

FILED

IN THE SIXTH CIRCUIT COURT FOR DAVIDSON COUNTY, TENNESSEE

2007 JUN 26 AM 10:51

IN RE DOLLAR GENERAL

Master Docket No: 07MD1
(Consolidated Action)

H. Strutton B.C.

Judge Thomas Brothers

~~PROPOSED ORDER~~

This matter came before the Court for hearing on Plaintiffs' Motion for Temporary Injunction.

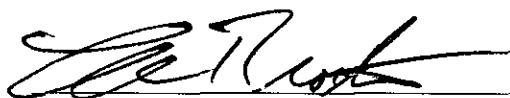
Plaintiffs filed their Motion for Temporary Injunction on Saturday, June 9, 2007. Defendants filed their responses to the Motion for Temporary Injunction on Tuesday, June 12, 2007 and this matter was heard by the Court on Wednesday, June 13, 2007. Having reviewed the motion, brief and papers filed by the Plaintiffs, as well as the responses, briefs, affidavits and papers filed by the Defendants and the entire file in this case, the Court finds the Plaintiff's Motion for Temporary Injunction is not well taken. The Plaintiffs are entitled to injunctive relief at this stage of the case only if Plaintiffs have "clearly shown by verified complaint, affidavit or other evidence that the movant's rights are being or will be violated by an adverse party and the movant will suffer immediate and irreparable injury, loss or damage pending a final judgment in the action, or that the acts or omissions of the adverse party will tend to render such final judgment ineffectual". Tenn. R. Civ. P. 65.04(2). Under Tennessee law, Plaintiffs have the burden of establishing (1) the threat of irreparable harm to plaintiff if the injunction is not granted; (2) the balance between this harm and the injury that granting the injunction would inflict on the defendant; (3) the probability that plaintiff will succeed on the merits; and (4) the

impact of granting or not granting the injunction on the public interest. See Denver Area Meat Cutters & Employees Pension Plan v. Clayton, 120 S.W.3d 841, 857 (Tenn. Ct. App. 2003).

First, the Court finds that Plaintiffs have failed to demonstrate irreparable harm. Plaintiffs have failed to demonstrate that the remedy of damages is insufficient and in this case Plaintiffs retain their claim for damages. Second, as for a demonstration of a likelihood of success on the merits, Plaintiffs have not clearly shown a likelihood of success. They have failed to meet the standards set forth in Rule 65.04(2). Third, in balancing the harm of granting the injunction against the harm of not granting the injunction, the Court finds it is a significant factor that granting an injunction at this point in time could result in the loss of millions of dollars by the shareholders for the time value of money, finds that a delay could add risk to the proposed transaction and could result in additional expense to the proposed buyer. Fourth, the Plaintiffs have not demonstrated that it is necessary to issue the Temporary Injunction in order to protect any public interest.

The Court, therefore, ORDERS that Plaintiffs' Motion for Temporary Injunction to enjoin the scheduled June 21st vote of the Dollar General shareholders on the proposed transaction be and hereby is DENIED.

DATED



HONORABLE JUDGE THOMAS BROTHERS

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CERTIFICATE OF SERVICE

I hereby certify that a true and correct copy of the foregoing has been served via U.S. Mail, postage prepaid on this 18th day of June 2007 upon the following:

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