

DOLLAR GENERAL CORP
Form 10-Q
December 05, 2013

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 10-Q

QUARTERLY REPORT

PURSUANT TO SECTION 13 OR 15(d)

OF THE SECURITIES EXCHANGE ACT OF 1934

For the quarterly period ended November 1, 2013

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)

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

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 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

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

The registrant had 320,255,172 shares of common stock outstanding on November 26, 2013.

PART I FINANCIAL INFORMATION

ITEM 1. FINANCIAL STATEMENTS.

DOLLAR GENERAL CORPORATION AND SUBSIDIARIES

CONDENSED CONSOLIDATED BALANCE SHEETS

(In thousands)

| | November 1, 2013 (Unaudited) | February 1, 2013 (see Note 1) |
|---|------------------------------------|-------------------------------------|
| ASSETS | | |
| Current assets: | | |
| Cash and cash equivalents | \$ 165,717 | \$ 140,809 |
| Merchandise inventories | 2,591,552 | 2,397,175 |
| Income taxes receivable | 9,786 | |
| Prepaid expenses and other current assets | 137,247 | 139,129 |
| Total current assets | 2,904,302 | 2,677,113 |
| Net property and equipment | 2,287,410 | 2,088,665 |
| Goodwill | 4,338,589 | 4,338,589 |
| Other intangible assets, net | 1,210,077 | 1,219,543 |
| Other assets, net | 35,596 | 43,772 |
| Total assets | \$ 10,775,974 | \$ 10,367,682 |
| LIABILITIES AND SHAREHOLDERS' EQUITY | | |
| Current liabilities: | | |
| Current portion of long-term obligations | \$ 50,945 | \$ 892 |
| Accounts payable | 1,251,394 | 1,261,607 |
| Accrued expenses and other | 414,881 | 357,438 |
| Income taxes payable | 639 | 95,387 |
| Deferred income taxes | 35,190 | 23,223 |
| Total current liabilities | 1,753,049 | 1,738,547 |
| Long-term obligations | 2,873,967 | 2,771,336 |
| Deferred income taxes | 643,206 | 647,070 |
| Other liabilities | 230,798 | 225,399 |
| Commitments and contingencies | | |
| Shareholders' equity: | | |
| Preferred stock | | |
| Common stock | 280,215 | 286,185 |
| Additional paid-in capital | 3,004,582 | 2,991,351 |
| Retained earnings | 2,000,488 | 1,710,732 |
| Accumulated other comprehensive loss | (10,331) | (2,938) |
| Total shareholders' equity | 5,274,954 | 4,985,330 |
| Total liabilities and shareholders' equity | \$ 10,775,974 | \$ 10,367,682 |

See notes to condensed consolidated financial statements.

DOLLAR GENERAL CORPORATION AND SUBSIDIARIES
CONDENSED CONSOLIDATED STATEMENTS OF INCOME

(Unaudited)

(In thousands, except per share amounts)

| | For the 13 weeks ended | | For the 39 weeks ended | |
|--|------------------------|---------------------|------------------------|---------------------|
| | November 1, 2013 | November 2, 2012 | November 1, 2013 | November 2, 2012 |
| Net sales | \$ 4,381,838 | \$ 3,964,647 | \$ 13,010,222 | \$ 11,814,507 |
| Cost of goods sold | 3,053,345 | 2,738,524 | 9,009,291 | 8,096,905 |
| Gross profit | 1,328,493 | 1,226,123 | 4,000,931 | 3,717,602 |
| Selling, general and administrative expenses | 938,252 | 864,734 | 2,802,868 | 2,584,675 |
| Operating profit | 390,241 | 361,389 | 1,198,063 | 1,132,927 |
| Interest expense | 21,524 | 27,726 | 66,671 | 100,466 |
| Other (income) expense | | 1,728 | 18,871 | 29,956 |
| Income before income taxes | 368,717 | 331,935 | 1,112,521 | 1,002,505 |
| Income tax expense | 131,332 | 124,250 | 409,578 | 367,265 |
| Net income | \$ 237,385 | \$ 207,685 | \$ 702,943 | \$ 635,240 |
| Earnings per share: | | | | |
| Basic | \$ 0.74 | \$ 0.62 | \$ 2.17 | \$ 1.90 |
| Diluted | \$ 0.74 | \$ 0.62 | \$ 2.16 | \$ 1.89 |
| Weighted average shares outstanding: | | | | |
| Basic | 321,711 | 332,337 | 324,485 | 333,806 |
| Diluted | 322,543 | 334,004 | 325,438 | 336,339 |

See notes to condensed consolidated financial statements.

DOLLAR GENERAL CORPORATION AND SUBSIDIARIES
CONDENSED CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME

(Unaudited)

(In thousands)

| | For the 13 weeks ended | | For the 39 weeks ended | |
|--|------------------------|---------------------|------------------------|---------------------|
| | November 1, 2013 | November 2, 2012 | November 1, 2013 | November 2, 2012 |
| Net income | \$ 237,385 | \$ 207,685 | \$ 702,943 | \$ 635,240 |
| Unrealized net gain (loss) on hedged transactions, net of related income tax expense (benefit) of \$100, \$363, \$(4,735), and \$373, respectively | 166 | 564 | (7,393) | 583 |
| Comprehensive income | \$ 237,551 | \$ 208,249 | \$ 695,550 | \$ 635,823 |

See notes to condensed consolidated financial statements.

DOLLAR GENERAL CORPORATION AND SUBSIDIARIES
CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS

(Unaudited)

(In thousands)

| | For the 39 weeks ended | |
|--|------------------------|---------------------|
| | November 1, 2013 | November 2, 2012 |
| <i>Cash flows from operating activities:</i> | | |
| Net income | \$ 702,943 | \$ 635,240 |
| Adjustments to reconcile net income to net cash from operating activities: | | |
| Depreciation and amortization | 247,672 | 222,398 |
| Deferred income taxes | 6,483 | 24,221 |
| Tax benefit of share-based awards | (28,163) | (85,335) |
| Loss on debt retirement, net | 18,871 | 30,620 |
| Noncash share-based compensation | 16,372 | 15,357 |
| Other noncash gains and losses | (3,552) | 9,548 |
| Change in operating assets and liabilities: | | |
| Merchandise inventories | (187,490) | (326,076) |
| Prepaid expenses and other current assets | 5,269 | 12,399 |
| Accounts payable | (3,106) | 130,733 |
| Accrued expenses and other liabilities | 63,547 | (4,334) |
| Income taxes | (76,371) | 28,350 |
| Other | (1,900) | (2,235) |
| Net cash provided by (used in) operating activities | 760,575 | 690,886 |
| <i>Cash flows from investing activities:</i> | | |
| Purchases of property and equipment | (443,978) | (453,626) |
| Proceeds from sales of property and equipment | 950 | 1,144 |
| Net cash provided by (used in) investing activities | (443,028) | (452,482) |
| <i>Cash flows from financing activities:</i> | | |
| Issuance of long-term obligations | 2,297,177 | 500,000 |
| Repayments of long-term obligations | (2,119,760) | (478,026) |
| Borrowings under revolving credit facilities | 1,170,900 | 1,703,400 |
| Repayments of borrowings under revolving credit facilities | (1,195,800) | (1,349,800) |
| Debt issuance costs | (15,996) | (15,278) |
| Payments for cash flow hedge related to debt issuance | (13,217) | |
| Repurchases of common stock | (419,974) | (596,442) |
| Other equity transactions, net of employee taxes paid | (24,132) | (71,139) |
| Tax benefit of share-based awards | 28,163 | 85,335 |
| Net cash provided by (used in) financing activities | (292,639) | (221,950) |
| Net increase (decrease) in cash and cash equivalents | 24,908 | 16,454 |
| Cash and cash equivalents, beginning of period | 140,809 | 126,126 |
| Cash and cash equivalents, end of period | \$ 165,717 | \$ 142,580 |
| <i>Supplemental schedule of non-cash investing and financing activities:</i> | | |
| Purchases of property and equipment awaiting processing for payment, included in | | |
| Accounts payable | \$ 32,040 | \$ 40,569 |
| Purchases of property and equipment under capital lease obligations | \$ | \$ 3,440 |

See notes to condensed consolidated financial statements.

DOLLAR GENERAL CORPORATION AND SUBSIDIARIES

Notes to Condensed Consolidated Financial Statements

(Unaudited)

1. Basis of presentation

The accompanying unaudited condensed consolidated financial statements of Dollar General Corporation and its subsidiaries (the Company) have been prepared in accordance with accounting principles generally accepted in the United States of America (U.S. GAAP) for interim financial information and are presented in accordance with the requirements of Form 10-Q and Rule 10-01 of Regulation S-X. Such financial statements consequently do not include all of the disclosures normally required by U.S. GAAP or those normally made in the Company's Annual Report on Form 10-K, including the condensed consolidated balance sheet as of February 1, 2013 which has been derived from the audited consolidated financial statements at that date. Accordingly, readers of this Quarterly Report on Form 10-Q should refer to the Company's Annual Report on Form 10-K for the fiscal year ended February 1, 2013 for additional information.

The Company's fiscal year ends on the Friday closest to January 31. Unless the context requires otherwise, references to years contained herein pertain to the Company's fiscal year. The Company's 2013 fiscal year will be a 52-week accounting period ending on January 31, 2014 and the 2012 fiscal year was a 52-week accounting period that ended on February 1, 2013.

The accompanying unaudited condensed consolidated financial statements have been prepared in accordance with the Company's customary accounting practices. In management's opinion, all adjustments (which are of a normal recurring nature) necessary for a fair presentation of the consolidated financial position as of November 1, 2013 and results of operations for the 13-week and 39-week accounting periods, each ended November 1, 2013 and November 2, 2012, have been made.

The preparation of financial statements and related disclosures in conformity with U.S. GAAP 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 condensed consolidated financial statements and the reported amounts of revenues and expenses during the reporting periods. Actual results could differ from those estimates.

The Company uses the last-in, first-out (LIFO) method of valuing inventory. 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 or deflation for the year. The interim LIFO calculations are subject to adjustment in the final year-end LIFO inventory valuation. The Company recorded a LIFO provision (benefit) of \$(3.7) million and \$0.1 million in the respective 13-week periods, and \$(6.6) million and \$1.2 million in the respective 39-week periods, ended November 1, 2013 and November 2, 2012. In addition, ongoing estimates of inventory shrinkage and initial markups and markdowns are included in the interim cost of goods sold calculation. Because the

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Company's business is moderately seasonal, the results for interim periods are not necessarily indicative of the results to be expected for the entire year.

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 hedges, and the required disclosures are reflected in Note 6 below. The adoption of this guidance did not have a material effect on the Company's condensed consolidated financial statements.

Certain financial statement amounts relating to prior periods may have been reclassified to conform to the current period presentation where applicable.

2. Earnings per share

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

| | 13 Weeks Ended November 1, 2013 | | | 13 Weeks Ended November 2, 2012 | | |
|---------------------------------------|---------------------------------|---------|------------------|---------------------------------|---------|------------------|
| | Net Income | Shares | Per Share Amount | Net Income | Shares | Per Share Amount |
| Basic earnings per share | \$ 237,385 | 321,711 | \$ 0.74 | \$ 207,685 | 332,337 | \$ 0.62 |
| Effect of dilutive share-based awards | | 832 | | | 1,667 | |
| Diluted earnings per share | \$ 237,385 | 322,543 | \$ 0.74 | \$ 207,685 | 334,004 | \$ 0.62 |

| | 39 Weeks Ended November 1, 2013 | | | 39 Weeks Ended November 2, 2012 | | |
|---------------------------------------|---------------------------------|---------|------------------|---------------------------------|---------|------------------|
| | Net Income | Shares | Per Share Amount | Net Income | Shares | Per Share Amount |
| Basic earnings per share | \$ 702,943 | 324,485 | \$ 2.17 | \$ 635,240 | 333,806 | \$ 1.90 |
| Effect of dilutive share-based awards | | 953 | | | 2,533 | |
| Diluted earnings per share | \$ 702,943 | 325,438 | \$ 2.16 | \$ 635,240 | 336,339 | \$ 1.89 |

Basic earnings per share is computed by dividing net income by the weighted average number of shares of common stock outstanding during the period. Diluted earnings per share is determined based on the dilutive effect of stock options 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 and 0.8 million in the 2013 and 2012 periods, respectively.

3. 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.

Income tax reserves are determined using the methodology established by accounting standards for income taxes which require companies to assess each income tax position taken using the following two-step approach. 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.

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. An income tax benefit was recorded in the current period for the related reduction in the Company's reserve for uncertain tax benefits. The IRS, at its discretion, may also choose to examine the Company's 2010 through 2012 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 November 1, 2013, the total reserves for uncertain tax benefits, interest expense related to income taxes and potential income tax penalties were \$20.1 million, \$2.4 million and \$0.4 million, respectively, for a total of \$22.9 million. Of this amount, \$4.4 million and \$18.5 million are reflected in current liabilities as Accrued expenses and other and in noncurrent Other liabilities, respectively, in the condensed consolidated balance sheet.

The Company believes it is reasonably possible that the reserve for uncertain tax positions may be reduced by approximately \$11.9 million in the coming twelve months principally as a result of the effective settlement of uncertain tax positions. As of November 1, 2013, approximately \$20.1 million of the reserve for 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 effective income tax rates for the 13-week and 39-week periods ended November 1, 2013 were 35.6% and 36.8%, respectively, compared to rates of 37.4% and 36.6% for the 13-week and 39-week periods ended November 2, 2012, respectively. The 13-week effective income tax rate decreased due to benefits recorded in the 2013 period associated with the expiration of the time period in which the taxing authorities could have assessed additional income tax related to the Company's 2009 tax year. The 39-week effective income tax rate increased due to the 2012 favorable resolution of income tax examinations that did not reoccur, to the same extent, in the 2013 period. 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 period reflects 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 was not in effect for employees hired after December 31, 2011 during the 39-week period ended November 2, 2012, but was retroactively re-enacted later in the Company's 2012 fiscal year and currently applies to eligible employees hired on or before 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.

4. Current and long-term obligations

Current and long-term obligations consist of the following:

| (In thousands) | November 1, 2013 | February 1, 2013 |
|---|---------------------|---------------------|
| Senior unsecured credit facilities, maturity April 11, 2018: | | |
| Term Facility | \$ 1,000,000 | \$ |
| Revolving Facility | 106,000 | |
| 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 |
| 4 1/8% Senior Notes due July 15, 2017 | 500,000 | 500,000 |
| 1 7/8% Senior Notes due April 15, 2018 (net of discount of \$405) | 399,595 | |
| 3 1/4% Senior Notes due April 15, 2023 (net of discount of \$2,250) | 897,750 | |
| Capital lease obligations | 7,072 | 7,733 |
| Tax increment financing due February 1, 2035 | 14,495 | 14,495 |
| | 2,924,912 | 2,772,228 |
| Less: current portion | (50,945) | (892) |
| Long-term portion | \$ 2,873,967 | \$ 2,771,336 |

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.

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 November 1, 2013 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

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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 1.57% (without giving effect to the interest rate swaps discussed in Note 6) as of November 1, 2013.

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 November 1, 2013, the Company was in compliance with all such covenants. The Facilities also contain customary affirmative covenants and events of default.

As of November 1, 2013, the Company had total outstanding letters of credit of \$45.4 million, \$27.7 million of which were under the Revolving Facility, and borrowing availability under the Revolving Facility was \$716.3 million.

The termination of the senior secured term loan facility and the ABL Facility (as defined below) in connection with the refinancing discussed above resulted in 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 condensed consolidated statement of income for the 39-week period ended November 1, 2013.

During the 39-week period ended November 2, 2012, the Company recorded a pretax loss of \$1.6 million for the write off of a portion of existing debt issuance costs related to its previous senior secured revolving credit facility (ABL Facility), which is reflected in Other (income) expense in the condensed consolidated statement of income for that period.

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. 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.

5. Assets and liabilities measured at fair value

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).

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 derivative financial instruments using the income approach fall within Level 2 of the fair value hierarchy. However, the credit valuation adjustments associated with the Company's 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 November 1, 2013, the Company has assessed the significance of the impact of the credit valuation adjustments on the overall valuation of its derivative positions and has determined that such adjustments are not significant to the derivatives' valuation. As a result, the Company has classified its derivative valuations, as discussed in detail in Note 6, in Level 2 of the fair value hierarchy. The Company's long-term obligations that are classified in Level 2 of the fair value hierarchy are valued at cost. The Company does not have any fair value measurements categorized within Level 3 as of November 1, 2013.

| (in thousands) | Quoted Prices in Active Markets for Identical Assets and Liabilities (Level 1) | Significant Other Observable Inputs (Level 2) | Significant Unobservable Inputs (Level 3) | Balance at November 1, 2013 |
|--------------------------------------|---|---|--|-----------------------------------|
| Assets: | | | | |
| Trading securities (a) | \$ 1,688 | | | \$ 1,688 |
| Liabilities: | | | | |
| Long-term obligations (b) | 2,851,729 | 21,567 | | 2,873,296 |
| Derivative financial instruments (c) | | 4,475 | | 4,475 |
| Deferred compensation (d) | 24,243 | | | 24,243 |

- (a) Reflected at fair value in the condensed consolidated balance sheet as Prepaid expenses and other current assets.
- (b) Reflected at book value in the condensed consolidated balance sheet as Current portion of long-term obligations of \$50,945 and Long-term obligations of \$2,873,967.
- (c) Reflected in the condensed consolidated balance sheet as noncurrent Other liabilities.
- (d) Reflected at fair value in the condensed consolidated balance sheet as Accrued expenses and other current liabilities of \$4,108 and noncurrent Other liabilities of \$20,135.

6. Derivatives and hedging activities

The Company records all derivatives 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 though hedge accounting does not apply or the Company elects not to apply the hedge accounting standards. Changes in the fair value of such derivatives are recorded directly in earnings.

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 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.

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 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 interest rate swaps 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. During the 13-week and 39-week periods ended November 1, 2013 and November 2, 2012, such interest rate swaps were used to hedge the variable cash flows associated with variable-rate debt. Any ineffective portion of the change in fair value of the interest rate swaps is recognized directly in earnings.

As of November 1, 2013, the Company had interest rate swaps with a combined notional value of \$875.0 million that were designated as cash flow hedges of interest rate risk. Amounts reported in Accumulated other comprehensive income (loss) related to these derivatives will be reclassified to interest expense as interest payments are made on the Company's variable-rate debt.

During the 39-week period ended November 1, 2013, the Company entered into treasury locks with a combined notional amount of \$700.0 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 4, and the related settlement of the treasury locks on that date resulted in a loss of \$13.2 million which was deferred to OCI. This amount 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.

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All of the amounts reflected in Accumulated other comprehensive income (loss) in the condensed consolidated balance sheets for the periods presented are related to cash flow hedges.

The table below presents the fair value of the Company's derivative financial instruments as well as their classification in the condensed consolidated balance sheets as of November 1, 2013 and February 1, 2013:

| (in thousands) | November 1, 2013 | February 1, 2013 |
|--|---------------------|---------------------|
| Derivatives Designated as Hedging Instruments | | |
| Interest rate swaps classified as noncurrent Other liabilities | \$ 4,475 | \$ 4,822 |

The table below presents the pre-tax effect of the Company's derivative financial instruments, including the treasury locks in the current year period, on the condensed consolidated statements of comprehensive income for the 13-week and 39-week periods ended November 1, 2013 and November 2, 2012:

| (in thousands) | 13 Weeks Ended | | 39 Weeks Ended | |
|--|---------------------|---------------------|---------------------|---------------------|
| | November 1, 2013 | November 2, 2012 | November 1, 2013 | November 2, 2012 |
| Derivatives in Cash Flow Hedging Relationships | | | | |
| Loss related to effective portion of derivatives recognized in OCI | \$ 957 | \$ 1,441 | \$ 15,475 | \$ 9,983 |
| Loss related to effective portion of derivatives reclassified from Accumulated OCI to Interest expense | \$ 1,223 | \$ 2,368 | \$ 3,347 | \$ 10,939 |
| Gain related to ineffective portion of derivatives recognized in Other (income) expense | \$ | \$ | \$ | \$ (2,392) |

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 November 1, 2013, 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 \$4.5 million. If the Company had breached any of these provisions at November 1, 2013, it could have been required to post full collateral or settle its obligations under the agreements at an estimated termination value of \$4.5 million. As of November 1, 2013, the Company had not breached any of these provisions or posted any collateral related to these agreements.

7. **Commitments and contingencies**

Legal proceedings

On August 7, 2006, a lawsuit entitled *Cynthia Richter, et al. v. Dolgener Corp, 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 must be submitted to and approved by the court, 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 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.

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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. Dolgencorp. 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 filed its response to the original complaint in June 2012 and moved to dismiss certain allegations contained in the first amended complaint in November 2012. That motion remains pending. 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 or otherwise imposed any new deadlines on the parties.

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. Although these formal discussions did not result in a resolution of the matter, the parties have continued informally to discuss potential settlement. 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.

At this time, it is not possible to predict whether the court ultimately will permit the action to proceed as a class under the FCRA. Although the Company intends to vigorously defend the action, no assurances can be given that it 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 raised by the plaintiffs. Based on settlement discussions and given the Company's EPLI coverage, the Company believes that it is likely to expend the balance of its self-insured retention in settlement of this litigation or otherwise and, therefore, accrued \$1.8 million in the fourth quarter of 2012, an amount that is immaterial to the Company's consolidated financial statements taken as a whole.

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).

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. The court has not entered a scheduling order and there are no other pending deadlines at this time.

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 January 24, 2014.

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.

The Company believes that its policies and practices comply with California law and that the *Varela* and *Main* actions are not appropriate for class 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 February 3, 2014. The Company's response is due to be filed on or before March 5, 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 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' motion for conditional certification of their FLSA claims is due to be filed on or before December 20, 2013. The

Company's response to that motion is due to be filed on or before March 3, 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.

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 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, Buttry, and Kocmich* 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, Buttry* or *Kocmich* 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, Buttry* and *Kocmich* 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 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 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 ruling will have no material 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 is scheduled for

January 16, 2014. If the court's ruling is overturned on appeal, in whole or in part, no assurances can be given that the Company will be successful in its ultimate defense of the action on the merits or otherwise. If the Company is not successful in its defense, 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.

8. Related party transactions

From time to time the Company may conduct business with entities deemed to be related parties under U.S. GAAP, including Buck Holdings, L.P., or Buck Holdings, Kohlberg Kravis Roberts & Co. L.P. or KKR and Goldman, Sachs & Co., as well as their respective affiliates. As of November 1, 2013, KKR and Goldman, Sachs & Co. indirectly own, through their investments in Buck Holdings, less than 2% of the Company's common stock and two of KKR's members and a managing director of Goldman, Sachs & Co. served on the Company's Board of Directors. Effective December 5, 2013, one of KKR's members (Mr. Raj Agrawal) and a managing director of Goldman, Sachs & Co. (Mr. Adrian Jones) resigned from the Company's Board of Directors.

Goldman, Sachs & Co. serves as a lender and agent, and served as arranger under the Company's senior unsecured credit Facilities discussed in further detail in Note 4. KKR and Goldman, Sachs & Co. served in similar capacities under the Company's previous senior secured credit facilities. The Company made interest payments totaling approximately \$20.9 million and \$51.4 million on its current and previous credit facilities combined during the 39-week periods ended November 1, 2013 and November 2, 2012, respectively. In connection with the commencement of the senior unsecured credit Facilities in April 2013, Goldman, Sachs & Co. received fees of \$0.7 million. In connection with March 2012 amendments to the Company's previous senior secured credit facilities, KKR received fees of \$0.4 million and Goldman, Sachs & Co. received fees of \$0.5 million.

KKR and Goldman, Sachs & Co. served as underwriters for the Company's issuance of Senior Notes in April 2013 and July 2012 as discussed in Note 4. KKR and Goldman, Sachs & Co. received underwriting fees of approximately \$0.7 million and \$1.5 million, respectively, in connection with the April 2013 transaction and each entity received underwriting fees of approximately \$1.2 million in connection with the July 2012 transaction.

KKR and Goldman, Sachs & Co. served as underwriters in connection with secondary offerings of the Company's common stock held by certain existing shareholders that were executed in March 2013, October 2012, June 2012 and March 2012. 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 the secondary offerings. Certain members of the Company's management exercised registration rights in connection with such offerings.

The Company repurchased common stock held by Buck Holdings during 2012 as further discussed in Note 10.

9. Segment reporting

The Company manages its business on the basis of one reportable segment. As of November 1, 2013, 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.

| (In thousands) | 13 Weeks Ended | | 39 Weeks Ended | |
|------------------------------|---------------------|---------------------|---------------------|---------------------|
| | November 1, 2013 | November 2, 2012 | November 1, 2013 | November 2, 2012 |
| Classes of similar products: | | | | |
| Consumables | \$ 3,362,796 | \$ 3,004,247 | \$ 9,859,528 | \$ 8,802,350 |
| Seasonal | 505,793 | 471,541 | 1,610,965 | 1,532,772 |
| Home products | 276,770 | 257,918 | 807,986 | 772,831 |
| Apparel | 236,479 | 230,941 | 731,743 | 706,554 |
| Net sales | \$ 4,381,838 | \$ 3,964,647 | \$ 13,010,222 | \$ 11,814,507 |

10. Common stock transactions

On March 19, 2013, the Company's Board of Directors authorized a \$500 million increase in its existing common stock repurchase program. The repurchase authorization has no expiration date and allows repurchases from time to time in the open market or in privately negotiated transactions, which could include repurchases from Buck Holdings or other related parties as deemed appropriate. The timing and number of shares purchased depends on a variety of factors, such as price, market conditions and other factors. Repurchases under the program may be funded from available cash or borrowings under the Facilities discussed in Note 4.

During the 39-week period ended November 1, 2013, the Company repurchased in the open market approximately 7.8 million shares of its common stock at a total cost of \$420.0 million. During the 39-week period ended November 2, 2012, the Company repurchased approximately 12.7 million shares at a total cost of \$596.4 million, including approximately 11.7 million shares of its common stock at a total cost of \$550.0 million repurchased from Buck Holdings. Availability under the Board-approved program for the repurchase of shares of the Company's common stock was increased subsequent to November 1, 2013 as discussed in Note 11 below.

11. Subsequent event

On December 4, 2013, the Company's Board of Directors authorized a \$1.0 billion increase in the common stock repurchase program discussed in Note 10, increasing the total remaining share repurchase authorization to approximately \$1.22 billion at that date. The repurchase authorization has no expiration date and allows repurchases from time to time in the open market or in privately negotiated transactions, which could include repurchases from Buck Holdings or other related parties as deemed appropriate. The timing and number of shares purchased depends on a variety of factors, such as price, market conditions and other factors. Repurchases under the program may be funded from available cash or borrowings under the Facilities discussed in Note 4.

Report of Independent Registered Public Accounting Firm

To the Board of Directors and Shareholders of Dollar General Corporation:

We have reviewed the condensed consolidated balance sheet of Dollar General Corporation and subsidiaries (the Company) as of November 1, 2013, and the related condensed consolidated statements of income and comprehensive income for the thirteen and thirty-nine week periods ended November 1, 2013 and November 2, 2012, and the condensed consolidated statements of cash flows for the thirty-nine week periods ended November 1, 2013 and November 2, 2012. These financial statements are the responsibility of the Company's management.

We conducted our review in accordance with the standards of the Public Company Accounting Oversight Board (United States). A review of interim financial information consists principally of applying analytical procedures and making inquiries of persons responsible for financial and accounting matters. It is substantially less in scope than an audit conducted in accordance with the standards of the Public Company Accounting Oversight Board, the objective of which is the expression of an opinion regarding the financial statements taken as a whole. Accordingly, we do not express such an opinion.

Based on our review, we are not aware of any material modifications that should be made to the condensed consolidated financial statements referred to above for them to be in conformity with U.S. generally accepted accounting principles.

We have previously audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), the consolidated balance sheet of Dollar General Corporation and subsidiaries as of February 1, 2013 and the related consolidated statements of income, comprehensive income, shareholders' equity, and cash flows for the fiscal year then ended (not presented herein) and in our report dated March 25, 2013, we expressed an unqualified opinion on those consolidated financial statements. In our opinion, the information set forth in the accompanying condensed consolidated balance sheet as of February 1, 2013, is fairly stated, in all material respects, in relation to the consolidated balance sheet from which it has been derived.

/s/ Ernst & Young LLP

December 5, 2013
Nashville, Tennessee

**ITEM 2.
OF OPERATIONS.**

MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS

General

This discussion and analysis is based on, should be read with, and is qualified in its entirety by, the accompanying unaudited condensed consolidated financial statements and related notes, as well as our consolidated financial statements and the related Management's Discussion and Analysis of Financial Condition and Results of Operations as contained in our Annual Report on Form 10-K for the year ended February 1, 2013. It also should be read in conjunction with the disclosure under "Cautionary Disclosure Regarding Forward-Looking Statements" in this report.

Executive Overview

We are the largest discount retailer in the United States by number of stores, with 11,061 stores located in 40 states as of November 1, 2013, 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. 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 in an environment with ongoing economic challenges and uncertainties in recent years. Consumers are facing sustained high rates of unemployment, fluctuating food, gasoline and energy costs, historically high medical costs and a continued weakness in housing and consumer credit markets, and the timetable and strength of economic recovery 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. Nonetheless, as a result of our long-term mission of and success in serving these customers, coupled with our vigorous focus on improving our operating and financial performance, we remain optimistic about our future prospects.

We remain keenly focused on executing the following four operating priorities: 1) drive productive sales growth, 2) increase our gross 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 by increasing shopper frequency and transaction amount and maximizing sales per square foot. Specific sales growth initiatives in

2013 include: optimization of space utilization in approximately 3,000 of our more mature stores; the expansion of the number of coolers for refrigerated and frozen foods in approximately 1,700 existing stores; the addition of tobacco products; further progress on our beer and wine rollout; merchandising initiatives for electronics and domestic goods; and store remodels and relocations, including select conversions to Dollar General Plus stores, which are slightly larger than our traditional stores with a significantly expanded frozen and refrigerated food section.

Our second priority is to increase our gross profit rate. Over the long-term, we believe we have opportunities to enhance our gross profit rate through effective category management, the expansion of private brand offerings, increased foreign sourcing, shrink reduction, distribution and transportation efficiencies and improvements to our pricing and markdown model, while staying true to our everyday low price commitment. Improving our inventory turns, which have declined slightly over the past couple of years, remains a high priority. We constantly review our pricing and work diligently to minimize product cost increases as we focus on providing our customers with quality merchandise at great values. In 2013, however, as expected, this effort has been very challenging as continued economic pressures limit our customers' discretionary spending. Sales of non-consumables are expected to remain challenging, and we anticipate a continued shift to lower margin items within consumables and higher inventory shrink, all of which are projected to pressure our gross profit rate.

Our third priority is leveraging process improvements and information technology to reduce costs. We are committed as an organization to extract costs, particularly Selling, general and administrative expenses (SG&A), that do not affect the customer experience, and plan to utilize our procurement capabilities and other initiatives to further these efforts. In addition, we continue to focus on improving our store labor costs as a percentage of sales through increased efficiencies in our store processes.

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.

Focus on these priorities has resulted in improved performance in the third quarter of 2013 over the comparable 2012 period in many of our key financial metrics. Basis points amounts referred to below are equal to 0.01% as a percentage of sales.

- Total sales increased 10.5% to \$4.38 billion. Sales in same-stores increased 4.4% driven by increases in customer traffic and average transaction amount. Average sales per square foot for all stores over the 52-week period ended November 1, 2013 were \$220.
- Gross profit, as a percentage of sales, was 30.3% in the 2013 period compared to 30.9% in the 2012 period, a decline of 61 basis points. The most significant factors

affecting the gross profit rate were an increase in the sales mix of the consumables category compared to the nonconsumables categories, an increase in sales of lower margin items within the consumables category, a higher shrink rate and increased markdowns.

- SG&A, as a percentage of sales, was 21.4% compared to 21.8% in the 2012 period, a decrease of 40 basis points. The improvement in SG&A, as a percentage of sales, is primarily due to the impact of efficiencies related to store labor costs as well as decreases in incentive compensation expense.

- Interest expense decreased by \$6.2 million to \$21.5 million in the 2013 period due to lower all-in interest rates primarily resulting from the completion of our refinancing earlier this year. Total long-term obligations as of November 1, 2013 were \$2.92 billion.

- Net income was \$237.4 million, or \$0.74 per diluted share, compared to net income of \$207.7 million, or \$0.62 per diluted share, in the 2012 period. Diluted shares outstanding decreased by 11.5 million shares, reflecting the impact of share repurchases.

- Cash generated from operating activities was \$760.6 million on a year to date basis, up from \$690.9 million in the comparable prior year period. At November 1, 2013, we had a cash balance of \$165.7 million.

- Inventories increased 4% on a per store basis over the 2012 period.

- During the 2013 year-to-date period, we opened 577 new stores, remodeled or relocated 534 stores and closed 22 stores, resulting in a store count of 11,061 as of November 1, 2013.

The above discussion is a summary only. Readers should refer to the detailed discussion of our operating results below for the full analysis of our financial performance in the current year period as compared with the prior year period.

Results of Operations

Accounting Periods. We utilize a 52-53 week fiscal year convention that ends on the Friday nearest to January 31. The following text contains references to years 2013 and 2012, which represent the 52-week fiscal years ending January 31, 2014 and February 1, 2013, respectively. References to the third quarter accounting periods for 2013 and 2012 contained herein refer to the 13-week accounting periods ended November 1, 2013 and November 2, 2012, respectively.

Seasonality. The nature of our business is seasonal to a certain extent. Primarily because of sales of holiday-related merchandise, our sales and gross profit rate in the fourth quarter historically have been higher than those achieved in each of the first three quarters of the fiscal year.

Expenses and, to a greater extent, operating income, vary by quarter. Results of a period

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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 the most recent 13-week and 39-week periods of each of 2013 and 2012, and the dollar and percentage variances among those periods:

| (amounts in millions, except per share amounts) | 13 Weeks Ended | | 2013 vs. 2012 | | 39 Weeks Ended | | 2013 vs. 2012 | |
|---|----------------|--------------|---------------|----------|----------------|--------------|---------------|----------|
| | Nov. 1, 2013 | Nov. 2, 2012 | Amount change | % change | Nov. 1, 2013 | Nov. 2, 2012 | Amount change | % change |
| Net sales by category: | | | | | | | | |
| Consumables | \$ 3,362.8 | \$ 3,004.2 | \$ 358.5 | 11.9% | \$ 9,859.5 | \$ 8,802.4 | \$ 1,057.2 | 12.0% |
| % of net sales | 76.74% | 75.78% | | | 75.78% | 74.50% | | |
| Seasonal | 505.8 | 471.5 | 34.3 | 7.3 | 1,611.0 | 1,532.8 | 78.2 | 5.1 |
| % of net sales | 11.54% | 11.89% | | | 12.38% | 12.97% | | |
| Home products | 276.8 | 257.9 | 18.9 | 7.3 | 808.0 | 772.8 | 35.2 | 4.5 |
| % of net sales | 6.32% | 6.51% | | | 6.21% | 6.54% | | |
| Apparel | 236.5 | 230.9 | 5.5 | 2.4 | 731.7 | 706.6 | 25.2 | 3.6 |
| % of net sales | 5.40% | 5.83% | | | 5.62% | 5.98% | | |
| Net sales | \$ 4,381.8 | \$ 3,964.6 | \$ 417.2 | 10.5% | \$ 13,010.2 | \$ 11,814.5 | \$ 1,195.7 | 10.1% |
| Cost of goods sold | 3,053.3 | 2,738.5 | 314.8 | 11.5 | 9,009.3 | 8,096.9 | 912.4 | 11.3 |
| % of net sales | 69.68% | 69.07% | | | 69.25% | 68.53% | | |
| Gross profit | 1,328.5 | 1,226.1 | 102.4 | 8.3 | 4,000.9 | 3,717.6 | 283.3 | 7.6 |
| % of net sales | 30.32% | 30.93% | | | 30.75% | 31.47% | | |
| Selling, general and administrative expenses | 938.3 | 864.7 | 73.5 | 8.5 | 2,802.9 | 2,584.7 | 218.2 | 8.4 |
| % of net sales | 21.41% | 21.81% | | | 21.54% | 21.88% | | |
| Operating profit | 390.2 | 361.4 | 28.9 | 8.0 | 1,198.1 | 1,132.9 | 65.1 | 5.7 |
| % of net sales | 8.91% | 9.12% | | | 9.21% | 9.59% | | |
| Interest expense | 21.5 | 27.7 | (6.2) | (22.4) | 66.7 | 100.5 | (33.8) | (33.6) |
| % of net sales | 0.49% | 0.70% | | | 0.51% | 0.85% | | |
| Other (income) expense | | 1.7 | (1.7) | (100.0) | 18.9 | 30.0 | (11.1) | (37.0) |
| % of net sales | 0.00% | 0.04% | | | 0.15% | 0.25% | | |
| Income before income taxes | 368.7 | 331.9 | 36.8 | 11.1 | 1,112.5 | 1,002.5 | 110.0 | 11.0 |
| % of net sales | 8.41% | 8.37% | | | 8.55% | 8.49% | | |
| Income taxes | 131.3 | 124.2 | 7.1 | 5.7 | 409.6 | 367.3 | 42.3 | 11.5 |
| % of net sales | 3.00% | 3.13% | | | 3.15% | 3.11% | | |
| Net income | \$ 237.4 | \$ 207.7 | \$ 29.7 | 14.3% | \$ 702.9 | \$ 635.2 | \$ 67.7 | 10.7% |
| % of net sales | 5.42% | 5.24% | | | 5.40% | 5.38% | | |
| Diluted earnings per share | \$ 0.74 | \$ 0.62 | \$ 0.12 | 19.4% | \$ 2.16 | \$ 1.89 | \$ 0.27 | 14.3% |

13 WEEKS ENDED NOVEMBER 1, 2013 AND NOVEMBER 2, 2012

Net Sales. The net sales increase in the 2013 third quarter reflects a same-store sales increase of 4.4% compared to the 2012 quarter. Same-stores include stores that have been open for at least 13 months and remain open at the end of the reporting period. For the 2013 quarter, there were 10,208 same-stores which accounted for sales of \$4.09 billion. Increases in customer traffic and average transaction amount contributed to the increase in same-store sales. Consumables sales continued to increase at a higher rate than non-consumables in the 2013 quarter, with the most significant growth related to our recently introduced tobacco products and

strong sales of perishables and candy and snacks. Same-store sales growth was solid in the seasonal and home products categories, while apparel sales were affected by merchandising initiatives that reduced apparel inventories in certain stores. The remainder of the sales increase was attributable to new stores, partially offset by sales from closed stores.

We believe that these sales increases reflect the impact of various operating and merchandising initiatives discussed in the Executive Overview, including the expansion of certain merchandise offerings (including tobacco products) and improved utilization of store square footage.

Gross Profit. Gross profit increased by 8.3%, and as a percentage of sales, decreased by 61 basis points to 30.3% in the 2013 third quarter. The majority of the gross profit rate decrease in the 2013 period as compared to the 2012 period was due to an increase in the mix of consumables and 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 and higher markdowns. These factors were partially offset by transportation efficiencies, including the impact of lower average fuel costs. The Company recorded a LIFO benefit of \$3.7 million in the 2013 quarter compared to a LIFO provision of \$0.1 million in the 2012 quarter.

SG&A Expense. SG&A expense was 21.4% as a percentage of sales in the 2013 period compared to 21.8% in the 2012 period, an improvement of 40 basis points. Retail labor expense increased at a rate lower than our increase in sales. Decreases in incentive compensation expense, benefits costs, and workers' compensation and general liability expenses also contributed to the overall decrease in SG&A as a percentage of sales. The above items were partially offset by costs that increased at a rate higher than our increase in sales, including depreciation and amortization and fees associated with the increased use of debit cards.

Interest Expense. The decrease in interest expense in the 2013 period compared to the 2012 period is due to lower all-in interest rates primarily resulting from the completion of our refinancing earlier this year. For more information, see "Liquidity and Capital Resources" in this report.

Income Taxes. The effective income tax rate for the 2013 period was 35.6% compared to a rate of 37.4% for the 2012 period which represents a net decrease of 1.8 percentage points. The third quarter 2013 effective income tax rate decreased primarily due to the recording of a tax benefit associated with the expiration of the time period in which the taxing authorities could have assessed additional income tax for our 2009 tax year.

39 WEEKS ENDED NOVEMBER 1, 2013 AND NOVEMBER 2, 2012

Net Sales. The net sales increase in the 2013 period reflects a same-store sales increase of 4.0% compared to the 2012 period. In the 2013 period our 10,208 same-stores accounted for sales of \$12.14 billion. Increases in customer traffic and average transaction amount contributed to the increase in same-store sales. The remainder of the sales increase was attributable to new stores, partially offset by sales from closed stores.

We believe that the increase in sales in the year to date period also reflects the impact of various operating and merchandising initiatives discussed in the Executive Overview, including the expansion of certain of our merchandise offerings (including tobacco products) and improved utilization of store square footage.

Gross Profit. For the 2013 period, gross profit increased by 7.6%, and as a percentage of sales, decreased by 72 basis points to 30.8%. The majority of the gross profit rate decrease in the 2013 period as compared to the 2012 period was due to a higher mix of consumables and an increase in 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 and higher markdowns. These factors were partially offset by transportation efficiencies. The Company recorded a LIFO benefit of \$6.6 million in the 2013 period compared to a LIFO provision of \$1.2 million in the comparable 2012 period.

SG&A Expense. SG&A expense was 21.5% as a percentage of sales in the 2013 period compared to 21.9% in the 2012 period, an improvement of 34 basis points. Retail labor expense increased at a rate lower than our increase in sales. Decreases in incentive compensation expense and workers' compensation and general liability expenses also contributed to the overall decrease in SG&A as a percentage of sales. The above items were partially offset by costs that increased at a rate higher than our increase in sales, including depreciation and amortization, fees associated with the increased use of debit cards, and an \$8.5 million legal settlement of a previously decertified collective action in the 2013 period.

Interest Expense. The decrease in interest expense in the 2013 period compared to the 2012 period is due to lower all-in interest rates primarily resulting from the completion of our refinancing earlier this year. For more information, see "Liquidity and Capital Resources" in this report.

Other (Income) Expense. In the 2013 period, we recorded pretax losses of \$18.9 million resulting from the termination of our senior secured credit facilities. In the 2012 period, we incurred pretax losses totaling \$29.0 million resulting from the repurchase of our 11.875%/12.125% senior subordinated notes.

Income Taxes. The effective income tax rate for the 2013 period was 36.8% compared to a rate of 36.6% for the 2012 period which represents a net increase of 0.2 percentage points. The 2012 period was favorably impacted by the resolution of income tax examinations that did not reoccur, to the same extent, in the 2013 period. 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 our 2009 tax year. In addition, the 2013 period reflects larger income tax benefits associated with federal jobs credits. We receive 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 was not in effect for employees hired after December 31, 2011 during the 39-week period ended November 2, 2012, but was retroactively re-enacted later in our 2012 fiscal year and currently applies to eligible employees hired on or before 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.

Liquidity and Capital Resources

Facilities

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, and issued senior notes with a face value of \$1.3 billion, net of discount totaling \$2.8 million. Our 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. 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.

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 November 1, 2013 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 on April 11, 2018. 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 November 1, 2013, we were in compliance with all such covenants. The *Facilities* also contain customary affirmative covenants and events of default.

As of November 1, 2013, we had total outstanding letters of credit of \$45.4 million, \$27.7 million of which were under the *Revolving Facility*, and borrowing availability under the *Revolving Facility* was \$716.3 million.

For the remainder of fiscal 2013, we anticipate potential borrowings under the *Revolving Facility* up to a maximum of approximately \$200.0 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

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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, 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 November 2013 we signed an agreement pursuant to which we intend to sell and subsequently lease back approximately 233 currently owned stores. This transaction is expected to close in January 2014 and result in proceeds to us, after applicable taxes and fees, in excess of \$200 million. We currently anticipate that some or all of the net proceeds will be utilized for repurchases of our common stock. The closing of the transaction is contingent upon satisfactory completion of customary due diligence and other conditions specified in the agreement. No assurances can be given that the closing will be consummated in the timeframe anticipated or at all.

Adjusted EBITDA

EBITDA is defined as income (loss) from continuing operations before cumulative effect of change in accounting principles plus interest and other financing costs, net, provision for income taxes, and depreciation and amortization. Adjusted EBITDA is defined as EBITDA, further adjusted to give effect to adjustments noted in the table below.

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EBITDA and Adjusted EBITDA are not presentations made in accordance with U.S. GAAP, are not measures of financial performance or condition, liquidity or profitability, and

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should not be considered as alternatives to (1) net income, operating income or any other performance measures determined in accordance with U.S. GAAP or (2) operating cash flows determined in accordance with U.S. GAAP. Additionally, EBITDA and Adjusted EBITDA are not intended to be measures of free cash flow for management's discretionary use, as they do not consider certain cash requirements such as interest payments, tax payments and debt service requirements and replacements of fixed assets.

Our presentation of EBITDA and Adjusted EBITDA has limitations as an analytical tool, and should not be considered in isolation or as a substitute for analysis of our results as reported under U.S. GAAP. Because not all companies use identical calculations, these presentations of EBITDA and Adjusted EBITDA may not be comparable to other similarly titled measures of other companies. Our management uses Adjusted EBITDA as a supplemental performance measure. Management believes that the presentation of EBITDA and Adjusted EBITDA is useful to investors because these measures are frequently used by securities analysts, investors and other interested parties in the evaluation of the operating performance of companies in industries similar to ours.

The following table sets forth a reconciliation of net income, the most directly comparable U.S. GAAP financial measure, to EBITDA and Adjusted EBITDA:

| (in millions) | 13-weeks ended | | 39-weeks ended | | 52-weeks ended | |
|--|-----------------|-----------------|-----------------|-----------------|-----------------|-----------------|
| | Nov. 1, 2013 | Nov. 2, 2012 | Nov. 1, 2013 | Nov. 2, 2012 | Nov. 1, 2013 | Feb. 1, 2013 |
| Net income | \$ 237.4 | \$ 207.7 | \$ 702.9 | \$ 635.2 | \$ 1,020.5 | \$ 952.7 |
| Add: | | | | | | |
| Interest expense | 21.5 | 27.7 | 66.6 | 100.5 | 94.0 | 127.9 |
| Depreciation and amortization | 83.1 | 73.7 | 242.9 | 215.4 | 321.0 | 293.5 |
| Income tax expense | 131.3 | 124.2 | 409.6 | 367.3 | 586.9 | 544.7 |
| EBITDA | 473.3 | 433.3 | 1,422.0 | 1,318.4 | 2,022.4 | 1,918.8 |
| Adjustments: | | | | | | |
| Loss on debt retirements | | | 18.9 | 30.6 | 18.9 | 30.6 |
| Gain on hedging instruments | | | | (2.4) | | (2.4) |
| Non-cash expense for share-based awards | 5.5 | 5.1 | 16.3 | 15.4 | 22.6 | 21.7 |
| Indirect costs related to stock offerings | 0.2 | 0.5 | 0.7 | 1.3 | 0.8 | 1.4 |
| Litigation settlement and related costs, net | | | 8.5 | | 8.5 | |
| Other non-cash charges (including LIFO) | (2.3) | 5.5 | (1.1) | 10.7 | (1.4) | 10.4 |
| Other | | 1.7 | 0.1 | 2.5 | 0.1 | 2.5 |
| Total Adjustments | 3.4 | 12.8 | 43.4 | 58.1 | 49.5 | 64.2 |
| Adjusted EBITDA | \$ 476.7 | \$ 446.1 | \$ 1,465.4 | \$ 1,376.5 | \$ 2,071.9 | \$ 1,983.0 |

Current Financial Condition / Recent Developments

At November 1, 2013, we had total outstanding debt (including the current portion of long-term obligations) of approximately \$2.92 billion. We had \$716.3 million available for borrowing under our Revolving Facility at that date. We believe our cash flow from operations and existing cash balances, combined with availability under the Facilities, 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.

Our inventory balance represented approximately 50% of our total assets exclusive of goodwill and other intangible assets as of November 1, 2013. 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 7 to the condensed 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 3 to the condensed consolidated financial statements. Future negative developments could have a material adverse effect on our liquidity.

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.

Cash flows from operating activities. Cash flows from operating activities were \$760.6 million in the 39 weeks ended November 1, 2013, an increase of \$69.7 million compared to the corresponding 2012 period. A significant component of our increase in cash flows from operating activities in the 2013 period compared to the 2012 period was the increase in net income due to increases in sales and gross profit, and lower SG&A expenses as a percentage of sales, 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 by a lesser amount in the 2013 period compared to the 2012 period, is explained in more detail below. Items positively affecting Accrued expenses and other include the timing of accruals and payments for legal settlements and taxes (exclusive of taxes on income), and the adjustment of accruals during the 2012 period resulting from the favorable resolution of income tax examinations.

Changes in Accounts payable had an offsetting impact and were due primarily to the timing and mix of merchandise purchases and related payments, the most significant category of which were domestic purchases. A reduction in stock option exercise activity also had a positive effect on cash flows from operating activities due to the classification of the related tax benefits as financing activities.

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 rose 8% during the 2013 year to date period compared to a 16% increase in the comparable 2012 period. In the 2013 period compared to the respective 2012 period, changes in inventory balances in our four inventory categories were as follows: the consumables category increased 16% compared to a 20% increase; the seasonal category increased by 1% compared to a 13% increase; the home products category increased by 10% compared to a 27% increase; and apparel declined by 14% compared to a 2% decline.

Cash flows from investing activities. Significant components of property and equipment purchases in the 2013 period included the following approximate amounts: \$167 million for improvements, upgrades, remodels and relocations of existing stores; \$103 million related to new leased stores, primarily for leasehold improvements, fixtures and equipment; \$86 million for distribution and transportation-related capital expenditures; \$65 million for stores purchased or built by us; and \$17 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 the 2013 period, we opened 577 new stores and remodeled or relocated 534 stores.

Significant components of property and equipment purchases in the 2012 period included the following approximate amounts: \$129 million for improvements, upgrades, remodels and relocations of existing stores; \$115 million related to new leased stores, primarily for leasehold improvements, fixtures and equipment; \$98 million for stores purchased or built by us; \$87 million for distribution and transportation-related capital expenditures; and \$19 million for information systems upgrades and technology-related projects. During the 2012 period, we opened 479 new stores and remodeled or relocated 591 stores.

Capital expenditures during 2013 are projected to be in the range of \$550 million to \$600 million. We anticipate funding 2013 capital requirements with cash flows from operations, and if necessary, we also have significant availability under our Revolving Facility. We plan to continue to invest in store growth and development of approximately 650 new stores and approximately 550 stores to be remodeled or relocated. Capital expenditures in 2013 are earmarked primarily for our ongoing growth initiatives including our distribution center under construction in Pennsylvania.

Cash flows from financing activities. Proceeds from the issuance of long-term obligations include the \$1.0 billion unsecured Term Facility and the issuance of the Senior Notes totaling approximately \$1.3 billion, the proceeds from which 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 the date of termination. Net repayments under the Revolving Facility were \$24.9 million during the 2013 period compared to net borrowings of \$353.6 million during the 2012 period. We paid debt issuance costs and hedging fees totaling \$29.2 million in the 2013 period

related to our refinancing. During the 2013 and 2012 periods, we repurchased 7.8 million and 12.7 million outstanding shares of our common stock at a total cost of \$420.0 million and \$596.4 million, respectively, which includes 3.5 million shares at a total cost of \$200.0 million repurchased in the third quarter of 2013.

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, increasing the total remaining authorization to approximately \$1.22 billion at December 4, 2013. 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.

ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK.

During the period from March 20, 2013 to March 27, 2013, we entered into six treasury locks with a combined notional amount of \$700.0 million and a weighted-average 10-year U.S. Treasury rate of 1.94% that were designated as cash flow hedges of interest rate risk on the planned issuance of 10-year senior notes. The issuance of the 2023 Senior Notes occurred on April 11, 2013.

ITEM 4. 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), as of the end of the period covered by this report. 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) *Changes in Internal Control Over Financial Reporting.* There have been no changes in our internal control over financial reporting (as defined in Exchange Act Rule 13a-15(f)) during the quarter ended November 1, 2013 that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

PART II OTHER INFORMATION

ITEM 1. LEGAL PROCEEDINGS.

The information contained in Note 7 to the unaudited condensed consolidated financial statements under the heading Legal proceedings contained in Part I, Item 1 of this report is incorporated herein by this reference.

ITEM 1A. RISK FACTORS.

There have been no material changes to the disclosures relating to this item from those set forth in our Annual Report on Form 10-K for the fiscal year ended February 1, 2013, as modified in our Quarterly Report on Form 10-Q for the fiscal quarter ended May 3, 2013.

ITEM 2.**UNREGISTERED SALES OF EQUITY SECURITIES AND USE OF PROCEEDS.**

The following table contains information regarding purchases of our common stock made during the quarter ended November 1, 2013 by or on behalf of Dollar General or any affiliated purchaser, as defined by Rule 10b-18(a)(3) of the Exchange Act:

Issuer Purchases of Equity Securities

| Period | Total Number of Shares Purchased | Average Price Paid per Share (\$) | Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs(a) | Approximate Dollar Value of Shares that May Yet Be Purchased Under the Plans or Programs(a) (\$) |
|-------------------|---|--|--|---|
| 08/03/13-08/31/13 | | | | 423,584,000 |
| 09/01/13-09/30/13 | 3,460,433 | 57.79 | 3,460,433 | 223,591,000 |
| 10/01/13-11/01/13 | | | | 223,591,000 |
| Total | 3,460,433 | 57.79 | 3,460,433 | 223,591,000 |

(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 4, 2013 (\$1.0 billion increase). The December 2013 authorization increase is not reflected in the table above. 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.**EXHIBITS.**

See the Exhibit Index immediately following the signature page hereto, which Exhibit Index is incorporated by reference as if fully set forth herein.

CAUTIONARY DISCLOSURE REGARDING FORWARD-LOOKING STATEMENTS

We include forward-looking statements within the meaning of the federal securities laws throughout this report, particularly under Management's Discussion and Analysis of Financial Condition and Results of Operations and Note 7. Commitments and Contingencies. You can identify these statements because they are not limited to historical fact or they use words such as may, will, should, expect, believe, anticipate, project, estimate, objective, intend, or could, and similar expressions that concern our strategy, plans, intentions or beliefs about future occurrences or results. For example, statements relating to estimated and projected expenditures, cash flows, results of operations, financial condition and liquidity; plans and objectives for, and expectations regarding, future operations, growth or initiatives; pending financing transactions; anticipated borrowing under certain of our credit facilities; and the expected outcome or effect of pending or threatened litigation or audits are forward-looking statements.

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 include, without limitation:

- failure to successfully execute our growth strategy, including delays in store growth or in effecting relocations or remodels, difficulties executing sales and operating profit margin initiatives and inventory shrinkage reduction;
- the failure of our new store base to achieve sales and operating levels consistent with our expectations;
- risks and challenges in connection with sourcing merchandise from domestic and foreign vendors, as well as trade restrictions;
- our level of success in gaining and maintaining broad market acceptance of our private brands and in achieving our other initiatives;
- unfavorable publicity or consumer perception of our products;
- our debt levels and restrictions in our debt agreements;
- economic conditions, including their effect on the financial and capital markets, our suppliers and business partners, employment levels, consumer demand, disposable income, credit availability and spending patterns, inflation, and the cost of goods;
- commodity prices;
- levels of inventory shrinkage;
- seasonality of our business;
- costs of fuel or other energy, transportation or utilities costs;
- increases in the costs of labor, employment and healthcare;

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- the impact of changes in or noncompliance with governmental laws and regulations (including, but not limited to, product safety, healthcare and unionization) and developments in or outcomes of legal proceedings, investigations or audits;
- disruptions, unanticipated expenses or operational failures in our supply chain including, without limitation, a decrease in transportation capacity for overseas shipments or work stoppages or other labor disruptions that could impede the receipt of merchandise;
- delays or unanticipated expenses in constructing or opening new distribution centers;
- damage or interruption to our information systems;
- changes in our competitive environment and the markets where we operate;
- natural disasters, unusual weather conditions, pandemic outbreaks, boycotts, war and geo-political events;
- incurrence of material uninsured losses, excessive insurance costs, or accident costs;
- our failure to protect our brand name;
- our loss of key personnel or our inability to hire additional qualified personnel;
- interest rate and currency exchange fluctuations;
- a data security breach;
- our failure to maintain effective internal controls;
- a lowering of our credit ratings;
- changes to income tax expense due to changes in or interpretation of tax laws or as a result of federal or state income tax examinations;
- changes to or new accounting guidance, such as changes to lease accounting guidance or a requirement to convert to international financial reporting standards;
- factors disclosed under Risk Factors in Part I, Item 1A of our Form 10-K for the fiscal year ended February 1, 2013, as modified under Risk Factors in Part II, Item 1A of our Form 10-Q for the fiscal quarter ended May 3, 2013; and
- factors disclosed elsewhere in this document (including, without limitation, in conjunction with the forward-looking statements themselves) and other factors.

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 forward-looking statements in the context of these risks and uncertainties. These factors may not contain all of the material 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 or our operations in the way we expect. The forward-looking statements in this report 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.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized, both on behalf of the Registrant and in his capacity as principal financial and accounting officer of the Registrant.

DOLLAR GENERAL CORPORATION

Date: December 5, 2013

By: /s/ David M. Tehle
David M. Tehle
Executive Vice President and Chief Financial
Officer

EXHIBIT INDEX

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| 10 | Summary of Non-Employee Director Compensation (effective February 1, 2014) |
| 15 | Letter re unaudited interim financial information |
| 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 |