 10-Q for the fiscal quarter ended April 30, 2010, filed with the SEC on June 8, 2010 (file no. 001-11421))*
- 10.14 Form of Director Restricted Stock Unit Award Agreement in connection with restricted stock unit grants made to outside directors prior to May 24, 2011 pursuant to the Company's Amended and Restated 2007 Stock Incentive Plan (incorporated by reference to Exhibit 10.15 to Dollar General Corporation's Registration Statement on Form S-1 (file no. 333-161464))
- 10.15 Form of Restricted Stock Unit Award Agreement, adopted on May 24, 2011, for Grants to Non-Employee Directors under the Amended and Restated 2007 Stock Incentive Plan for Key Employees of Dollar General Corporation and its Affiliates (incorporated by reference to Exhibit 10.3 to Dollar General Corporation's Form 10-Q for the fiscal quarter ended April 29, 2011, filed with the SEC on June 1, 2011 (file no. 001-11421))
- 10.16 Form of Director Stock Option Agreement in connection with option grants made to outside directors pursuant to the Company's Amended and Restated 2007 Stock Incentive Plan (incorporated by reference to Exhibit 10.16 to Dollar General Corporation's Registration Statement on Form S-1 (file no. 333-161464))
- 10.17 Dollar General Corporation CDP/SERP Plan (as amended and restated effective December 31, 2007) (incorporated by reference to Exhibit 10.10 to Dollar General Corporation's Registration Statement on Form S-4 (file no. 333-148320))*
- 10.18 First Amendment to the Dollar General Corporation CDP/SERP Plan (as amended and restated effective December 31, 2007) (incorporated by reference to Exhibit 10.11 to Dollar General Corporation's Registration Statement on Form S-4 (file no. 333-148320))*
- 10.19 Second Amendment to the Dollar General Corporation CDP/SERP Plan (as amended and restated effective December 31, 2007), dated as of June 3, 2008 (incorporated by reference to Exhibit 10.6 to Dollar General Corporation's Quarterly Report on Form 10-Q for the quarter ended August 1, 2008, filed with the SEC on September 3, 2008 (file no. 001-11421))*
- 10.20 Amended and Restated Dollar General Corporation Annual Incentive Plan (effective June 1, 2012) (incorporated by reference to Appendix B to the Dollar General Corporation's Definitive Proxy Statement filed with the SEC on April 5, 2012 (file no. 001-11421))*
- 10.21 Dollar General Corporation 2013 Teamshare Bonus Program for Named Executive Officers (incorporated by reference to Exhibit 10.1 to Dollar General Corporation's Quarterly Report on Form 10-Q for the fiscal quarter ended May 3, 2013, filed with the SEC on June 4, 2013 (file no. 001-11421))*
- 10.22 Summary of Dollar General Corporation Life Insurance Program as Applicable to Executive Officers (incorporated by reference to Exhibit 10.19 to Dollar General Corporation's Annual Report on Form 10-K for the fiscal year ended February 2, 2007, filed with the SEC on March 29, 2007) (file no. 001-11421))*

- 10.23 Dollar General Corporation Domestic Relocation Policy for Officers (incorporated by reference to Exhibit 10.21 to Dollar General Corporation’s Annual Report on Form 10-K for the fiscal year ended January 28, 2011, filed with the SEC on March 22, 2011 (file no. 001-11421))*
- 10.24 Summary of Non-Employee Director Compensation effective February 1, 2014 (incorporated by reference to Exhibit 10 to Dollar General Corporation’s Quarterly Report on Form 10-Q for the fiscal quarter ended November 1, 2013, filed with the SEC on December 5, 2013 (file no. 001-11421))
- 10.25 Amended and Restated Employment Agreement effective April 23, 2010, by and between Dollar General Corporation and Richard Dreiling (incorporated by reference to Exhibit 99.1 to Dollar General Corporation’s Current Report on Form 8-K dated April 23, 2010, filed with the SEC on April 27, 2010 (file no. 001-11421))*
- 10.26 Amendment to Employment Agreement, effective March 18, 2014, by and between Dollar General Corporation and Richard Dreiling*
- 10.27 Limited Waiver of Certain Tax and Tax Gross-Up Rights effective January 1, 2013 by Richard Dreiling (incorporated by reference to Exhibit 10.26 to Dollar General Corporation’s Annual Report on Form 10-K for the fiscal year ended February 1, 2013, filed with the SEC on March 25, 2013 (file no. 001-11421))*
- 10.28 Stock Option Agreement, dated as of January 21, 2008, between Dollar General Corporation and Richard Dreiling (incorporated by reference to Exhibit 10.29 to Dollar General Corporation’s Registration Statement on Form S-4 (file no. 333-148320))*
- 10.29 Stock Option Agreement dated April 23, 2010, by and between Dollar General Corporation and Richard Dreiling (incorporated by reference to Exhibit 99.2 to Dollar General Corporation’s Current Report on Form 8-K dated April 23, 2010, filed with the SEC on April 27, 2010 (file no. 001-11421))*
- 10.30 Management Stockholder’s Agreement, dated as of January 21, 2008, among Dollar General Corporation, Buck Holdings, L.P. and Richard Dreiling (incorporated by reference to Exhibit 10.30 to Dollar General Corporation’s Registration Statement on Form S-4 (file no. 333-148320))*
- 10.31 Employment Agreement effective April 1, 2012, by and between Dollar General Corporation and David M. Tehle (incorporated by reference to Exhibit 99.1 to Dollar General Corporation’s Current Report on Form 8-K dated April 16, 2012, filed with the SEC on April 19, 2012 (file no. 001-11421))*
- 10.32 Amendment to Employment Agreement, effective March 18, 2014, by and between Dollar General Corporation and David M. Tehle*
- 10.33 Employment Agreement, effective December 1, 2011, by and between Dollar General Corporation and Todd J. Vasos (incorporated by reference to Exhibit 10.2 to Dollar General Corporation’s Quarterly Report on Form 10-Q for the fiscal quarter ended October 28, 2011, filed with the SEC on December 5, 2011 (file no. 001-11421))*
- 10.34 Amendment to Employment Agreement, effective March 18, 2014, by and between Dollar General Corporation and Todd J. Vasos*

- 10.35 Amendment to Employment Agreement, dated December 4, 2013 and effective as of November 4, 2013, by and between Dollar General Corporation and Todd J. Vasos (incorporated by reference to Exhibit 10.1 to Dollar General Corporation's Current Report on Form 8-K dated December 4, 2013, filed with the SEC on December 6, 2013 (file no. 001-11421))*
- 10.36 Management Stockholder's Agreement, dated December 19, 2008, among Dollar General Corporation, Buck Holdings, L.P., and Todd Vasos (incorporated by reference to Exhibit 10.37 to Dollar General Corporation's Annual Report on Form 10-K for the fiscal year ended January 29, 2010, filed with the SEC on March 24, 2009 (file no. 001-11421))*
- 10.37 Employment Agreement, effective November 1, 2013, by and between Dollar General Corporation and David D'Arezzo*
- 10.38 Employment Agreement, effective March 24, 2013, by and between Dollar General Corporation and John Flanigan (incorporated by reference to Exhibit 10.2 to Dollar General Corporation's Quarterly Report on Form 10-Q for the fiscal quarter ended May 3, 2013, filed with the SEC on June 4, 2013 (file no. 001-11421))*
- 10.39 Amendment to Employment Agreement, effective March 18, 2014, by and between Dollar General Corporation and John W. Flanigan*
- 10.40 Stock Option Agreement, dated as of August 28, 2008, by and between Dollar General Corporation and John Flanigan (incorporated by reference to Exhibit 10.34 to Dollar General Corporation's Annual Report on Form 10-K for the fiscal year ended January 28, 2011, filed with the SEC on March 22, 2011 (file no. 001-11421))*
- 10.41 Stock Option Agreement, dated as of May 28, 2009, by and between Dollar General Corporation and John Flanigan (incorporated by reference to Exhibit 10.35 to Dollar General Corporation's Annual Report on Form 10-K for the fiscal year ended January 28, 2011, filed with the SEC on March 22, 2011 (file no. 001-11421))*
- 10.42 Stock Option Agreement, dated as of March 24, 2010, by and between Dollar General Corporation and John Flanigan (incorporated by reference to Exhibit 10.36 to Dollar General Corporation's Annual Report on Form 10-K for the fiscal year ended January 28, 2011, filed with the SEC on March 22, 2011 (file no. 001-11421))*
- 10.43 Management Stockholder's Agreement, dated as of August 28, 2008, by and between Dollar General Corporation, Buck Holdings, L.P., and John Flanigan (incorporated by reference to Exhibit 10.38 to Dollar General Corporation's Annual Report on Form 10-K for the fiscal year ended January 28, 2011, filed with the SEC on March 22, 2011 (file no. 001-11421))*
- 10.44 Employment Agreement, effective March 24, 2013, by and between Dollar General Corporation and Robert Ravener (incorporated by reference to Exhibit 10.3 to Dollar General Corporation's Quarterly Report on Form 10-Q for the fiscal quarter ended May 3, 2013, filed with the SEC on June 4, 2013 (file no. 001-11421))*
- 10.45 Amendment to Employment Agreement, effective March 18, 2014, by and between Dollar General Corporation and Robert D. Ravener*
- 10.46 Stock Option Agreement, dated as of August 28, 2008, by and between Dollar General Corporation and Robert Ravener (incorporated by reference to Exhibit 10.40 to Dollar General Corporation's Annual Report on Form 10-K for the fiscal year ended January 28, 2011, filed with the SEC on March 22, 2011 (file no. 001-11421))*

- 10.47 Stock Option Agreement, dated as of December 19, 2008, by and between Dollar General Corporation and Robert Ravener (incorporated by reference to Exhibit 10.41 to Dollar General Corporation’s Annual Report on Form 10-K for the fiscal year ended January 28, 2011, filed with the SEC on March 22, 2011 (file no. 001-11421))*
- 10.48 Stock Option Agreement, dated as of March 24, 2010, by and between Dollar General Corporation and Robert Ravener (incorporated by reference to Exhibit 10.42 to Dollar General Corporation’s Annual Report on Form 10-K for the fiscal year ended January 28, 2011, filed with the SEC on March 22, 2011 (file no. 001-11421))*
- 10.49 Management Stockholder’s Agreement entered into as of August 28, 2008 among Dollar General Corporation, Buck Holdings, L.P., and Robert Ravener (incorporated by reference to Exhibit 10.44 to Dollar General Corporation’s Annual Report on Form 10-K for the fiscal year ended January 28, 2011, filed with the SEC on March 22, 2011 (file no. 001-11421))*
- 10.50 Employment Agreement, effective April 1, 2012, by and between Dollar General Corporation and Susan S. Lanigan (incorporated by reference to Exhibit 99.2 to Dollar General Corporation’s Current Report on Form 8-K dated April 16, 2012, filed with the SEC on April 19, 2012 (file no. 001-11421))*
- 10.51 Employment Agreement effective March 19, 2012, by and between Dollar General Corporation and Greg Sparks (incorporated by reference to Exhibit 10.4 to Dollar General Corporation’s Quarterly Report on Form 10-Q for the fiscal quarter ended May 4, 2012, filed with the SEC on June 4, 2012 (file no. 001-11421))*
- 12 Calculation of Fixed Charge Ratio
- 21 List of Subsidiaries of Dollar General Corporation
- 23 Consent of Independent Registered Public Accounting Firm
- 24 Powers of Attorney (included as part of the signature pages hereto)
- 31 Certifications of CEO and CFO under Exchange Act Rule 13a-14(a)
- 32 Certifications of CEO and CFO under 18 U.S.C. 1350
- 101.INS XBRL Instance Document
- 101.SCH XBRL Taxonomy Extension Schema Document
- 101.CAL XBRL Taxonomy Extension Calculation Linkbase Document
- 101.LAB XBRL Taxonomy Extension Labels Linkbase Document
- 101.PRE XBRL Taxonomy Extension Presentation Linkbase Document
- 101.DEF XBRL Taxonomy Extension Definition Linkbase Document

* Management Contract or Compensatory Plan

DIRECTORS

Richard W. Dreiling[†]
Chairman & Chief Executive Officer
Dollar General Corporation

Warren F. Bryant (1)(2)**
Retired Chairman, President &
Chief Executive Officer
Longs Drug Stores Corporation

Michael M. Calbert (4)[†]
Consultant & Retired Member
Kohlberg Kravis Roberts & Co.

Sandra B. Cochran (1)(3)[†]
President & Chief Executive Officer
Cracker Barrel Old Country Store

Patricia D. Fili-Krushel (2)(3)[†]
Chairman
NBCUniversal News Group

William C. Rhodes, III (2)(3)**
Chairman, President &
Chief Executive Officer
AutoZone, Inc.

David B. Rickard (1)**
Retired Executive Vice President,
Chief Financial Officer &
Chief Administrative Officer
CVS Caremark Corporation

(1) Audit Committee
(2) Compensation Committee
(3) Nominating & Governance Committee
(4) Lead Director
(*) Committee Chairman

OFFICERS

Richard W. Dreiling[†]
Chairman & Chief Executive Officer

Todd J. Vasos[†]
Chief Operating Officer

Executive Vice Presidents

David W. D'Arezzo[†]
Chief Merchandising Officer

Robert D. Ravener[†]
Chief People Officer

David M. Tehle[†]
Chief Financial Officer

John W. Flanigan[†]
Global Supply Chain

Gregory A. Sparks[†]
Store Operations

Senior Vice Presidents

Bart E. Bohlen
Store Operations

James E. Kopp, Jr.
Global Strategic Sourcing

Rhonda M. Taylor[†]
General Counsel

Ryan G. Boone
Chief Information Officer

Daniel J. Nieser
Real Estate & Development

Michael J. Wilkins
General Merchandise Manager

Anita C. Elliott[†]
Controller

Jeffery C. Owen
Store Operations

Lawrence J. Gatta
General Merchandise Manager

Emily C. Taylor
General Merchandise Manager

[†] Indicates person subject to the provisions of Section 16 of the Securities and Exchange Act of 1934.

CORPORATE INFORMATION

Transfer Agent

Wells Fargo Bank, N.A., Shareowner Services
PO Box 64854, St. Paul, MN 55164-0854
www.wellsfargo.com/shareownerservices

Inquiries regarding stock transfers, lost certificates or address changes should be directed to the transfer agent at the address or website noted above or by calling (800) 468-9716.

Direct Stock Purchase Plan

Wells Fargo Shareowner Services sponsors and administers a direct purchase plan for the shares of Dollar General Corporation. Information on the plan, a copy of the prospectus and enrollment forms are located at www.shareowneronline.com, or you may contact our transfer agent by calling (866) 927-3314 or at our transfer agent's mailing address above.

Independent Registered Public Accounting Firm

Ernst & Young LLP, Nashville, Tennessee

Form 10-K; SEC Certifications

A copy of the Form 10-K filed by the Company with the Securities and Exchange Commission (the "SEC") for the fiscal year ended January 31, 2014, which includes as exhibits the Chief Executive Officer and Chief Financial Officer Certifications required to be filed with the SEC pursuant to Section 302 of the Sarbanes-Oxley Act, is available on our website at www.dollargeneral.com in the Investor Information section or on the SEC's website.

A printed copy of the Form 10-K, and a list of all its exhibits, will be supplied without charge to any shareholder upon written request. Exhibits to the Form 10-K are available for a reasonable fee. For a printed copy of the Form 10-K, please contact:

Dollar General Corporation, Investor Relations
100 Mission Ridge, Goodlettsville, Tennessee 37072
(615) 855-4000

ANNUAL MEETING

Dollar General Corporation's annual meeting of shareholders is scheduled for 9:00 a.m. Central Time on Thursday, May 29, 2014, at:

Goodlettsville City Hall Auditorium
105 South Main Street, Goodlettsville, TN 37072

Shareholders of record as of March 21, 2014 are entitled to vote at the meeting.

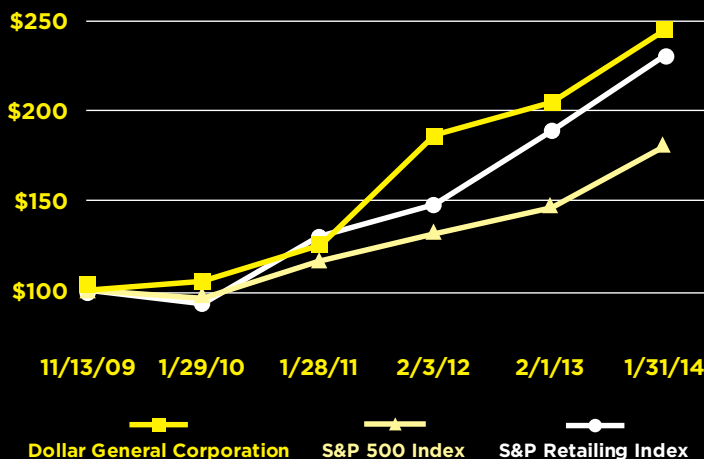
NYSE: DG

The common stock of Dollar General Corporation is traded on the New York Stock Exchange under the trading symbol "DG." The number of shareholders of record as of March 21, 2014 was 1,761.

STOCK PERFORMANCE GRAPH

The graph below shows a comparison of Dollar General's cumulative total shareholder return on common stock with the cumulative total returns of the S&P 500 index and the S&P Retailing index. The graph tracks the performance of a \$100 investment in Dollar General common stock and in each index (with the reinvestment of all dividends) from November 13, 2009, the date of Dollar General's initial public offering, to January 31, 2014.

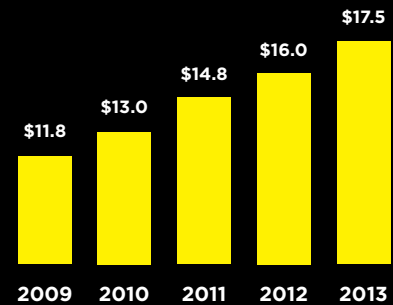
COMPARISON OF CUMULATIVE TOTAL RETURN



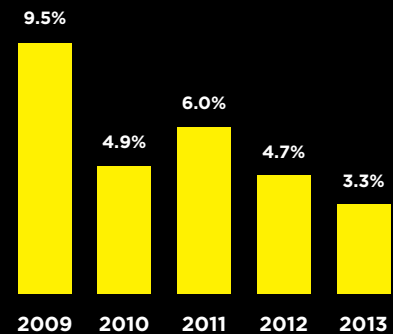
	11/13/09	1/29/10	1/28/11	2/3/12	2/1/13	1/31/14
Dollar General	\$100	\$103	\$125	\$185	\$204	\$248
S&P 500 Index	\$100	\$99	\$120	\$129	\$148	\$178
S&P Retailing Index	\$100	\$98	\$127	\$149	\$187	\$234

The stock price performance included in this graph is not necessarily indicative of future stock price performance.

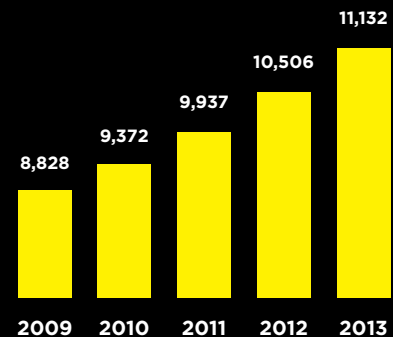
NET SALES (IN BILLIONS)



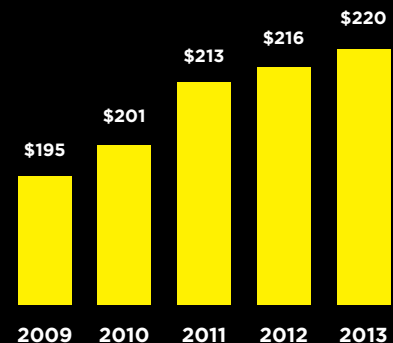
SAME-STORE SALES GROWTH



ENDING STORE COUNT



SALES PER SQUARE FOOT



Fiscal 2011 includes 53 weeks, while all other years presented contain 52 weeks. Sales in the 2011 53rd week were \$289 million.



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