

Edgar Filing: DOLLAR GENERAL CORP - Form 11-K

DOLLAR GENERAL CORP
Form 11-K
June 28, 2004

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

FORM 11-K

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

For the fiscal year ended December 31, 2003

Commission File No.: 001-11421

A. Full title of the plan:

Dollar General Corporation
401(k) Savings and Retirement Plan

B. Name of issuer of securities held pursuant to the plan and the address of
principal executive office:

Dollar General Corporation
100 Mission Ridge
Goodlettsville, Tennessee 37072

AUDITED FINANCIAL STATEMENTS AND SUPPLEMENTAL SCHEDULE

Dollar General Corporation 401(k) Savings and Retirement Plan
As of December 31, 2003 and 2002 and for the year ended December 31, 2003 with
Report of Independent Registered Public Accounting Firm

Dollar General Corporation
401(k) Savings and Retirement Plan

Audited Financial Statements and Supplemental Schedule

As of December 31, 2003 and 2002 and for the year ended December 31, 2003

Contents

Audited Financial Statements

Report of Independent Registered Public Accounting Firm.....1
Statements of Net Assets Available for Benefits.....2
Statement of Changes in Net Assets Available for Benefits.....3
Notes to Financial Statements.....4-10

Supplemental Schedule

Schedule of Assets (Held at End of Year).....11

Edgar Filing: DOLLAR GENERAL CORP - Form 11-K

Report of Independent Registered Public Accounting Firm

To the Participants and Plan Administrator of
Dollar General Corporation 401(k) Savings and Retirement Plan

We have audited the accompanying statements of net assets available for benefits of Dollar General Corporation 401(k) Savings and Retirement Plan as of December 31, 2003 and 2002, and the related statement of changes in net assets available for benefits for the year ended December 31, 2003. These financial statements are the responsibility of the Plan's management. Our responsibility is to express an opinion on these financial statements based on our audits.

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

In our opinion, the financial statements referred to above present fairly, in all material respects, the net assets available for benefits of the Plan at December 31, 2003 and 2002, and the changes in its net assets available for benefits for the year ended December 31, 2003, in conformity with U.S. generally accepted accounting principles.

Our audits were performed for the purpose of forming an opinion on the financial statements taken as a whole. The accompanying supplemental schedule of assets (held at end of year) as of December 31, 2003, is presented for the purpose of additional analysis and is not a required part of the financial statements but is supplementary information required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. The supplemental schedule is the responsibility of the Plan's management. The supplemental schedule has been subjected to the auditing procedures applied in our audits of the financial statements and, in our opinion, is fairly stated in all material respects in relation to the financial statements taken as a whole.

Nashville, Tennessee
June 4, 2004

/s/ Ernst & Young LLP

1

Dollar General Corporation
401(k) Savings and Retirement Plan

Statements of Net Assets Available for Benefits

Edgar Filing: DOLLAR GENERAL CORP - Form 11-K

	December 31,	
	2003	2002

Assets		
Investments, at fair value:		
Dollar General Corporation common stock	\$35,793,491	\$22,456,612
Registered investment companies	51,327,673	36,344,226
Participant notes receivable	2,966,526	2,173,613
Real estate limited partnerships	167,185	275,348

Total investments	90,254,875	61,249,799

Receivables:		
Employer contributions	-	5,469,478
Participants' contributions	268,044	421,060

Total receivables	268,044	5,890,538

Cash	-	56,029

Net assets available for benefits	\$90,522,919	\$67,196,366
	=====	

See accompanying notes to the financial statements.

2

Dollar General Corporation
401(k) Savings and Retirement Plan

Statement of Changes in Net Assets Available for Benefits

Year ended December 31, 2003

Additions:	
Additions to net assets attributed to:	
Investment income:	
Interest and Dividends	\$ 683,001
Net appreciation in fair value of investments	25,230,716

	25,913,717
Contributions:	
Employer	2,484,086
Participant	6,152,712
Rollover	1,760,028

	10,396,826

Total additions	36,310,543

Edgar Filing: DOLLAR GENERAL CORP - Form 11-K

Deductions:

Deductions from net assets attributed to:	
Benefits paid to participants	12,745,556
Administrative expenses	238,434

Total deductions	12,983,990

Net increase	23,326,553
Net assets available for benefits:	
Beginning of year	67,196,366

End of year	\$90,522,919
	=====

See accompanying notes to the financial statements.

3

Dollar General Corporation
401(k) Savings and Retirement Plan

Notes to Financial Statements

December 31, 2003

1. Description of Plan

The following brief description of the Dollar General Corporation 401(k) Savings and Retirement Plan (the "Plan") provides only general information. Participants should refer to the Plan document for a more complete description of the Plan's provisions.

General

The Plan is a defined contribution plan for all employees of Dollar General Corporation (the "Employer" or the "Company"). The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974, as amended ("ERISA").

Contributions

The Plan allows the participants to make contributions of the participants' earnings in the form of deferred compensation to a retirement plan before income taxes are deducted. The contributions are invested, and income earned is not taxed to the participant until withdrawn from the Plan.

Participants may elect to contribute from 1% to 25% of pre-tax annual eligible compensation as defined in the Plan, subject to certain limitations under applicable federal law. Participants may also make rollover contributions to the Plan. The Employer has the option of matching up to 100% of the first 5% of eligible compensation contributed by the participants ("Employer Matching Contribution"). The participant contribution and Employer Matching Contribution are invested as directed by the participant.

In addition to the Employer Matching Contribution described above, the Employer

Edgar Filing: DOLLAR GENERAL CORP - Form 11-K

may contribute discretionary amounts from time to time ("Profit Sharing Contribution") as Profit Sharing Contributions. The Profit Sharing Contribution is invested as directed by the participant. Participants must be employed on the last day of the Plan year to receive a Profit Sharing Contribution. There was no Profit Sharing Contribution for the 2003 Plan year. Prior to January 1, 2003, the Employer also had the option to make contributions to the Plan on behalf of all participants which shall be treated as Qualified Nonelective Employer Contributions ("QNEC"). Effective January 1, 2003, the Company elected to discontinue QNEC contributions to the Plan.

4

Dollar General Corporation
401(k) Savings and Retirement Plan

Notes to Financial Statements (continued)

1. Description of Plan (continued)

Participant Accounts

Each participant's account is credited with the participant's contributions and withdrawals, as applicable, and allocations of the Employer contributions and Plan earnings, and is charged with an allocation of administrative expenses. Allocations are based on participant earnings or account balances, as defined. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

Vesting

Participants who have one hour of service on or after January 1, 2003 are immediately vested in their contributions and the Employer Matching and Profit Sharing Contributions plus actual earnings thereon. Participants who do not have one hour of service on or after January 1, 2003 are subject to the prior vesting schedule under the Plan. Participants are 100% vested without regard to credited service in the event of death, disability, or attainment of retirement age.

Participant Loans

Participants in the Plan may borrow from their fund accounts a minimum of \$1,000 up to a maximum equal to the lesser of \$50,000 or 50% of their vested account balance. Only one loan may be outstanding at a time. Loans are secured by the balance in the participant's account and bear interest at a rate commensurate with local prevailing rates as determined by the Plan Administrator. Loans must be repaid within 5 years from the date of the loan unless proceeds are used to acquire the principal residence of the participant borrower. Principal and interest are paid ratably through weekly or semi-monthly payroll deductions.

Payment of Benefits

On termination of service, a participant may elect to receive a lump-sum amount equal to the value of the participant's vested interest in his or her account or, under certain circumstances, may purchase an annuity.

5

Dollar General Corporation
401(k) Savings and Retirement Plan

Edgar Filing: DOLLAR GENERAL CORP - Form 11-K

Notes to Financial Statements (continued)

1. Description of Plan (continued)

Forfeited Accounts

Forfeited balances of terminated participants' nonvested accounts are used to reduce future contributions of the Company or to pay reasonable Plan expenses. In 2003, employer contributions were reduced by \$1,382,471 and Plan expenses of \$186,483 were paid from forfeited nonvested accounts. The balance of forfeited nonvested accounts was \$364,902 and \$571,039 at December 31, 2003 and 2002, respectively.

Administrative Expenses

Participants pay for the costs charged for originating loans. Fees and expenses associated with the administrative and recordkeeping services provided by an external provider are paid by the Plan. The Employer pays all other expenses.

Change in Trustees and Plan Recordkeepers

On November 1, 2003, State Street Bank and Trust Company ("State Street") replaced Matrix Capital Bank as Trustee of the Plan and CitiStreet LLP replaced BISYS Retirement Services, L.P. as Plan recordkeeper. As of November 17, 2003, all assets and records were transferred to State Street and CitiStreet.

Plan Termination

Although it has not expressed any intent to do so, the Employer has the right under the Plan to discontinue its contributions at any time and to terminate the Plan subject to the provisions of ERISA. In the event of Plan termination, all participant accounts will become fully vested and the assets will be distributed to participants or their beneficiaries.

6

Dollar General Corporation
401(k) Savings and Retirement Plan

Notes to Financial Statements (continued)

2. Summary of Significant Accounting Policies

Basis of Accounting

The financial statements of the Plan are prepared under the accrual method of accounting.

Use of Estimates

The preparation of financial statements in conformity with U.S. generally accepted accounting principles requires management to make estimates that affect the reported amounts in the financial statements and accompanying notes. Actual results could differ from those estimates.

Investment Valuation and Income Recognition

The Plan's investments are stated at fair value, which generally equals the

Edgar Filing: DOLLAR GENERAL CORP - Form 11-K

quoted market price on the last business day of the Plan year. The shares of registered investment companies are valued at quoted market prices that represent the net asset value of shares held by the Plan at year-end. The Dollar General Corporation common stock is valued at the last reported sales price on the last business day of the Plan year. Real Estate limited partnership investments are valued at the appraised values as of the last business day of the Plan year. The participant loans receivable are valued at their outstanding balances, which approximate fair value.

Purchases and sales of securities are recorded on a trade date basis. Dividend income is recorded on the dividend payable date. Interest income is recorded on the accrual basis.

Payment of Benefits

Benefits are recorded when paid.

7

Dollar General Corporation
401(k) Savings and Retirement Plan

Notes to Financial Statements (continued)

3. Income Tax Status

The Plan has received a determination letter from the Internal Revenue Service dated March 5, 2002, stating that the Plan is qualified under Section 401(a) of the Code and therefore, the related trust is exempt from taxation. Subsequent to this issuance of the determination letter, the Plan was amended. Once qualified, the Plan is required to operate in conformity with the Code to maintain its qualification. The Company has indicated that it will take the necessary steps, if any, to maintain the Plan's qualified status.

4. Investments

During 2003, the Plan's investments (including gains and losses on investments purchased and sold, as well as held during the year) appreciated (declined) in fair value as follows:

	Year ended December 31, 2003
Registered investment companies	\$ 8,310,072
Dollar General Corporation common stock	16,931,835
Real estate limited partnerships	(11,191)

	\$25,230,716
	=====

8

Dollar General Corporation
401(k) Savings and Retirement Plan

Notes to Financial Statements (continued)

Edgar Filing: DOLLAR GENERAL CORP - Form 11-K

4. Investments (continued)

Investments which represent 5% or more of the Plan's net assets available for benefits are as follows:

Identity of Party Involved	Description of Assets	December 2003
Dollar General Corporation	Dollar General Corporation common stock	\$35,793,491
The American Funds Group	Washington Mutual Investors Fund	10,144,177
INVESCO Institutional	Invesco Stable Value Trust	12,484,808
PIMCO Funds	PIMCO Total Return Fund	4,754,651
Dodge & Cox Funds	Dodge & Cox Balanced Fund	18,056,186
The American Funds Group	The Income Fund of America	-
The American Funds Group	The Cash Management Trust of America	-

5. Transactions with Parties-in-Interest

Transactions with parties-in-interest include purchases and sales of assets through Matrix Capital Bank from January 1 through October 31, 2003 and through State Street Bank and Trust from November 1 through December 31, 2003. For the periods indicated, Matrix Capital Bank and State Street Bank and Trust also served as the depositor for the Plan's assets.

Additional parties-in-interest transactions include contributions by the Employer and the Plan's investment in Company stock including reinvestment of dividends paid from the Company stock.

6. Commitments and Contingencies

As previously disclosed in the Plan's Form 11-K for the year ended December 31, 2001 filed with the Securities and Exchange Commission on July 3, 2002 (the "2001 Form 11-K"), the Company restated its audited financial statements for fiscal years 1999 and 1998, and certain unaudited financial information for fiscal year 2000 (the "Restatement") by

9

Dollar General Corporation
401(k) Savings and Retirement Plan

Notes to Financial Statements (continued)

6. Commitments and Contingencies (continued)

means of its Form 10-K for the fiscal year ended February 2, 2001, which was filed on January 14, 2002. Also as described more fully in the 2001 Form 11-K, the Company settled the consolidated Restatement-related class action lawsuit filed in the United States District Court for the Middle District of Tennessee on behalf of a class of persons who purchased or otherwise made an investment decision regarding the Company's securities and related derivative securities between March 5, 1997 and January 14, 2002. The \$162 million settlement was

Edgar Filing: DOLLAR GENERAL CORP - Form 11-K

approved by the court on May 24, 2002 and was paid by the Company in the first half of its fiscal year ended January 31, 2003.

As a member of the plaintiff class, the Plan expects that this agreement will result in a net payment to the Plan after attorneys' fees of approximately \$1.4 million, which has not been reflected in the Plan's financial statements.

7. Risks and Uncertainties

The Plan invests in various investment securities including Dollar General Corporation common stock, which comprises 40% and 37% of total investments at December 31, 2003 and 2002, respectively. Investment securities are exposed to various risks such as interest rate, market and credit risks. Due to the level of risk associated with certain investment securities, it is at least reasonably possible that changes in the values of investment securities will occur in the near term and that such changes could materially affect participants' account balances and the amounts reported in the statements of net assets available for benefits.

10

Supplemental Schedule

Dollar General Corporation
401(k) Savings and Retirement Plan

EIN: 61-0502302 Plan: 002

Schedule of Assets (Held at End of Year)
Schedule H, Line 4i

Year Ended December 31, 2003

(a)	(b) Identity of Issue, Borrower, Lessor, or Similar Party	(c) Description of Investment including Maturity Date, Rate of Interest, Collateral, Par or Maturity Value
*	Dollar General Corporation	Dollar General Corporation common stock
*	State Street Bank & Trust	State Street Short Term Investment Fund
	Dodge & Cox	Dodge & Cox Balanced Fund
	The American Funds Group	Washington Mutual Investors Fund
	Invesco	Invesco Stable Value Trust
	PIMCO	PIMCO Total Return Fund
	Ariel	Ariel Appreciation Fund

Edgar Filing: DOLLAR GENERAL CORP - Form 11-K

T. Rowe Price	T. Rowe Price Small-Cap Stock Fund
Artisan	Artisan International Fund
The American Funds Group	The Growth Fund of America
* Participant notes receivable	Interest rate ranging from 4% to 9.5%
Real estate limited partnerships: Interchange City Associates, Ltd.	15.5 units
Realty FD 85-1	200 units

* Party-in-interest

Column (d) has not been presented as this information is not applicable.

11

SIGNATURES

The Plan. Pursuant to the requirements of the Securities Exchange Act of 1934, the Administrator of the Dollar General Corporation 401(k) Savings and Retirement Plan has duly caused this Annual Report to be signed on its behalf by the undersigned hereunto duly authorized.

Date: June 28, 2004 DOLLAR GENERAL CORPORATION

By: /s/ Jeffrey R. Rice

Name: Jeffrey R. Rice
Title: Vice President, Human Resources

EXHIBIT INDEX

Exhibit No.	Description
23	Consent of Independent Registered Public Accounting Firm