South Boston Holdings, Inc.
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Dollar General Corporation

Offer to Exchange
All Outstanding
10.625% Senior Notes due 2015
($1,175,000,000 principal amount outstanding)
and All Outstanding 11.875%/12.625% Senior Subordinated Toggle Notes due 2017
($725,000,000 principal amount outstanding)
for
10.625% Senior Notes due 2015
and 11.875%/12.625% Senior Subordinated Toggle Notes due 2017
which have been
registered under the Securities Act of 1933

The Exchange Offer:

We will exchange all outstanding notes that are validly tendered and not validly withdrawn for an equal principal amount of exchange notes that are freely tradable.

You may withdraw tenders of outstanding notes at any time prior to the expiration date of the exchange offer.

The exchange offer expires at 5:00 p.m., New York City time, on March 3, 2008, unless extended. We do not currently intend to extend the expiration date.

The exchange of outstanding notes for exchange notes in the exchange offer will not be a taxable event for U.S. federal income tax purposes.

We will not receive any proceeds from the exchange offer.

The Exchange Notes:

We are offering exchange notes to satisfy certain of our obligations under the registration rights agreement entered into in connection with the private offering of the outstanding notes.

The terms of the exchange notes are substantially identical to the outstanding notes, except that the exchange notes will be freely tradeable.

Resales of the Exchange Notes:

The exchange notes may be sold in the over-the-counter-market, in negotiated transactions or through a combination of such methods. We do not plan to list the exchange notes on a national market.

See "Risk Factors" beginning on page 21 for a discussion of certain risks that you should consider before participating in the exchange offer.

You may not offer or sell any untendered outstanding notes unless the outstanding notes are registered or exempt from registration under, or are offered or sold in a transaction not subject to, the Securities Act and applicable state securities laws. Other than in connection with the exchange offer, we do not currently anticipate that we will register the outstanding notes under the Securities Act of 1933.

Each broker-dealer that receives exchange notes for its own account in the exchange offer must acknowledge that it will deliver a prospectus in connection with any resale of those exchange notes. The letter of transmittal states that by so acknowledging and delivering a prospectus, a broker-dealer will not be deemed to admit that it is an "underwriter" within the meaning of the Securities Act.

This prospectus, as it may be amended or supplemented from time to time, may be used by a broker-dealer in connection with resales of exchange notes received in exchange for outstanding notes where the broker-dealer acquired such outstanding notes as a result of market-making or other trading activities.

We have agreed that, for a period of 180 days after the consummation of the exchange offer, we will make this prospectus available to any broker-dealer for use in connection with any such resale. See "Plan of Distribution."

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

The date of this prospectus is February 1, 2008.

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We have not authorized any dealer, salesperson or other person to give any information or represent anything to you other than the information contained in this prospectus. You must not rely on unauthorized information or representations.

This prospectus does not offer to sell nor ask for offers to buy any of the securities in any jurisdiction where it is unlawful, where the person making the offer is not qualified to do so, or to any person who cannot legally be offered the securities. The information in this prospectus is current only as of the date on its cover and may change after that date.

MARKET AND INDUSTRY DATA

We obtained the industry, market and competitive position data used throughout this prospectus from our own internal estimates and research as well as from industry publications and research, surveys and studies conducted by third parties. Industry publications, studies and surveys generally state that they have been obtained from sources believed to be reliable, although they do not guarantee the accuracy or completeness of such information. While we believe that each of these publications, studies and surveys is reliable, we have not independently verified industry, market and competitive position data from third-party sources. While we believe our internal business research is reliable and the market definitions are appropriate, neither such research nor these definitions have been verified by any independent source.

SUMMARY

This summary highlights information appearing elsewhere in this prospectus. This summary is not complete and does not contain all of the information that you should consider before participating in the exchange offer. You should carefully read this summary together with the entire prospectus, including the information presented under the section entitled "Risk Factors."

Unless the context otherwise requires, references in this prospectus to "Dollar General," "we," "our," "us" and "the Company" refer to Dollar General Corporation and its consolidated subsidiaries, both before and after the Transactions (as defined below), and references to the "Issuer" refer to Buck Acquisition Corp. ("Buck"), prior to its merger into Dollar General Corporation (the "Merger") and, thereafter, to Dollar General Corporation. Financial information identified in this prospectus as "pro forma" gives effect to the consummation of the Transactions. This prospectus contains references to years 2007, 2006, 2005, 2004, 2003 and 2002, which represent fiscal years ending or ended February 1, 2008, February 2, 2007, February 3, 2006, January 28, 2005, January 30, 2004 and January 31, 2003, respectively, unless the context otherwise requires.

Our Company

We are the largest discount retailer in the United States by number of stores, with 8,210 stores located in 35 states, primarily in the southern, southwestern, midwestern and eastern United States, as of January 4, 2008. We serve a broad customer base and offer a focused assortment of everyday items, including basic consumable merchandise and other home, apparel and seasonal products. A majority of our products are priced at $10 or less and approximately 30% of our products are priced at $1 or less. In 2006, our average customer purchase was $9.31.

We offer a compelling value proposition for our customers based on convenient store locations, easy in and out shopping and highly competitive prices. We believe our combination of value and convenience distinguishes us from other discount, convenience and drugstore retailers, who typically focus on either value or convenience. Our business model is focused on strong and sustainable sales growth, attractive margins and limited maintenance capital expenditure and working capital needs, which result in significant operational cash flows (before interest).

We have expanded rapidly in recent years, increasing our total number of stores from 5,540 as of February 1, 2002 to 8,229 as of February 2, 2007 (representing an 8.2% compound annual growth rate, or CAGR). Over the same period, we grew our net sales from $5.3 billion to $9.2 billion (representing an 11.5% CAGR), driven by growth in number of stores as well as a five-year average same store sales growth of 3.7%. For the 39 week period ended November 2, 2007, we generated net sales of $6.9 billion, an increase of 4.8% over the prior year period, including a same store sales increase of 2.8%. We have temporarily decelerated our new store growth rate to enable us to focus on improving the performance of existing stores, including remodeling or relocating a number of stores to improve productivity and enhance the shopping experience for our customers.

Stores

The traditional Dollar General® store has, on average, approximately 6,900 square feet of selling space and generally serves customers who live within five miles of the store. Of our 8,210 stores as of January 4, 2008, more than half serve communities with populations of 20,000 or less. We believe that our target customers prefer the convenience of a small, neighborhood store with a focused merchandise assortment at value prices.

We aggressively manage our overhead cost structure and typically seek to locate stores in neighborhoods where rental and operating costs are relatively low. Our stores typically have low fixed costs, with lean staffing of usually two to three employees in the store at any time. In 2005 and 2006, we implemented "EZstore ", our initiative designed to improve inventory flow from our distribution centers, or DCs, to consumers. EZstore has allowed us to reallocate store labor hours to more customer-focused activities, improving the work content in our stores.

We also attempt to control operating costs by implementing new technology when feasible, including improvements in recent years to our store labor scheduling and store replenishment systems in addition to other improvements to our supply chain and warehousing systems.

Merchandise

Our merchandise strategy combines a low-cost operating structure with a focused assortment of products that allows us to offer our customers a compelling value proposition, consisting of quality merchandise at competitive prices. We believe our merchandising strategy generates frequent repeat customer purchases and our focused merchandise assortment encourages customers to shop at Dollar General stores for their everyday household needs. We separate our merchandise into the following four categories for reporting purposes: highly consumable, seasonal, home products and basic clothing. Highly consumable consists of packaged food, candy, snacks and refrigerated products, health and beauty aids, home cleaning supplies and pet supplies; seasonal consists of seasonal and other holiday-related items, toys, stationery and hardware; and home products consists of housewares and domestics.

We maintain approximately 4,900 core stock-keeping units, or SKUs, per store and an additional 8,000 non-core SKUs that get rotated in and out of the store over the course of a typical year. The percentage of net sales of each of our four categories of merchandise for the periods indicated below was as follows:

	2006	2005	2004
Highly consumable	65.7%	65.3%	63.0%
Seasonal	16.4%	15.7%	16.5%
Home products	10.0%	10.6%	11.5%
Basic clothing	7.9%	8.4%	9.0%

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

We purchase our merchandise from a wide variety of suppliers. Approximately 11% of our purchases in 2006 were from The Procter & Gamble Company. Our next largest supplier accounted for approximately 5% of our purchases in 2006. We directly imported approximately 9% of our purchases at cost in 2006.

Customers

We serve the basic consumable, household, apparel and seasonal needs of customers, primarily in rural and small markets. According to AC Nielsen's 2006 Homescan® data, in 2006 approximately 41% of our customers had household gross income of less than $30,000 per year. We are also increasingly focused on serving higher income customers and estimate that, in 2006, approximately 38% of our customers were from households with $30,000 to $70,000 of annual income. Our merchandising and operating strategies are primarily designed to meet the needs of these consumers. Approximately 21% of our customers were from households with annual income greater than $70,000.

Recent Strategic Initiatives

In 2006, we launched strategic initiatives aimed at improving our merchandising and real estate strategies, which we refer to collectively as "Project Alpha." Project Alpha was based upon a comprehensive analysis of the performance of each of our stores and the impact of our inventory model on our ability to effectively serve our customers.

Our merchandising initiative is meant to move away from our traditional inventory packaway model, where unsold inventory items were stored on-site and returned to the sales floor to be sold the next year, year after year, until the items were eventually sold, damaged or discarded. Our initiative is an attempt to better meet our customers' needs and to ensure an appealing, fresh merchandise selection. With few exceptions, we plan to eliminate, through end-of-season and other markdowns, existing seasonal, home products and basic clothing packaway merchandise by the end of fiscal 2007. With the exception of certain holiday seasonal and winter apparel items, substantially all of the inventory targeted by this initiative had been sold or eliminated as of November 2, 2007. In addition, beginning in fiscal 2007, we have started selling virtually all current-year non-replenishable merchandise by taking end-of-season markdowns, allowing for increased levels of newer, current-season merchandise. We believe this strategy change will enhance the appearance of our stores and will positively impact customer satisfaction as well as the store employees' ability to manage stores, ultimately resulting in higher sales, increased gross profit margins, lower employee turnover, and decreased inventory shrink and damages. We also expect that this improved inventory management will result in more appropriate per store inventory levels. We expect to increase our sales mix of merchandise categories with higher gross profit margin items, such as home products, basic clothing and seasonal merchandise (which were the primary elements of packaway inventory), as we become increasingly able to improve our merchandise assortments and stock our stores with more current inventory.

In 2006, we also initiated a new store layout that we believe will further drive sales growth and margin enhancement through an improved merchandising mix. The new layout was launched in a test mode in early 2006, was improved during the year, and became our standard new and remodeled store format by the end of 2006. As a result of the opening of new stores and the re-formatting of a limited number of existing stores, there were 906 stores operating in this new format as of January 4, 2008. The results have been encouraging, as we have seen additional sales from these new and remodeled stores, including an increased mix of higher margin goods. Additionally, improved merchandise adjacencies and wider, more open aisles have enhanced the overall guest shopping experience.

We also initiated significant improvements to our real estate practices beginning in 2006. We are fully integrating the functions of site selection, lease renewals, relocations, remodels and store closings and have defined and are implementing rigorous analytical processes for decision-making in those areas. We continue to analyze our real estate performance and to look for ways to further refine and improve our practices. As a first step in our initiative to revitalize our store base, we performed a comprehensive real estate review resulting in the identification of approximately 400 underperforming stores all of which we closed by the end of our second fiscal quarter of 2007. Additionally, in connection with the Transactions (as defined below), management approved a plan to close an additional 60 stores prior to February 1, 2008. These closings are in addition to stores that are typically closed in the normal course of business, which over the last 10 years constituted approximately 1% to 2% of our store base per year. We do not currently expect any additional closures beyond those to be closed in the normal course of business; although, as part of our ongoing real estate practices, we will continue to evaluate our store base for underperforming stores. We have also temporarily decelerated our new store growth rate to enable us to focus on improving the performance of existing stores, including remodeling or relocating a number of stores to improve productivity and enhance the shopping experience for our customers.

Our Industry

We compete in the deep discount segment of the U.S. retail industry. Excluding supercenters (e.g., Wal-Mart), this segment generates approximately $43 billion in sales per year and grew at a 10.2% CAGR between 2000 and 2005. Our competitors are both traditional "dollar stores", as well as other retailers offering discounted items or convenience (e.g., Walgreens and CVS). The "dollar store" sector differentiates itself from other forms of retailing in the deep discount segment by offering consistently low prices in a convenient, small-store format. Unlike other formats that have suffered with the rise of

Wal-Mart and other discount supercenters, the "dollar store" sector has grown despite the presence of the discount supercenters.

We believe it is our substantial convenience advantage, at prices comparable to those of supercenters, that allows Dollar General to compete so effectively. As such, Dollar General stores have performed well in the presence of increased competition from Wal-Mart and drugstores. Based on a sample of markets that had relatively high concentrations of Wal-Mart stores, Dollar General stores typically have a higher net sales per square foot and operating profit compared to its stores in markets with lower concentrations of Wal-Mart stores. Similarly, Dollar General stores in a sample of markets that had relatively high concentrations of CVS stores are more productive on net sales per square foot and operating profit bases while maintaining similar operating margins.

We believe that there is considerable room for growth in the "dollar store" sector. According to AC Nielsen and Retail Forward, "dollar stores" have been able to increase their penetration across all income brackets in the last 6 years. Though traditional "dollar stores" have high customer penetration, the sector as a whole accounts for only approximately 1.4% of total consumer product goods spending, which we believe leaves ample room for growth. Our merchandising initiatives are aimed at increasing our stores' share of customer spending.

Our Competitive Strengths

Market Leader in an Attractive Sector with a Growing Customer Base. We are the largest discount retailer in the U.S. by number of stores, with 8,210 stores in 35 states as of January 4, 2008. We are the largest player in the U.S. deep discount segment with a nearly 21% market share, almost 1.5 times that of our nearest competitor. We believe we are well positioned to further increase our market share as we continue to execute our business strategy and implement our operational initiatives. Our target customers include the approximately 70% of U.S. individuals who earn less than $50,000 per year. According to Nielsen Media Research, in 2006, approximately 65% of households shopped at least once at a discount store (up from 59% in 2001).

Consistent Sales Growth and Strong Cash Flow Generation. For over 15 consecutive years, Dollar General has experienced positive annual same store sales growth. Nearly two-thirds of our net sales come from the sale of consumable products, which are less susceptible to economic pressures (such as increased fuel costs and unemployment), with the remaining one-third comprised mainly of basic clothing, seasonal and home products, which are subject to little trend or fashion risk. We have a low cost operating model with attractive margins, low capital expenditures (approximately 2% of net sales for the 39 weeks ended November 2, 2007) and low working capital needs, resulting in significant cash flow generation (before interest).

Differentiated Value Proposition. Our ability to deliver highly competitive prices in a convenient location and shopping format provides our customers with a compelling shopping experience and distinguishes us from other discount retailers, as well as convenience and drugstore retailers.

Compelling Unit Economics. The traditional Dollar General store size, design and location requires minimal initial investment and low maintenance capital expenditures, which, when combined with strong average unit volumes, or AUV, provides for a quick recovery of store start-up costs. In fiscal 2006, our traditional stores that were open for the entire period had an AUV of $1,115,477 and an average investment in inventory and fixtures of approximately $250,000. The ability of our stores to generate strong cash flows with minimal investment results in a short payback period.

Efficient Supply Chain. We believe our distribution network is an integral component of our efforts to reduce transportation expenses and effectively support our growth. In recent years, we have made significant investments in technological improvements and upgrades, which have increased our efficiency and capacity to support store growth.

Experienced and Motivated Management Team. In January 2008, we hired experienced retailer Richard Dreiling to serve as our Chief Executive Officer. In addition, over the past two years we have strengthened our management team with the hiring of David Beré, our President and Chief Operating Officer, and Beryl Buley, our Division President, Merchandising, Marketing & Supply Chain, and we have replaced a majority of our senior merchandising and real estate teams. Our leadership team has significant experience and is balanced between industry and Dollar General veterans. In connection with the Transactions, we entered into agreements with certain members of management (the "Senior Management Participants") pursuant to which they elected to invest in Dollar General in an aggregate amount of approximately $10.4 million, including $3.2 million in rollover equity. See "The Transactions."

Our Business Strategy

Our mission is "Serving Others." To carry out this mission, we have developed a business strategy of providing our customers with a focused assortment of attractively priced merchandise in a convenient, small-store format. We believe this strategy will expand our leadership position within the deep discount segment of the U.S. retail industry while increasing our profitability and maximizing our cash flows.

Continue to Deliver Value to Our Customers. Our ability to deliver highly competitive prices in a convenient shopping format provides our customers with a compelling shopping experience and distinguishes us from other discount retailers, as well as convenience and drugstore retailers. We plan to continue to improve on this value proposition to our customers by implementing operational improvements as described herein that will further enhance our business model.

Drive Financial Performance through Operating Improvements. After a period of rapid store growth in the mid to late 1990s and early 2000s and the transition from a close-out retailer, we are now increasingly focused on growing profitability and in the early stages of implementing certain targeted retail practices which are expected to have a substantial impact on our gross profit margins, sales productivity and capital efficiency. We expect to expand on these efforts by:

- completing Project Alpha, particularly the final steps in the transition from a packaway inventory management model to a model that clears seasonal merchandise at season end;
- optimizing our real estate selection and existing site management through comprehensive real estate reviews and more robust analytics and technology, with enhanced management directing more disciplined processes;
- better merchandising and category management, SKU rationalization and space reallocation with an increased focus on gross profit margin, returns per square foot and shrink reduction. In addition, we expect significant ancillary improvements from SKU rationalization, including the optimization of inventory levels, reduction of stock-outs and increased store organization and cleanliness;
- refining our extisting pricing stategy. We plan to optimize pricing over the next two years primarily by varying pricing to reflect differences in costs and competition by geographic region. Currently, we offer our products at virtually uniform price points across all of our stores while most of our competitors vary prices by geographic region;
- increasing foreign direct sourcing. We imported approximately $550 million of goods in 2006, and we plan to substantially increase this amount over the next five years;
- increasing our private label penetration and the consistency and quality of our private label products. We plan to grow our core private label penetration over the next five years. Currently, highly consumable private label products represent approximately 10% of our net sales; and
- improving our distribution and transportation logistics and efficiency.

Pursue Measured Store Growth. While our operational initiatives are focused on increasing our store productivity and profitability and decreasing near term store openings, we believe there are significant opportunities for additional longer term store growth within our existing footprint as well as in new markets. Given our customer demographics and current market penetration, we expect a majority of our new stores to be opened within our existing markets, taking advantage of our local brand awareness while maximizing operating efficiencies.

We were founded in 1939 as J.L. Turner and Son, Wholesale. We opened our first dollar store in 1955, when we were first incorporated as a Kentucky corporation under the name J.L. Turner & Son, Inc. We changed our name to Dollar General Corporation in 1968 and reincorporated as a Tennessee corporation in 1998. Our principal executive offices are located at 100 Mission Ridge, Goodlettsville, Tennessee 37072, and our telephone number is (615) 855-4000. Our website address is *www.dollargeneral.com*. The information on our website is not part of this prospectus.

Summary of the Terms of The Exchange Offer

On July 6, 2007, we completed the private offering of the outstanding notes. In this prospectus, the term "outstanding notes" refers to the 10.625% Senior Notes due 2015 and the 11.875%/12.625% Senior Subordinated Toggle Notes due 2017 all issued in the private offering. The term "exchange notes" refers to the 10.625% Senior Notes due 2015 and the 11.875%/12.625% Senior Subordinated Toggle Notes due 2017, all as offered by this prospectus and registered under the Securities Act of 1933, as amended (the "Securities Act"). The term "notes" refers to both the outstanding notes and the exchange notes.

General	In connection with the private offering, we entered into a registration rights agreement with Goldman, Sachs & Co., Citigroup Global Markets, Inc., Lehman Brothers Inc. and Wachovia Capital Markets, LLC, (collectively, the "Initial Purchasers"), the Initial Purchasers of the outstanding notes, in which we and the guarantors agreed, among other things, to use our reasonable best efforts to complete the exchange offer for the outstanding notes within 270 days after the date of issuance of the outstanding notes.
	You are entitled to exchange in the exchange offer your outstanding notes for exchange notes, which are identical in all material respects to the outstanding notes except:
	the exchange notes have been registered under the Securities Act;
	the exchange notes are not entitled to any registration rights which are applicable to the outstanding notes under the registration rights agreement; and
	certain additional interest rate provisions are no longer applicable.
The exchange offer	We are offering to exchange up to:
	$1,175,000,000 in principal amount of 10.625% Senior Notes due 2015, which have been registered under the Securities Act, for any and all outstanding Senior Notes due 2015.
	$725,000,000 in principal amount of 11.875%/12.625% Senior Subordinated Toggle Notes due 2017, which have been registered under the Securities Act, for any and all outstanding Senior Subordinated Toggle Notes due 2017.
	You may only exchange outstanding notes in denominations of $2,000 and integral multiples of $1,000 in excess of $2,000.
	Subject to the satisfaction or waiver of specified conditions, we will exchange the exchange notes for all respective outstanding notes that are validly tendered and not validly withdrawn prior to the expiration of the exchange offer. We will cause the exchange to be effected promptly after the expiration of the exchange offer.

Resale:	Based on interpretations by the staff of the Securities and Exchange Commission, or the "SEC", set forth in no-action letters issued to third parties referred to below, we believe that you may resell or otherwise transfer exchange notes issued in the exchange offer without complying with the registration and prospectus delivery requirements of the Securities Act, if:
	(1) you are acquiring the exchange notes in the ordinary course of your business;
	(2) you do not have an arrangement or understanding with any person to participate in a distribution of the exchange notes;
	(3) you are not an "affiliate" of the Issuer within the meaning of Rule 405 under the Securities Act; and
	(4) you are not engaged in, and do not intend to engage in, a distribution of the exchange notes.
	If you are not acquiring the exchange notes in the ordinary course of your business, or if you are engaging in, intend to engage in, or have any arrangement or understanding with any person to participate in, a distribution of the exchange notes, or if you are an affiliate of Dollar General, then:
	(1) you cannot rely on the position of the staff of the SEC enunciated in Morgan Stanley & Co., Inc. (available June 5, 1991), Exxon Capital Holdings Corporation (available May 13, 1988), as interpreted in the SEC's letter to Shearman & Sterling dated July 2, 1993, or similar no- action letters; and
	(2) in the absence of an exception from the position of the SEC stated in (1) above, you must comply with the registration and prospectus delivery requirements of the Securities Act in connection with any resale or other transfer of the exchange notes.
	If you are a broker-dealer and receive exchange notes for your own account in exchange for outstanding notes that you acquired as a result of market-making or other trading activities, you must acknowledge that you will deliver a prospectus, as required by law, in connection with any resale or other transfer of the exchange notes that you receive in the exchange offer. See "Plan of Distribution."
Expiration date	The exchange offer will expire at 5:00 p.m., New York City time, on March 3, 2008, unless extended by us. We do not currently intend to extend the expiration date of the exchange offer.
Withdrawal	You may withdraw the tender of your outstanding notes at any time prior to the expiration date of the exchange offer. We will return to you any of your outstanding notes that are not accepted for any reason for exchange, without expense to you, promptly after the expiration or termination of the exchange offer.

Interest on the exchange notes and the outstanding notes	Each exchange note will bear interest at the rate per annum set forth on the cover page of this prospectus from the most recent date on which interest has been paid on the outstanding notes. The interest on the notes is payable on January 15 and July 15 of each year, beginning on January 15, 2008. No interest will be paid on outstanding notes following their acceptance for exchange.
Conditions to the exchange offer	The exchange offer is subject to customary conditions, which we may assert or waive. See "The Exchange Offer Conditions to the exchange offer."
Procedures for tendering outstanding notes	If you wish to participate in the exchange offer, you must complete, sign and date the accompanying letter of transmittal, or a facsimile of the letter of transmittal, according to the instructions contained in this prospectus and the letter of transmittal. You must then mail or otherwise deliver the letter of transmittal, or a facsimile of the letter of transmittal, together with the outstanding notes and any other required documents, to the exchange agent at the address set forth on the cover page of the letter of transmittal. If you hold outstanding notes through The Depository Trust Company, or "DTC", and wish to participate in the exchange offer, you must comply with the Automated Tender Offer Program procedures of DTC.
	Signing, or agreeing to be bound by, the letter of transmittal, represents to us that, among other things:
	(1) you are acquiring the exchange notes in the ordinary course of your business;
	(2) you do not have an arrangement or understanding with any person to participate in a distribution of the exchange notes;
	(3) you are not an "affiliate" of the Issuer within the meaning of Rule 405 under the Securities Act; and
	(4) you are not engaged in, and do not intend to engage in, a distribution of the exchange notes.
	If you are a broker-dealer and receive exchange notes for your own account in exchange for outstanding notes that you acquired as a result of market-making or other trading activities, you must represent to us that you will deliver a prospectus, as required by law, in connection with any resale or other transfer of such exchange notes.
	If you are not acquiring the exchange notes in the ordinary course of your business, or if you are engaged in, or intend to engage in, or have an arrangement or understanding with any person to participate in, a distribution of the exchange notes, or if you are an affiliate of the Issuer, then you cannot rely on the positions and interpretations of the staff of the SEC and

	you must comply with the registration and prospectus delivery requirements of the Securities Act in connection with any resale or other transfer of the exchange notes.
Special procedures for beneficial owners	If you are a beneficial owner of outstanding notes that are held in the name of a broker, dealer, commercial bank, trust company or other nominee, and you wish to tender those outstanding notes in the exchange offer, you should promptly instruct such person to tender those outstanding notes on your behalf.
Guaranteed delivery procedures	If you wish to tender your outstanding notes and they are not immediately available or you cannot deliver them, the letter of transmittal or any other documents required by the letter of transmittal or you cannot comply with the DTC procedures for book-entry transfer prior to the expiration date, then you must tender your outstanding notes according to the guaranteed delivery procedures described under "The Exchange Offer Guaranteed delivery procedures."
Effect on holders of outstanding notes	In connection with the sale of the outstanding notes, we entered into a registration rights agreement with the Initial Purchasers of the outstanding notes. By making the exchange offer, we will have fulfilled a covenant under that agreement and will not be obligated to pay additional interest as described in that agreement. If you do not tender your outstanding notes in the exchange offer, you will continue to be entitled to all the rights and limitations applicable to the outstanding notes as set forth in the applicable indenture, except we will not have any further obligation to you to register outstanding notes under the registration rights agreement, and we will not be obligated to pay additional interest as described in that agreement. See "Registration Rights."
	To the extent that outstanding notes are tendered and accepted in the exchange offer, the trading market for outstanding notes could be adversely affected.
Consequences of failure to exchange	All untendered outstanding notes will continue to be subject to the restrictions on transfer set forth in the outstanding notes and in the applicable indenture. In general, the outstanding notes may not be offered or sold, unless registered under the Securities Act, except pursuant to an exemption from, or in a transaction not subject to, the Securities Act and applicable state securities laws. Other than in connection with the exchange offer, we do not currently anticipate that we will register the outstanding notes under the Securities Act.
Material income tax considerations	The exchange of outstanding notes for exchange notes in the exchange offer will not be a taxable event for United States

	federal income tax purposes. See "United States Federal Income Tax Consequences of the Exchange Offer."
Use of proceeds	We will not receive any cash proceeds from the issuance of exchange notes in the exchange offer.
Exchange agent	Wells Fargo Bank, National Association, whose address and telephone number are set forth in the section captioned "The Exchange Offer Exchange agent" of this prospectus, is the exchange agent for the exchange offer.

Risk Factors

Investing in the notes involves substantial risk. You should consider carefully all of the information set forth in this prospectus prior to exchanging your outstanding notes. In particular, we urge you to review the factors set forth under the heading "Risk Factors."

Summary of the Terms of the Exchange Notes

The summary below, which is not intended to be complete, describes the principal terms of the exchange 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 outstanding notes and exchange notes. The exchange notes will have terms identical in all material respects to the outstanding notes, except that the exchange notes will not contain terms with respect to transfer restrictions, registration rights and additional interest for failure to observe certain obligations in the registration rights agreement.

Issuer	Dollar General.
Securities	$1.9 billion in aggregate principal amount of notes, consisting of:
	$1.175 billion in aggregate principal amount of 10.625% senior notes due 2015; and
	$725.0 million in aggregate principal amount of 11.875% /12.625% senior subordinated notes due 2017.
Maturity Dates	The senior notes will mature on July 15, 2015.
	The senior subordinated notes will mature on July 15, 2017.
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	The senior notes will bear interest at a rate of 10.625% per annum.
	Cash interest on 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 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.
Original Issue Discount	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 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 "United States Federal Income Tax Consequences of the Exchange Offer."
Security	None. The notes will be unsecured obligations of the Issuer and the subsidiary guarantors.
Guarantees	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 New Credit Facilities (as defined below).
	Our non-guarantor subsidiaries accounted for approximately $107.4 million of net revenues and approximately $20.5 million of net income, in each case, for 2006 and approximately $243.0 million of total assets and approximately $187.0 million of total liabilities, in each case, as of February 2, 2007. Included in these net revenues, net income, total assets and total liabilities balances are certain intercompany balances that are eliminated in consolidation.
Ranking	The outstanding senior notes are and the exchange senior notes will be our senior unsecured obligations and will:
	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;
	rank equally 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
	be effectively subordinated to all of our existing and future secured debt (including obligations under the New 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.

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

- 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;
- rank equally 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
- 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 New 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 outstanding senior subordinated notes are and the exchange senior subordinated notes will be our unsecured senior subordinated obligations and will:

- be subordinated in right of payment to our existing and future senior debt, including our New Credit Facilities and the senior notes;
- rank equally 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 New 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 New Credit Facilities and the senior 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 New 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.
	As of November 2, 2007, (1) the notes and related guarantees rank effectively junior to approximately $2,602.0 million of senior secured indebtedness and $30.4 million of payment obligations relating to capital lease and financing obligations and other indebtedness, (2) the senior notes and related guarantees rank senior to the $725.0 million of senior subordinated notes, (3) the senior subordinated notes and related guarantees rank junior to the senior notes, and (4) we had an additional $710.5 million of unutilized capacity under our new 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 "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.
Change of Control and Asset Sales	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 "Description of Senior Notes Repurchase at the Option of Holders" and "Description of Senior Subordinated Notes Repurchase at the Option of Holders." Our New 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 "Risk Factors Risks Related to the Notes 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."
Certain Covenants	The indentures governing the notes restrict our ability and the ability of our restricted subsidiaries to, among other things:
	incur additional indebtedness, issue disqualified stock or issue certain preferred stock;
	pay dividends and make certain distributions, investments and other restricted payments;
	create certain liens or encumbrances;
	sell assets;
	enter into transactions with affiliates;

	limit the ability of restricted subsidiaries to make payments to us;
	merge, consolidate, sell or otherwise dispose of all or substantially all of our assets; and
	designate our subsidiaries as unrestricted subsidiaries.
	These covenants are subject to important exceptions and qualifications described under the headings "Description of Senior Notes" and "Description of Senior Subordinated Notes."
Use of Proceeds	We will not receive any cash proceeds from the issuance of the exchange notes in the exchange offer. See "Use of Proceeds."

Summary Historical and Pro Forma Consolidated Financial and Other Data

Set forth below is summary historical consolidated financial and other data and summary unaudited pro forma consolidated financial and other data of Dollar General, at the dates and for the periods indicated. The summary historical statement of operations data and statement of cash flows data for the periods ended February 2, 2007, February 3, 2006 and January 28, 2005 and balance sheet data as of February 2, 2007 and February 3, 2006, have been derived from our historical audited consolidated financial statements included elsewhere in this prospectus. The data should be used in conjunction with the consolidated financial statements, related notes, and other financial information included herein.

The summary historical statement of operations data and statement of cash flows data for the 39-week periods ended November 3, 2006, the period from February 3, 2007 through July 6, 2007 (Predecessor) and the period from July 7, 2007 through November 2, 2007 (Successor), and balance sheet data as of November 2, 2007, have been derived from our unaudited condensed consolidated financial statements included elsewhere in this prospectus. This summary unaudited financial data presented has been prepared on a consistent basis with our audited consolidated financial statements, except for the adoption of FIN 48, effective February 3, 2007, the adoption of SFAS 123(R), effective February 4, 2006 and the change in basis of accounting as a result of the Merger effective July 7, 2007. Due to the significance of the Transactions that occurred in 2007, the 2007 Successor financial information may not be comparable to that of previous periods presented in the accompanying table. In the opinion of management, such unaudited financial data reflects all adjustments, consisting only of normal and recurring adjustments, necessary for a fair presentation of the results for those periods. The results of operations for the interim periods are not necessarily indicative of the results to be expected for the full year or any future period.

The summary unaudited pro forma consolidated financial and other data as of and for the fiscal year ended February 2, 2007 and the 39-week period ended November 2, 2007 have been prepared to give effect to the Transactions in the manner described under "Unaudited Pro Forma Condensed Consolidated Financial Information" and the notes thereto as if they had occurred on February 4, 2006 and February 3, 2007, respectively, in the case of the summary unaudited pro forma condensed consolidated statement of operations and other data. The pro forma adjustments are based upon available information and certain assumptions that we believe are reasonable. The summary unaudited pro forma consolidated financial and other data are for informational purposes only and do not purport to represent what our results of operations, balance sheet data or other financial information actually would have been if the Transactions had occurred at any date, and such data do not purport to project the results of operations for any future period.

The summary historical and pro forma consolidated financial and other data should be read in conjunction with "The Transactions," "Unaudited Pro Forma Condensed Consolidated Financial Information," "Selected Historical Consolidated Financial and Other Data," "Management's Discussion and Analysis of Results of Operations and Financial Condition" and our consolidated financial statements and related notes appearing elsewhere in this prospectus.

	Historical						Pro Forma	
	Predecessor					Successor		
	Fiscal Year Ended							
	January 28, 2005	February 3, 2006(1)	February 2, 2007(2)	39 Weeks Ended November 3, 2006(2)	February 3, 2007 through July 6, 2007(2)	July 7, 2007 through November 2, 2007(3)	Fiscal Year Ended February 2, 2007	39 Weeks Ended November 2, 2007
	(in millions, except operating data)							
Statement Of Operations Data:								
Net sales	$ 7,660.9	$ 8,582.2	$ 9,169.8	$ 6,615.8	$ 3,923.8	$ 3,011.9	$ 9,169.8	$ 6,935.7
Cost of goods sold	5,397.7	6,117.4	6,801.6	4,893.6	2,852.2	2,180.4	6,803.1	5,033.3
Gross profit	2,263.2	2,464.8	2,368.2	1,722.3	1,071.6	831.5	2,366.7	1,902.4
Selling, general and administrative expense	1,706.2	1,903.0	2,119.9	1,557.1	960.9	770.6	2,180.9	1,757.0
Transaction and related costs					101.4	1.2		1.2
Operating profit	557.0	561.9	248.3	165.2	9.2	59.7	185.8	144.2
Interest income	(6.6)	(9.0)	(7.0)	(4.8)	(5.0)	(2.4)	(7.0)	(7.5)
Interest expense	28.8	26.2	34.9	27.0	10.3	148.5	436.9	332.3
Loss on interest rate swaps						2.0		2.0
Loss on debt retirement						6.2		6.2
Income (loss) before income taxes	534.8	544.6	220.4	143.0	4.0	(94.6)	(244.1)	(188.8)
Income tax expense (benefit)	190.6	194.5	82.4	55.1	12.0	(34.4)	(88.0)	(75.5)
Net income (loss)	$ 344.2	$ 350.2	$ 137.9	$ 87.9	$ (8.0)	$ (60.2)	$ (156.1)	$ (113.3)
Statement of Cash Flows Data:								