

DOLLAR GENERAL CORP  
Form S-3ASR  
March 31, 2010  
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As filed with the Securities and Exchange Commission on March 31, 2010

Registration No. 333-

# UNITED STATES SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

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## Form S-3

REGISTRATION STATEMENT  
UNDER  
THE SECURITIES ACT OF 1933

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## 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 or  
Identification No.)

**100 Mission Ridge**  
**Goodlettsville, Tennessee 37072**  
**(615) 855-4000**

(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

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**Susan S. Lanigan, Esq.**  
**Executive Vice President and General Counsel**  
**100 Mission Ridge**  
**Goodlettsville, Tennessee 37072**  
**(615) 855-4000**

(Name, address, including zip code, and telephone number, including area code, of agent for service)

**With copies to:**

**Joseph H. Kaufman, Esq.**  
Simpson Thacher & Bartlett LLP  
425 Lexington Avenue  
New York, New York 10017-3954  
(212) 455-2000

**Gary M. Brown, Esq.**  
Baker, Donelson, Bearman, Caldwell & Berkowitz, PC  
Baker Donelson Center Suite 800  
211 Commerce Street  
Nashville, Tennessee 37201  
(615) 726-5763

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**Approximate date of commencement of proposed sale to the public: From time to time after the effective date of this registration statement.**

If the only securities being registered on this Form are to be offered pursuant to dividend or interest reinvestment plans, please check the following box.

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, as amended (the Securities Act ), other than securities offered only in connection with dividend or interest reinvestment plans, check the following box.

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a registration statement pursuant to General Instruction I.D. or a post-effective amendment thereto that shall become effective upon filing with the Commission pursuant to Rule 462(e) under the Securities Act, check the following box.

If this Form is a post-effective amendment to a registration statement filed pursuant to General Instruction I.D. filed to register additional securities or additional classes of securities pursuant to Rule 413(b) under the Securities Act, check the following box.

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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. (Check one):

Large accelerated filer   
**Accelerated filer**

Non-accelerated filer   
**Smaller reporting company**

**CALCULATION OF REGISTRATION FEE**

| Title of Each Class of Securities to be Registered                         | Amount to be Registered | Proposed Maximum Offering Price per Note | Proposed Maximum Aggregate Offering Price | Amount of Registration Fee |
|--|-------------------------|--|---|----------------------------|
| 10.625% Senior Notes due 2015  | (1)                     | (1)                                      | (1)                                       | (1)                        |
| 11.875%/12.625% Senior Subordinated Toggle Notes due 2017                  | (1)                     | (1)                                      | (1)                                       | (1)                        |
| Guarantees of 10.625% Senior Notes due 2015(2)                             | (1)(3)                  | (1)(3)                                   | (1)(3)                                    | (1)(3)                     |
| Guarantees of 11.875%/12.625% Senior Subordinated Toggle Notes due 2017(2) | (1)(3)                  | (1)(3)                                   | (1)(3)                                    | (1)(3)                     |

- (1) An indeterminate amount of securities are being registered hereby to be offered solely for market-making purposes by specified affiliates of the registrants. Pursuant to Rule 457(q) under the Securities Act of 1933, as amended, no filing fee is required.
- (2) See inside facing page for registrant guarantors.
- (3) Pursuant to Rule 457(n) under the Securities Act, no separate filing fee is required for the guarantees.

**TABLE OF ADDITIONAL REGISTRANTS**

| Exact Name of Registrant as Specified in its Charter (or Other Organizational Document) | State or Other Jurisdiction of Incorporation or Organization | I.R.S. Employer Identification Number | Address, Including Zip Code, of Registrant's Principal Executive Offices | Telephone Number, Including Area Code, of Registrant's Principal Executive Offices |
|---|--|---------------------------------------|--|--|
| DC Financial, LLC   | Tennessee  | N/A                                   | 100 Mission Ridge,<br>Goodlettsville, TN 37072                           | 615-855-4000   |
| DG Logistics, LLC   | Tennessee  | 62-1805098                            | 100 Mission Ridge,<br>Goodlettsville, TN 37072                           | 615-855-4000   |
| DG Promotions, Inc.   | Tennessee  | 62-1792083                            | 100 Mission Ridge,<br>Goodlettsville, TN 37072                           | 615-855-4000   |
| DG Retail, LLC  | Tennessee  | 36-4577242                            | 100 Mission Ridge,<br>Goodlettsville, TN 37072                           | 615-855-4000   |
| DG Strategic I, LLC   | Tennessee  | 26-4507991                            | 100 Mission Ridge,<br>Goodlettsville, TN 37072                           | 615-855-4000   |
| DG Strategic II, LLC  | Tennessee  | 26-4508076                            | 100 Mission Ridge,<br>Goodlettsville, TN 37072                           | 615-855-4000   |

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|                                |            |            |  |              |
|--------------------------------|------------|------------|--|--------------|
| DG Strategic III, LLC          | Tennessee  | 26-4508134 | 100 Mission Ridge,<br>Goodlettsville, TN 37072 | 615-855-4000 |
| DG Strategic IV, LLC           | Tennessee  | 27-2199414 | 100 Mission Ridge,<br>Goodlettsville, TN 37072 | 615-855-4000 |
| DG Strategic V, LLC            | Tennessee  | 27-2199279 | 100 Mission Ridge,<br>Goodlettsville, TN 37072 | 615-855-4000 |
| DG Strategic VI, LLC           | Tennessee  | 27-2199673 | 100 Mission Ridge,<br>Goodlettsville, TN 37072 | 615-855-4000 |
| DG Strategic VII, LLC          | Tennessee  | 27-2199597 | 100 Mission Ridge,<br>Goodlettsville, TN 37072 | 615-855-4000 |
| DG Strategic VIII, LLC         | Tennessee  | 27-2199514 | 100 Mission Ridge,<br>Goodlettsville, TN 37072 | 615-855-4000 |
| DG Transportation, Inc.        | Tennessee  | 37-1517488 | 100 Mission Ridge,<br>Goodlettsville, TN 37072 | 615-855-4000 |
| Dolgen I, Inc.                 | Tennessee  | 26-4508189 | 100 Mission Ridge,<br>Goodlettsville, TN 37072 | 615-855-4000 |
| Dolgen II, Inc.                | Tennessee  | 26-4508236 | 100 Mission Ridge,<br>Goodlettsville, TN 37072 | 615-855-4000 |
| Dolgen III, Inc.               | Tennessee  | 26-4508282 | 100 Mission Ridge,<br>Goodlettsville, TN 37072 | 615-855-4000 |
| Dolgenercorp of New York, Inc. | Kentucky   | 62-1829863 | 100 Mission Ridge,<br>Goodlettsville, TN 37072 | 615-855-4000 |
| Dolgenercorp of Texas, Inc.    | Kentucky   | 61-1193136 | 100 Mission Ridge,<br>Goodlettsville, TN 37072 | 615-855-4000 |
| Dolgenercorp, LLC              | Kentucky   | 61-0852764 | 100 Mission Ridge,<br>Goodlettsville, TN 37072 | 615-855-4000 |
| Dollar General Partners        | Kentucky   | 61-1193137 | 100 Mission Ridge,<br>Goodlettsville, TN 37072 | 615-855-4000 |
| Retail Risk Solutions, LLC     | Tennessee  | 26-1644044 | 100 Mission Ridge,<br>Goodlettsville, TN 37072 | 615-855-4000 |
| South Boston FF&E, LLC         | Delaware   | 26-0411224 | 100 Mission Ridge,<br>Goodlettsville, TN 37072 | 615-855-4000 |
| South Boston Holdings, Inc.    | Delaware   | 20-5220571 | 100 Mission Ridge,<br>Goodlettsville, TN 37072 | 615-855-4000 |
| Sun-Dollar, L.P.               | California | 95-4629930 | 100 Mission Ridge,<br>Goodlettsville, TN 37072 | 615-855-4000 |

**Susan S. Lanigan, Esq.**  
**Executive Vice President and General Counsel**  
**100 Mission Ridge**  
**Goodlettsville, Tennessee 37072**  
**(615) 855-4000**

(Name, address, including zip code, and telephone number, including area code, of agent for service of each co-registrant)

**With copies to:**

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 211 Commerce Street  
 Nashville, Tennessee 37201  
 (615) 726-5763



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PROSPECTUS

**\$979,333,000 10.625% Senior Notes due 2015**  
**Guarantees of 10.625% Senior Notes due 2015**

**\$450,697,000 11.875%/12.625% Senior Subordinated Toggle Notes due 2017**  
**Guarantees of 11.875%/12.625% Senior Subordinated Toggle Notes due 2017**

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The 10.625% Senior Notes due 2015 (the senior notes ) bear interest at a rate of 10.625% per annum and will mature on July 15, 2015. Cash interest on the 11.875%/12.625% Senior Subordinated Toggle Notes (the senior subordinated notes ) will accrue at a rate of 11.875% per annum, and PIK interest will accrue at a rate of 12.625% per annum. The senior subordinated notes will mature on July 15, 2017. The senior notes and the senior subordinated notes are collectively referred to herein as the notes, unless the context otherwise requires.

We may redeem some or all of the senior notes at any time on or after July 15, 2011 and some or all of the senior subordinated notes at any time on or after July 15, 2012, in each case at the redemption prices set forth in this prospectus. We may redeem some or all of the senior notes prior to July 15, 2011 and some or all of the senior subordinated notes prior to July 15, 2012, in each case at a price equal to 100% of the principal amount of the notes redeemed plus the applicable make-whole premium as described in this prospectus. On or before July 15, 2010, we may also redeem up to 35% of the senior notes and 35% of the senior subordinated notes, in each case at the redemption prices set forth in this prospectus, using the proceeds of certain equity offerings.

The senior notes are senior unsecured obligations of Dollar General Corporation and rank senior in right of payment to our future debt and other obligations that are, by their terms, expressly subordinated in right of payment to the senior notes, including the senior subordinated notes. The senior notes rank equal in right of payment to all of our existing and future senior debt and other obligations that are not, by their terms, expressly subordinated in right of payment to the senior notes. The senior notes are effectively subordinated to all of our existing and future secured debt, including obligations under our senior secured term loan facility and senior secured asset-based revolving credit facility, to the extent of the value of the assets securing such debt, and structurally subordinated to all obligations of each of our subsidiaries that is not a guarantor of the senior notes.

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The senior subordinated notes are senior unsecured obligations and will be subordinated in right of payment to our existing and future senior debt, including obligations under our Credit Facilities and the senior notes. The senior subordinated notes rank equal in right of payment to all of our existing and future senior subordinated debt and other obligations that are not, by the terms of the senior subordinated notes, expressly made senior. The senior subordinated notes are effectively subordinated to all of our existing and future secured debt, including obligations under our Credit Facilities, to the extent of the value of the assets securing such debt, and will be structurally subordinated to all obligations of any subsidiaries that do not guarantee the senior subordinated notes. The senior subordinated notes rank senior in right of payment to all of our future debt and other obligations that are, by their terms, expressly subordinated in right of payment to the senior subordinated notes.

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*Investing in the notes involves risks. You should carefully consider the Risk Factors beginning on page 7 of this prospectus, in any applicable prospectus supplement and in the documents that are incorporated or deemed incorporated by reference in this prospectus before investing in the notes.*

**Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of the notes or passed upon the accuracy or adequacy of this prospectus. Any representation to the contrary is a criminal offense.**

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This prospectus has been prepared for and may be used by Goldman, Sachs & Co. and other affiliates of Goldman, Sachs & Co. in connection with offers and sales of the notes related to market-making transactions in the notes effected from time to time. Such affiliates of Goldman, Sachs & Co. may act as principal or agent in such transactions, including as agent for the counterparty when acting as principal or as agent for both counterparties, and may receive compensation in the form of discounts and commissions, including from both counterparties, when it acts as agents for both. Such sales will be made at prevailing market prices at the time of sale, at prices related thereto or at negotiated prices. We will not receive any proceeds from such sales.

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The date of this prospectus is March 31, 2010.

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**ABOUT THIS PROSPECTUS**

This prospectus is part of a registration statement on Form S-3 that we have filed with the SEC and that has been prepared for and may be used by Goldman, Sachs & Co. and other affiliates of Goldman, Sachs & Co. in connection with offers and sales of the notes related to market making transactions in the notes effected from time to time. Such affiliates of Goldman, Sachs & Co. may act as principal or agent in such transactions, including as agent for the counterparty when acting as principal or as agent for both counterparties, and may receive compensation in the form of discounts and commissions, including from both counterparties, when it acts as agents for both. Such sales will be made at prevailing market prices at the time of sale, at prices related thereto or at negotiated prices. We will not receive any proceeds from such sales. You should read this prospectus together with the additional information described under the heading "Incorporation by Reference" before making an investment in the notes.

The rules of the SEC allow us to incorporate by reference information into this prospectus. This means that important information is contained in other documents that are considered to be a part of this prospectus. Additionally, information that we file later with the SEC will automatically update and supersede this information. You should carefully read this prospectus and any prospectus supplement together with the additional information that is incorporated or deemed incorporated by reference in this prospectus. See "Incorporation by Reference" before making an investment in the notes. This prospectus contains summaries of certain provisions contained in some of the documents described herein, but reference is made to the actual documents for complete information. All of the summaries are qualified in their entirety by the actual documents. Copies of the documents referred to herein have been filed, or will be filed or incorporated by reference as exhibits to the registration statement of which this prospectus is a part. The registration statement, including the exhibits and documents incorporated or deemed incorporated by reference in this prospectus, can be read on the SEC website or at the SEC offices mentioned under the heading "Where You Can Find More Information."

**Neither the delivery of this prospectus nor any sale made under it implies that there has been no change in our affairs or that the information in this prospectus is correct as of any date after the date of this prospectus. You should not assume that the information in this prospectus, including any information incorporated in this prospectus by reference, is accurate as of any date other than the date on the front of those documents. Our business, financial condition, results of operations and prospects may have changed since that date.**

You should rely only on the information contained in or incorporated by reference in this prospectus. We have not authorized anyone to provide you with different information, and if you are given any information or representation about these matters that is not contained or incorporated by reference in this prospectus or a prospectus supplement, you must not rely on that information. We are not making an offer to sell securities in any jurisdiction where the offer or sale of such securities is not permitted.

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In this prospectus, unless otherwise indicated or unless the context otherwise requires, Dollar General we, us, our and similar terms refer to Dollar General Corporation and its consolidated subsidiaries. Our fiscal year ends on the Friday closest to January 31. In this prospectus, we refer to each fiscal year by reference to the calendar year to which such fiscal year primarily relates. For example, the fiscal year ended January 29, 2010 is referred to as 2009 or fiscal 2009.

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**SUMMARY OF THE TERMS OF THE NOTES**

The summary below, which is not intended to be complete, describes the principal terms of the notes. Certain of the terms and conditions summarized below are subject to important limitations and exceptions. The Description of Senior Notes and Description of Senior Subordinated Notes sections of this prospectus contain more detailed descriptions of the terms and conditions of the notes.

|                                     |  |
|-------------------------------------|--|
| Issuer                              | Dollar General.  |
| Securities                          | <p>\$1,430,030,000 in aggregate principal amount of notes, consisting of:</p> <ul style="list-style-type: none"> <li>• \$979,333,000 in aggregate principal amount of 10.625% senior notes due 2015; and</li> <li>• \$450,697,000 in aggregate principal amount of 11.875% /12.625% senior subordinated notes due 2017.</li> </ul>   |
| Maturity Dates                      | <p>The senior notes will mature on July 15, 2015.</p> <p>The senior subordinated notes will mature on July 15, 2017.</p>   |
| Interest Payment Dates              | Interest on the notes will be payable on January 15 and July 15 of each year, beginning on January 15, 2008.   |
| Interest Rates and Forms of Payment | <p>The senior notes will bear interest at a rate of 10.625% per annum.</p> <p>Cash interest on the senior subordinated notes will accrue at a rate of 11.875% per annum, and PIK Interest (defined below) will accrue at a rate of 12.625% per annum. The initial interest payment on the senior subordinated notes will be payable in cash. For any interest period commencing on or after January 15, 2008 through July 15, 2011 we may elect to pay interest on the senior subordinated notes (i) in cash; (ii) by increasing the principal amount of the senior subordinated notes or by issuing new senior subordinated notes ( PIK Notes ) (such increase or issuance, PIK Interest ) or (iii) by paying interest on half of the principal amount of the senior subordinated notes in cash and half in PIK Interest. If we elect to pay PIK Interest, we will increase the principal amount of the senior subordinated notes or issue PIK Notes, in each case, in an amount equal to the amount of PIK Interest for the applicable interest payment period (rounded up to the nearest \$1,000 in the case of global notes and to the nearest whole dollar in the case of senior subordinated notes in certificated form) to holders of the senior subordinated notes on the relevant record date. The senior subordinated notes will bear interest on the increased principal amount thereof from and after the applicable interest payment date on which a payment of PIK Interest is made. We must elect the form of interest payment with respect to each interest period no later than 30 days before the beginning of the applicable interest period. In the absence of such an election or proper notification of such election to the trustee, interest will be payable in accordance with the last election made for the previous interest period.</p> |

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|                         |   |
|-------------------------|---|
| Original Issue Discount | <p>We will have the option to pay interest on the senior subordinated notes in cash interest or PIK Interest for any interest payment period after the initial interest payment through July 15, 2011. For U.S. federal income tax purposes, the existence of this option means that none of the interest payments on the senior subordinated notes will be qualified stated interest even if we never exercise the option to pay PIK Interest. Consequently, the senior subordinated notes will be treated as issued with original issue discount, and U.S. holders (as defined in Certain U.S. Federal Income and Estate Tax Consequences ) will be required to include the original issue discount in gross income on a constant yield to maturity basis, regardless of whether interest is paid currently in cash. For more information, see Certain U.S. Federal Income and Estate Tax Consequences.</p>   |
| Security                | <p>None. The notes will be unsecured obligations of the Issuer and the subsidiary guarantors.</p>   |
| Guarantees              | <p>The senior notes will be unconditionally guaranteed, jointly and severally, on an unsecured senior basis, and the senior subordinated notes will be unconditionally guaranteed, jointly and severally, on an unsecured senior subordinated basis, in each case, by each of our wholly owned subsidiaries that has guaranteed our senior secured term loan facility and our senior secured asset-based revolving credit facility (collectively, the Credit Facilities ).</p> <p>Our non-guarantor subsidiaries accounted for approximately \$91.3 million of net sales and approximately \$33.0 million of net income, in each case, for 2009 and approximately \$360.0 million of total assets and approximately \$264.2 million of total liabilities, in each case, as of January 29, 2010. Included in these net revenues, net income, total assets and total liabilities balances are certain intercompany balances that are eliminated in consolidation.</p>   |
| Ranking                 | <p>The senior notes are our senior unsecured obligations and will:</p> <ul style="list-style-type: none"> <li>• rank senior in right of payment to our existing and future debt and other obligations that are, by their terms, expressly subordinated in right of payment to the senior notes, including the senior subordinated notes;</li> <li>• rank equal in right of payment to all of our existing and future senior debt and other obligations that are not, by their terms, expressly subordinated in right of payment to the senior notes; and</li> <li>• be effectively subordinated to all of our existing and future secured debt (including obligations under the Credit Facilities), to the extent of the value of the assets securing such debt, and be structurally subordinated to all obligations of each of our subsidiaries that is not a guarantor of the senior notes.</li> </ul> <p>Similarly, the senior note guarantees will be senior unsecured obligations of the guarantors and will:</p> <ul style="list-style-type: none"> <li>• rank senior in right of payment to all of the applicable guarantor s existing and future debt and other obligations that are, by their terms, expressly subordinated in right of payment to the senior notes, including the applicable guarantor s guarantee under the senior subordinated notes;</li> <li>• rank equal in right of payment to all of the applicable guarantor s existing and future senior debt and other obligations that are not, by their terms, expressly subordinated in right of payment to the senior notes; and</li> </ul> |



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- be effectively subordinated in right of payment to all of the applicable guarantor's existing and future secured debt (including the applicable guarantor's guarantee under the Credit Facilities), to the extent of the value of the assets securing such debt, and be structurally subordinated to all obligations of any subsidiary of a guarantor if that subsidiary is not also a guarantor of the senior notes.

The senior subordinated notes are our unsecured senior subordinated obligations and will:

- be subordinated in right of payment to our existing and future senior debt, including our Credit Facilities, the senior notes and our 8 5/8% Notes due June 2010 (the 2010 Notes);
- rank equal in right of payment to all of our existing and future senior subordinated debt and other obligations that are not, by the terms of the senior subordinated notes, expressly made senior;
- be effectively subordinated to all of our existing and future secured debt (including obligations under our Credit Facilities), to the extent of the value of the assets securing such debt, and be structurally subordinated to all obligations of any subsidiaries that do not guarantee the senior subordinated notes; and
- rank senior in right of payment to all of our future debt and other obligations that are, by their terms, expressly subordinated in right of payment to the senior subordinated notes.

Similarly, the senior subordinated note guarantees will be unsecured senior subordinated obligations of the guarantors and will:

- be subordinated in right of payment to all of the applicable guarantor's existing and future senior debt, including such guarantor's guarantee under our Credit Facilities, the senior notes and the 2010 Notes;
- rank equal in right of payment to all of the applicable guarantor's future senior subordinated debt and other obligations that are not, by the terms of the senior subordinated notes, expressly made senior;
- be effectively subordinated to all of the applicable guarantor's existing and future secured debt (including such guarantor's guarantee under our Credit Facilities), to the extent of the value of the assets securing such debt, and be structurally subordinated to all obligations of any subsidiary of a guarantor if that subsidiary is not also a guarantor of the senior subordinated notes; and
- rank senior in right of payment to all of the applicable guarantor's future debt and other obligations that are, by their terms, expressly subordinated in right of payment to the guarantees of the senior subordinated notes.

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As of January 29, 2010, (1) the notes and related guarantees rank effectively junior to approximately \$1,963.5 million of senior secured indebtedness and \$22.8 million of payment obligations relating to capital lease obligations and other indebtedness, (2) the senior notes and related guarantees rank senior to the \$450.7 million of senior subordinated notes, (3) the senior subordinated notes and related guarantees rank junior to the senior notes and our 2010 Notes, and (4) we had an additional \$930.6 million of unutilized capacity under our senior secured asset-based revolving credit facility.

Optional Redemption

We may redeem some or all of the senior notes at any time on or after July 15, 2011 and we may redeem some or all of the senior subordinated notes at any time on or after July 15, 2012, in each case at the redemption prices set forth in this prospectus.

We may redeem some or all of the senior notes prior to July 15, 2011 and some or all of the senior subordinated notes prior to July 15, 2012, in each case at a price equal to 100% of the principal amount of the notes redeemed plus the applicable make-whole premium as described in this prospectus.

On or before July 15, 2010, we may also redeem up to 35% of the senior notes and 35% of the senior subordinated notes, in each case, at the redemption prices set forth in this prospectus, using the proceeds of certain equity offerings.

Mandatory Principal Redemption

If the senior subordinated notes would otherwise constitute applicable high yield discount obligations within the meaning of Section 163(i)(1) of the Internal Revenue Code of 1986, as amended (the Code), at the end of each accrual period ending after the fifth anniversary of the senior subordinated notes issuance (each, an AHYDO redemption date), we will be required to redeem for cash a portion of each senior subordinated note then outstanding equal to the Mandatory Principal Redemption Amount (such redemption, a Mandatory Principal Redemption). The redemption price for the portion of each senior subordinated note redeemed pursuant to a Mandatory Principal Redemption will be 100% of the principal amount of such portion plus any accrued interest thereon on the date of redemption. The Mandatory Principal Redemption Amount means, as of each AHYDO redemption date, the excess, if any, of (a) the aggregate amount of accrued and unpaid interest and all accrued and unpaid original issue discount (as defined in Section 1273(a)(1) of the Code) with respect to the senior subordinated notes, over (b) an amount equal to the product of (i) the issue price (as defined in Sections 1273(b) and 1274(a) of the Code) of the senior subordinated notes multiplied by (ii) the yield to maturity (as defined in the Treasury Regulation Section 1.1272-1(b)(1)(i)) of the senior subordinated notes. No partial redemption or repurchase of the senior subordinated notes prior to any AHYDO redemption date pursuant to any other provision of the indenture governing the senior subordinated notes will alter the Issuer's obligation to make the Mandatory Principal Redemption with respect to any senior subordinated notes that remain outstanding on any AHYDO redemption date.

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|                                   |  |
|-----------------------------------|--|
| Change of Control and Asset Sales | <p>If we sell certain assets under certain circumstances, or experience certain change of control events, each holder of senior notes or senior subordinated notes, as applicable, may require us to purchase all or a portion of its notes at the purchase prices set forth in this prospectus, plus accrued and unpaid interest and special interest, if any, to the purchase date. See <a href="#">Description of Senior Notes</a> <a href="#">Repurchase at the Option of Holders</a> and <a href="#">Description of Senior Subordinated Notes</a> <a href="#">Repurchase at the Option of Holders</a>. Our Credit Facilities or other agreements may restrict us from repurchasing any of the notes, including any purchase we may be required to make as a result of a change of control or certain asset sales. See <a href="#">Risk Factors</a>. We may not have the ability to raise the funds necessary to finance the change of control offer required by the indentures governing the notes.</p> |
| Certain Covenants                 | <p>The indentures governing the notes restrict our ability and the ability of our restricted subsidiaries to, among other things:</p> <ul style="list-style-type: none"><li>• incur additional indebtedness, issue disqualified stock or issue certain preferred stock;</li><li>• pay dividends and make certain distributions, investments and other restricted payments;</li><li>• create certain liens or encumbrances;</li><li>• sell assets;</li><li>• enter into transactions with affiliates;</li><li>• limit the ability of restricted subsidiaries to make payments to us;</li><li>• merge, consolidate, sell or otherwise dispose of all or substantially all of our assets; and</li><li>• designate our subsidiaries as unrestricted subsidiaries.</li></ul> <p>These covenants are subject to important exceptions and qualifications described under the headings <a href="#">Description of Senior Notes</a> and <a href="#">Description of Senior Subordinated Notes</a>.</p>                 |
| Use of Proceeds                   | <p>We will not receive any cash proceeds from the sale of the notes in the offer. See <a href="#">Use of Proceeds</a>.</p>   |



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**RISK FACTORS**

*Investing in the notes involves risks. In addition to the risks and uncertainties discussed below under Special Note Regarding Forward-Looking Statements, you should carefully review the risks discussed under the caption Risk Factors in our Annual Report on Form 10-K for the fiscal year ended January 29, 2010, which is incorporated by reference in this prospectus, and under the caption Risk Factors or any similar caption in the other documents that we have filed or subsequently file with the SEC that are incorporated or deemed to be incorporated by reference in this prospectus as described below under Incorporation by Reference. You should also carefully review the other risks and uncertainties discussed in the documents incorporated and deemed to be incorporated by reference in this prospectus. The risks and uncertainties discussed below and in the documents referred to above and other matters discussed in those documents could materially and adversely affect our business, financial condition, liquidity and results of operations, the market price of the notes and our ability to make payments of principal or interest on the notes, and you may lose all or part of your original investment. Moreover, the risks and uncertainties discussed below and in the foregoing documents are not the only risks and uncertainties that we face, and our business, financial condition, liquidity and results of operations, the market price of the notes and our ability to make payments of principal or interest on the notes could be materially adversely affected by other matters that are not known to us or that we currently do not consider to be material risks to our business.*

**Your ability to transfer the notes may be limited by the absence of an active trading market, and there is no assurance that any active trading market for the notes exists or will continue.**

We do not intend to apply for a listing of the notes on a securities exchange or any automated dealer quotation system. We cannot assure you as to the liquidity of markets that may develop for the notes, your ability to sell the notes or the price at which you would be able to sell the notes. Certain financial institutions have advised us that they intend to make a market in the notes as permitted by applicable laws and regulations; however, those entities are not obligated to make a market in any of the notes, and they may discontinue their market-making activities at any time without notice. Therefore, an active market for any of the notes, if developed, may not continue. Because Goldman, Sachs & Co. and its respective affiliates may be considered affiliates of ours, they are required to deliver a current market-maker prospectus in connection with any secondary market sale of the notes, which may affect their ability to continue market-making activities. Historically, the market for non investment-grade debt has been subject to disruptions that have caused substantial volatility in the prices of securities similar to the notes. The market, if any, for any of the notes may not be free from similar disruptions and any such disruptions may adversely affect the prices at which you may sell your notes. In addition, the notes may trade at a discount from your purchase price, depending upon prevailing interest rates, the market for similar notes, our performance and other factors.

**We may not be able to generate sufficient cash to service all of our indebtedness, including the notes, and may be forced to take other actions to satisfy our obligations under our indebtedness, which may not be successful.**

Our ability to make scheduled payments on or to refinance our debt obligations depends on our financial condition and operating performance, which is subject to prevailing economic and competitive conditions and to certain financial, business and other factors beyond our control. We may be unable to maintain a level of cash flow from operating activities sufficient to permit us to pay the principal, premium, if any, and interest on our indebtedness, including the notes.

If our cash flow and capital resources are insufficient to fund our debt service obligations, we may be forced to reduce or delay investments and capital expenditures, or to sell assets, seek additional capital or restructure or refinance our indebtedness, including the notes. These alternative measures may not be successful and may not permit us to meet our scheduled debt service obligations. In the absence of such operating results and resources, we could face substantial liquidity problems and might be required to dispose of material assets or operations to meet our debt

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service and other obligations. Our senior secured credit agreement and the indentures governing the notes will restrict our ability to dispose of assets and use the proceeds from such disposition. We may not be able to consummate those dispositions or to obtain the proceeds that we could realize from them, and these proceeds may not be adequate to meet any debt service obligations then due.

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**Repayment of our debt, including each series of notes, is dependent on cash flow generated by our subsidiaries and their ability to make distributions to us.**

Our subsidiaries own a significant portion of our assets and conduct a significant portion of our operations. Accordingly, repayment of our indebtedness, including each series of notes, is dependent, to a significant extent, on the generation of cash flow by our subsidiaries and their ability to make such cash available to us, by dividend, debt repayment or otherwise. Unless they are guarantors of the notes, our subsidiaries do not have any obligation to pay amounts due on the notes or to make funds available for that purpose. Our subsidiaries may not be able to, or may not be permitted to, make distributions to enable us to make payments in respect of our indebtedness, including the notes. Each subsidiary is a distinct legal entity and, under certain circumstances, legal and contractual restrictions may limit our ability to obtain cash from our subsidiaries. While the indentures governing the notes will limit the ability of our subsidiaries to incur consensual restrictions on their ability to pay dividends or make other intercompany payments to us, these limitations are subject to certain qualifications and exceptions. In the event that we do not receive distributions from our subsidiaries, we may be unable to make required principal and interest payments on our indebtedness, including the notes.

**U.S. Holders will be required to pay U.S. federal income tax on the senior subordinated notes whether we pay interest on the senior subordinated notes in cash or PIK Interest.**

We have the option to pay interest on the senior subordinated notes in cash interest or PIK Interest for any interest payment period after the initial interest payment through July 15, 2011. For U.S. federal income tax purposes, the existence of this option means that none of the interest payments on the senior subordinated notes will be qualified stated interest even if we never exercise the option to pay PIK Interest. Consequently, the senior subordinated notes will be treated as issued with original issue discount, and U.S. holders (as defined in Certain U.S. Federal Income and Estate Tax Consequences ) will be required to include the original issue discount in gross income on a constant yield to maturity basis, regardless of whether interest is paid currently in cash. See Description of Senior Subordinated Notes Principal, Maturity and Interest and Certain U.S. Federal Income and Estate Tax Consequences.

**Claims of noteholders will be structurally subordinated to the claims of creditors of our non-guarantor subsidiaries.**

The notes will not be guaranteed by all of our subsidiaries. For example, our subsidiaries that do not guarantee the Credit Facilities will not guarantee the notes. Accordingly, claims of holders of the notes will be structurally subordinate to the claims of creditors of these non-guarantor subsidiaries, including trade creditors. All obligations of our non-guarantor subsidiaries will have to be satisfied before any of the assets of such subsidiaries would be available for distribution, upon a liquidation or otherwise, to us or a guarantor of the notes.

Our non-guarantor subsidiaries accounted for approximately \$91.3 million of net sales and approximately \$33.0 million of net income, in each case, for 2009 and approximately \$360.0 million of total assets and approximately \$264.2 million of total liabilities, in each case, as of January 29, 2010. Included in these net revenues, net income, total assets and total liabilities balances are certain intercompany balances that are eliminated in consolidation.

**Your right to receive payments on each series of notes is effectively junior to those lenders who have a security interest in our assets.**

Our obligations under the notes and our guarantors' obligations under their guarantees of the notes are unsecured, but our obligations under our Credit Facilities and each guarantor's obligations under its respective guarantee of the Credit Facilities are secured by a security interest in substantially all of our domestic tangible and intangible assets, including the stock of most of our wholly owned U.S. subsidiaries, and a portion of the assets and a portion of the stock of certain of our non-U.S. subsidiaries. If we are declared bankrupt or insolvent, or if we default under our Credit Facilities, the lenders could declare all of the funds borrowed thereunder, together with accrued interest, immediately due and payable. If we were unable to repay such indebtedness, the lenders could foreclose on the pledged assets to the exclusion of holders of the notes, even if an event of default exists under the indentures governing the notes at such time. Furthermore, if the lenders foreclose and sell the pledged equity

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interests in any subsidiary guarantor under the notes, then that guarantor will be released from its guarantee of the notes automatically and immediately upon such sale. In any such event, because the notes will not be secured by any of our assets or the equity interests in subsidiary guarantors, it is possible that there would be no assets remaining from which your claims could be satisfied or, if any assets remained, they might be insufficient to satisfy your claims fully.

As of January 29, 2010, we had \$1,986.3 million of senior secured indebtedness, comprised of financing and capital lease obligations, other debt instruments and indebtedness under our Credit Facilities, not including unused capacity of \$930.6 million under our revolving asset-based credit facility, subject to borrowing base availability. The indentures governing the notes will permit us and our restricted subsidiaries to incur substantial additional indebtedness in the future, including senior secured indebtedness.

**Your right to receive payments on the senior subordinated notes will be junior to our existing and future senior indebtedness, including borrowings under our Credit Facilities and the senior notes.**

The senior subordinated notes and the related guarantees will be contractually subordinated to all of our current and future senior indebtedness (other than trade payables), including our borrowings under our Credit Facilities and the senior notes, and all of our and the guarantors' future borrowings (other than trade payables), except any future indebtedness that expressly provides that it ranks equal with, or subordinated in right of payment to, the senior subordinated notes and the related guarantees. As a result of such subordination, in the event of the bankruptcy, liquidation or dissolution of us or any subsidiary guarantor, our assets or the assets of the applicable subsidiary guarantor would be available to pay obligations under the senior subordinated notes and our other senior subordinated obligations only after all payments had been made on our senior indebtedness or the senior indebtedness of the applicable subsidiary guarantor. Sufficient assets may not remain after all of these payments have been made to make any payments on the senior subordinated notes and our other senior subordinated obligations, including payments of interest when due. In addition, all payments on the senior subordinated notes and the related guarantees will be blocked in the event of a payment default on senior debt and may be blocked for up to 179 of 360 consecutive days in the event of certain non-payment defaults on senior debt.

In the event of a bankruptcy, liquidation or reorganization or similar proceeding relating to us or the guarantors, holders of the senior subordinated notes will participate with trade creditors and all other holders of our and the guarantors' subordinated indebtedness in the assets remaining after we and the guarantors have repaid all of our senior debt. However, because the indenture governing the senior subordinated notes requires that amounts otherwise payable to holders of the senior subordinated notes in a bankruptcy or similar proceeding be paid to holders of senior debt instead, holders of the senior subordinated notes may receive less, ratably, than holders of trade payables in any such proceeding. In any of these cases, we and the guarantors may not have sufficient funds to pay all of our creditors and holders of senior subordinated notes may receive less, ratably, than the holders of our senior debt.

As of January 29, 2010, (1) the notes and related guarantees rank effectively junior to approximately \$1,963.5 million of senior secured indebtedness and \$22.8 million of payment obligations relating to capital lease obligations and other indebtedness, (2) the senior notes and related guarantees rank senior to the \$450.7 million of senior subordinated notes, (3) the senior subordinated notes and related guarantees rank junior to the senior notes and our 2010 Notes, and (4) we had an additional \$930.6 million of unutilized capacity under our senior secured asset based revolving credit facility.

As of January 29, 2010, the senior subordinated notes and the related guarantees are subordinated to \$2,952.7 million of senior debt, \$1,986.3 million of which is secured debt, and up to \$930.6 million is available for borrowing as additional senior secured debt under our Credit Facilities, subject to borrowing base availability.

**If we default on our obligations to pay our indebtedness, we may not be able to make payments on the notes.**

Any default under the agreements governing our indebtedness, including a default under the senior secured credit agreements, that is not waived by the required lenders, and the remedies sought by the holders of such indebtedness, could prevent us from paying principal, premium, if any, and interest on the notes and substantially decrease the market value of the notes. If we are unable to generate sufficient cash flow and are otherwise unable to

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obtain funds necessary to meet required payments of principal, premium, if any, and interest on our indebtedness, or if we otherwise fail to comply with the various covenants in the instruments governing our indebtedness (including covenants in our Credit Facilities and the indentures under which the notes were issued), we could be in default under the terms of the agreements governing such indebtedness, including our senior secured credit agreements and the indentures under which the notes were issued. In the event of such default, the holders of such indebtedness could elect to declare all the funds borrowed thereunder to be due and payable, together with accrued and unpaid interest, the lenders under our Credit Facilities could elect to terminate their commitments thereunder, cease making further loans and institute foreclosure proceedings against our assets, and we could be forced into bankruptcy or liquidation. If our operating performance declines, we may in the future need to obtain waivers from the required lenders under our Credit Facilities to avoid being in default. If we breach our covenants under our Credit Facilities and seek a waiver, we may not be able to obtain a waiver from the required lenders. If this occurs, we would be in default under our senior secured credit agreements, the lenders could exercise their rights, as described above, and we could be forced into bankruptcy or liquidation.

**We may not have the ability to raise the funds necessary to finance the change of control offer required by the indentures governing the notes.**

Upon the occurrence of a change of control, as defined in the indentures governing the notes, we must offer to buy back the notes at a price equal to 101% of the principal amount, together with any accrued and unpaid interest, if any, to the date of the repurchase. Our failure to purchase, or give notice of purchase of, the senior notes or the senior subordinated notes, as applicable, would be a default under each of the indentures governing the notes, which would also be a default under our Credit Facilities.

If a change of control occurs, it is possible that we may not have sufficient assets at the time of the change of control to make the required repurchase of notes or to satisfy all obligations under our Credit Facilities and the indentures under which the notes were issued. In order to satisfy our obligations, we could seek to refinance the indebtedness under our Credit Facilities and the indentures or obtain a waiver from the lenders or you as a holder of notes. We cannot assure you that we would be able to obtain a waiver or refinance our indebtedness on terms acceptable to us, if at all.

**The lenders under our Credit Facilities have the discretion to release the guarantors under the senior secured credit agreements in a variety of circumstances, which will cause those guarantors to be released from their guarantees of the notes.**

While any obligations under our Credit Facilities remain outstanding, any guarantee of the notes may be released without action by, or consent of, any holder of the notes or the trustee under the indentures governing the notes, at the discretion of lenders under our Credit Facilities, if such guarantor is no longer a guarantor of obligations under our Credit Facilities or any other indebtedness. See [Description of Senior Notes Guarantees](#) and [Description of Senior Subordinated Notes Guarantees](#). The lenders under our Credit Facilities have the discretion to release the guarantees under our Credit Facilities in a variety of circumstances. You will not have a claim as a creditor against any subsidiary that is no longer a guarantor of the notes, and the indebtedness and other liabilities, including trade payables, whether secured or unsecured, of those subsidiaries will effectively be senior to claims of noteholders.

**Federal and state fraudulent transfer laws may permit a court to void the guarantees, and, if that occurs, you may not receive any payments on the notes.**

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Federal and state fraudulent transfer and conveyance statutes may apply to the issuance of the notes and the incurrence of the guarantees. Under federal bankruptcy law and comparable provisions of state fraudulent transfer or conveyance laws, which may vary from state to state, the notes or guarantees could be voided as a fraudulent transfer or conveyance if (1) we or any of the guarantors, as applicable, issued the notes or incurred the guarantees with the intent of hindering, delaying or defrauding creditors or (2) we or any of the guarantors, as applicable, received less than reasonably equivalent value or fair consideration in return for either issuing the notes or incurring the guarantees and, in the case of (2) only, one of the following is also true at the time thereof:



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- we or any of the guarantors, as applicable, were insolvent or rendered insolvent by reason of the issuance of the notes or the incurrence of the guarantees;
- the issuance of the notes or the incurrence of the guarantees left us or any of the guarantors, as applicable, with an unreasonably small amount of capital to carry on the business;
- we or any of the guarantors intended to, or believed that we or such guarantor would, incur debts beyond our or such guarantor's ability to pay as they mature; or
- we or any of the guarantors was a defendant in an action for money damages, or had a judgment for money damages docketed against us or such guarantor if, in either case, after final judgment, the judgment is unsatisfied.

If a court were to find that the issuance of the notes or the incurrence of the guarantee was a fraudulent transfer or conveyance, the court could void the payment obligations under the notes or such guarantee or further subordinate the notes or such guarantee to presently existing and future indebtedness of ours or of the related guarantor, or require the holders of the notes to repay any amounts received with respect to such guarantee. In the event of a finding that a fraudulent transfer or conveyance occurred, you may not receive any repayment on the notes. Further, the voidance of the notes could result in an event of default with respect to our and our subsidiaries' other debt that could result in acceleration of such debt.

As a general matter, value is given for a transfer or an obligation if, in exchange for the transfer or obligation, property is transferred or an antecedent debt is secured or satisfied. A debtor will generally not be considered to have received value in connection with a debt offering if the debtor uses the proceeds of that offering to make a dividend payment or otherwise retire or redeem equity securities issued by the debtor.

We cannot be certain as to the standards a court would use to determine whether or not we or the guarantors were solvent at the relevant time or, regardless of the standard that a court uses, that the issuance of the guarantees would not be further subordinated to our or any of our guarantors' other debt.

**Kohlberg Kravis Roberts & Co., L.P. ( KKR ), certain affiliates of Goldman, Sachs & Co. (the GS Investors ), and other equity co-investors (collectively, the Investors ) have significant influence over us, including control over decisions that require the approval of shareholders, and their interests could conflict with your interests.**

We are controlled by the Investors. The Investors have an indirect interest in over 85% of our outstanding common stock through their investment in Buck Holdings, L.P. As a result, the Investors have control over our decisions to enter into any corporate transaction and have the ability to prevent any transaction that requires shareholder approval regardless of whether noteholders believe that any such transactions are in their own best interests. For example, the Investors could cause us to make acquisitions that increase the amount of indebtedness that is secured or that is senior to the notes or to sell assets, which may impair our ability to make payments under the notes. As long as the Investors continue

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to have an indirect interest in a majority of our outstanding common stock, they will have the ability to control the vote in any election of directors. In addition, pursuant to a shareholders' agreement that we entered into with Buck Holdings, L.P., KKR and the GS Investors, KKR has a consent right over certain significant corporate actions and KKR and the GS Investors have certain rights to appoint directors to our Board and its committees.

The Investors are also in the business of making investments in companies and may from time to time acquire and hold interests in businesses that compete directly or indirectly with us. The Investors may also pursue acquisition opportunities that may be complementary to our business and, as a result, those acquisition opportunities may not be available to us. So long as the Investors, or other funds controlled by or associated with the Investors, continue to indirectly own a significant amount of our outstanding common stock, even if such amount is less than 50%, the Investors will continue to be able to strongly influence or effectively control our decisions. The concentration of ownership may have the effect of delaying, preventing or deterring a change of control of our

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company, could deprive noteholders of an opportunity to receive a change of control payment as part of a sale of our company and might ultimately affect the market price of our notes.

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**SPECIAL NOTE REGARDING FORWARD-LOOKING STATEMENTS**

This prospectus and the documents incorporated and deemed to be incorporated herein by reference, may contain forward-looking statements for purposes of the Securities Act of 1933, as amended, which we refer to as the Securities Act, and the Securities Exchange Act of 1934, as amended, which we refer to as the Exchange Act. The words believe, expect, may, will, should, seek, approximately, intend, plan, anticipate, continue, potential, predict, project or similar expressions that concern our strategy, plans, intentions or expectations are intended to identify these forward-looking statements. For example, all statements we make relating to our estimated and projected earnings, revenues, costs, expenditures, cash flows, growth rates and financial results, our plans and objectives for future operations, growth or initiatives, strategies, or the expected outcome or impact of pending or threatened litigation are forward-looking statements. All forward-looking statements are subject to known and unknown risks, uncertainties and other factors (including, without limitation, those described above under Risk Factors ), that may cause our actual results, performance or achievements to differ materially from those that we expected or that were expressed or implied by the forward looking statements, including:

- failure to successfully execute our growth strategy, including delays in store growth, 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;
  
- our level of success in gaining and maintaining broad market acceptance of our private brands;
  
- 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, spending patterns, inflation and the cost of goods;
  
- levels of inventory shrinkage;

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- seasonality of our business;
- increases in costs of fuel, or other energy, transportation or utilities costs and in the costs of labor, employment and health care;
- the impact of governmental laws and regulations and the outcomes of legal proceedings;
- disruptions in our supply chain;
- damage or interruption to our information systems;
- changes in the competitive environment in our industry and the markets where we operate;
- natural disasters, unusually adverse weather conditions, pandemic outbreaks, boycotts and geo-political events;
- the incurrence of material uninsured losses or excessive insurance costs;

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- our failure to protect our brand name;
- our loss of key personnel or our inability to hire additional qualified personnel; and
- our failure to maintain effective internal controls.

We derive many of our forward-looking statements from our operating budgets and forecasts, which are based upon many detailed assumptions. While we believe that our assumptions are reasonable, we caution that it is very difficult to predict the impact of known factors, and, it is impossible for us to anticipate all factors that could affect our actual results. Important factors that could cause actual results to differ materially from our expectations ( cautionary statements ) are disclosed under Risk Factors in this prospectus and in our Annual Report on Form 10-K for the fiscal year ended January 29, 2010, which is incorporated by reference in this prospectus, and under the caption Risk Factors or any similar caption in the other documents that we have filed or subsequently file with the SEC that are incorporated or deemed to be incorporated by reference in this prospectus as described below under Incorporation by Reference. All written and oral forward-looking statements attributable to us, or persons acting on our behalf, are expressly qualified in their entirety by these cautionary statements. Please keep this cautionary note in mind as you read this prospectus, the documents incorporated and deemed to be incorporated by reference herein.