

DOLLAR GENERAL CORP

FORM 10-Q/A (Amended Quarterly Report)

Filed 09/27/04 for the Period Ending 07/30/04

Address	100 MISSION RIDGE GOODLETTSVILLE, TN, 37072
Telephone	6158554000
CIK	0000029534
Symbol	DG
SIC Code	5331 - Retail-Variety Stores
Industry	Discount Stores
Sector	Consumer Cyclical
Fiscal Year	02/02

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

FORM 10-Q/A
(Amendment No. 1)

QUARTERLY REPORT
PURSUANT TO SECTION 13 OR 15(d)
OF THE SECURITIES EXCHANGE ACT OF 1934

For the quarterly period ended July 30, 2004

Commission file number: 001-11421

DOLLAR GENERAL CORPORATION
(Exact Name of Registrant as Specified in Its Charter)

TENNESSEE
*(State or Other Jurisdiction of
Incorporation or Organization)*

61-0502302
*(I.R.S. Employer
Identification No.)*

**100 MISSION RIDGE
GOODLETTSVILLE, TN 37072**
(Address of Principal Executive Offices, Zip Code)

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

Indicate by check mark whether the Registrant: (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the Registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes No

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

The number of shares of common stock outstanding on August 23, 2004 was 328,399,029.

EXPLANATORY NOTE

The undersigned Registrant hereby files this Amendment No. 1 to Quarterly Report on Form 10-Q in order to amend the following Items with respect to its Quarterly Report on Form 10-Q for the quarter ended July 30, 2004:

- (1) Part II, Item 4 "Submission of Matters to a Vote of Security Holders," and
- (2) Part II, Item 6 "Exhibits" to furnish the certifications required by Sections 302 and 906 of the Sarbanes-Oxley Act of 2002 and Rule 12b-15.

PART II

ITEM 4. SUBMISSION OF MATTERS TO A VOTE OF SECURITY HOLDERS

- (a) The Company's Annual Meeting of Shareholders was held on May 25, 2004.

(b) Proxies for the Annual Meeting were solicited in accordance with Regulation 14A of the Securities Exchange Act of 1934. There was no solicitation in opposition to management's nominees and all of management's nominees were elected. Each director is elected to serve a one-year term.

(c) The following sets forth the results of voting on each matter at the Annual Meeting:

Proposal 1—Election of Directors

	<u>For</u>	<u>Withhold Authority</u>
David L. Beré	293,879,317	12,140,195
Dennis C. Bottorff	293,806,135	12,213,378
Barbara L. Bowles	293,513,203	12,506,310
James L. Clayton	291,454,706	14,564,807
Reginald D. Dickson	291,605,677	14,413,836
E. Gordon Gee	291,278,251	14,741,262
Barbara M. Knuckles	292,565,469	13,454,044
David A. Perdue	290,430,385	15,589,128
J. Neal Purcell	293,845,316	12,174,197
James D. Robbins	292,605,290	13,414,223
David M. Wilds	291,374,195	14,645,318

Proposal 2—Ratification of the Appointment of Ernst & Young LLP as Independent Auditors for 2004 Fiscal Year

Votes cast for: 300,743,804
Votes cast against: 3,409,764
Votes cast to abstain: 1,865,944

ITEM 6. EXHIBITS

See the Exhibit Index immediately following the signature page hereto.

SIGNATURE

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

Dated: September 27, 2004

DOLLAR GENERAL CORPORATION

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

EXHIBIT INDEX

- 10.1 Employment Agreement, effective June 7, 2004, by and between Dollar General Corporation and David M. Tehle.*
- 10.2 Amended and Restated Revolving Credit Agreement, dated as of June 30, 2004, by and among Dollar General Corporation, SunTrust Bank, Key Bank National Association, Bank of America, N.A., U.S. Bank National Association, AmSouth Bank, and the lenders from time to time parties thereto.*
- 31 Certifications of CEO and CFO under Exchange Act Rule 13a-14(a).*
- 31.2 Certifications of CEO and CFO under Exchange act Rule 13a-14(a) pertaining to Form 10-Q/A (Amendment No. 1).

32 Certifications of CEO and CFO under 18 U.S.C. 1350.*

32.2 Certifications of CEO and CFO under 18 U.S.C. 1350 pertaining to Form 10-Q/A (Amendment No. 1).

* Document previously filed or furnished, as applicable, with the Form 10-Q for the quarter ended July 30, 2004.

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CERTIFICATIONS

I, David A. Perdue, certify that:

1. I have reviewed this quarterly report on Form 10-Q/A of Dollar General Corporation;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) for the registrant and have:
 - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of registrant's board of directors (or persons performing the equivalent functions):
 - (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: September 27, 2004

/s/ David A. Perdue

David A. Perdue
Chief Executive Officer

I, David M. Tehle, certify that:

1. I have reviewed this quarterly report on Form 10-Q/A of Dollar General Corporation;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) for the registrant and have:
- (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of registrant's board of directors (or persons performing the equivalent functions):
- (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: September 27, 2004

/s/ David M. Tehle

David M. Tehle
Chief Financial Officer

CERTIFICATIONS
Pursuant to 18 U.S.C. Section 1350

Each of the undersigned hereby certifies that to his knowledge the Quarterly Report on Form 10-Q/A for the fiscal quarter ended July 30, 2004 of Dollar General Corporation (the "Company") filed with the Securities and Exchange Commission on the date hereof fully complies with the requirements of section 13(a) or 15(d) of the Securities Exchange Act of 1934 and that the information contained in such report fairly presents, in all material respects, the financial condition and results of operations of the Company.

/s/ David A. Perdue

Name: David A. Perdue
Title: Chief Executive Officer
Date: September 27, 2004

/s/ David M. Tehle

Name: David M. Tehle
Title: Chief Financial Officer
Date: September 27, 2004