

# DOLLAR GENERAL CORP

## **FORM 11-K** (Annual Report of Employee Stock Plans)

Filed 06/29/99 for the Period Ending 12/31/98

|             |                                                |
|-------------|------------------------------------------------|
| Address     | 100 MISSION RIDGE<br>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                                          |

# DOLLAR GENERAL CORP

## FORM 11-K

(Annual Report of Employee Stock Plans)

Filed 6/29/1999 For Period Ending 12/31/1998

|             |                                                      |
|-------------|------------------------------------------------------|
| Address     | 100 MISSION RIDGE<br>GOODLETTSVILLE, Tennessee 37072 |
| Telephone   | 615-855-4000                                         |
| CIK         | 0000029534                                           |
| Industry    | Retail (Specialty)                                   |
| Sector      | Services                                             |
| Fiscal Year | 01/31                                                |

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# SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

## FORM 11-K

ANNUAL REPORT

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

For the fiscal year ended December 31, 1998

*Commission File No.: 1-11421*

## Dollar General Corporation

401(k) Savings and Retirement Plan  
(Full title of plan)

Dollar General Corporation  
104 Woodmont Blvd. Suite 500  
Nashville, Tennessee 37205  
(Name of issuer of securities held pursuant to the plan  
and address of principal executive office)

## INDEPENDENT AUDITORS' REPORT

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

We have audited the accompanying statements of net assets available for benefits of Dollar General Corporation 401(k) Savings and Retirement Plan (formerly the Dollar General Corporation Retirement Plan) as of December 31, 1998 and 1997, and the related statement of changes in net assets available for benefits for the year ended December 31, 1998. 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 generally accepted auditing standards. Those standards require that we plan and perform the audits 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 our audits provide a reasonable basis for our opinion.

In our opinion, such financial statements present fairly, in all material respects, the net assets available for benefits of the Plan as of December 31, 1998 and 1997, and the changes in net assets available for benefits for the year ended December 31, 1998 in conformity with generally accepted accounting principles.

Our audits were conducted for the purpose of forming an opinion on the basic financial statements taken as a whole. The supplemental schedules of (1) assets held for investment as of December 31, 1998 and (2) reportable transactions for the year ended December 31, 1998, are presented for the purpose of additional analysis and are not a required part of the basic financial statements, but are 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. These schedules have been subjected to the auditing procedures applied in our audit of the basic 1998 financial statements and, in our opinion, are fairly stated in all material respects when considered in relation to the basic financial statements taken as a whole.

*/s/Deloitte & Touche LLP*

*Nashville, Tennessee  
June 18, 1999*

DOLLAR GENERAL CORPORATION 401(k) SAVINGS AND RETIREMENT PLAN  
(FORMERLY THE DOLLAR GENERAL CORPORATION RETIREMENT PLAN)

STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS  
DECEMBER 31, 1998 AND 1997

|                                                          | 1998         | 1997         |
|----------------------------------------------------------|--------------|--------------|
| -----                                                    |              |              |
| ASSETS                                                   |              |              |
| INVESTMENTS, AT FAIR VALUE:                              |              |              |
| Dollar General Corporation Stock Fund                    | \$24,508,239 | \$ --        |
| Registered investment companies                          | 20,068,613   | 965,010      |
| Participant notes receivable                             | 804,179      | --           |
| Real estate limited partnerships                         | 630,399      | 635,656      |
| Temporary investments                                    | --           | 15,197,697   |
| Common stocks                                            | --           | 2,512,381    |
|                                                          | -----        | -----        |
| Total investments                                        | 46,011,430   | 19,310,744   |
|                                                          | -----        | -----        |
| RECEIVABLES:                                             |              |              |
| Employer contributions                                   | 3,671,017    | 4,592,009    |
| Participants' contributions                              | 381,155      | --           |
| Due from broker for securities sold                      | --           | 2,693,376    |
| Interest and dividends                                   | --           | 41,606       |
| Dollar General Corporation Employee Stock Ownership Plan | --           | 874          |
|                                                          | -----        | -----        |
| Total receivables                                        | 4,052,172    | 7,327,865    |
|                                                          | -----        | -----        |
| CASH                                                     | --           | 17,860       |
|                                                          | -----        | -----        |
| NET ASSETS AVAILABLE FOR BENEFITS                        | \$50,063,602 | \$26,656,469 |
|                                                          | =====        | =====        |

The accompanying notes are an integral part of these financial statements.

DOLLAR GENERAL CORPORATION 401(k)  
SAVINGS AND RETIREMENT PLAN (FORMERLY  
THE DOLLAR GENERAL CORPORATION RETIREMENT PLAN)

STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS  
YEAR ENDED DECEMBER 31, 1998

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ADDITIONS TO NET ASSETS ATTRIBUTED TO:

INVESTMENT INCOME:

|                                               |                |
|-----------------------------------------------|----------------|
| Net depreciation in fair value of investments | \$ (1,729,759) |
| Dividends                                     | 1,498,036      |
| Interest                                      | 424,648        |

-----

|                         |         |
|-------------------------|---------|
| Total investment income | 192,925 |
|-------------------------|---------|

-----

CONTRIBUTIONS:

|                                                                                         |            |
|-----------------------------------------------------------------------------------------|------------|
| Employer contributions                                                                  | 5,367,159  |
| Participants' contributions                                                             | 4,563,223  |
| Transfer of assets from the Dollar General Corporation Employee<br>Stock Ownership Plan | 15,934,731 |
| Rollover contributions                                                                  | 726,552    |

-----

|                     |            |
|---------------------|------------|
| Total contributions | 26,591,665 |
|---------------------|------------|

-----

|                 |            |
|-----------------|------------|
| Total additions | 26,784,590 |
|-----------------|------------|

-----

DEDUCTIONS FROM NET ASSETS ATTRIBUTED TO:

|                               |           |
|-------------------------------|-----------|
| Benefits paid to participants | 3,054,745 |
| Other expenses                | 322,712   |

-----

|                  |           |
|------------------|-----------|
| Total deductions | 3,377,457 |
|------------------|-----------|

-----

NET INCREASE

|            |
|------------|
| 23,407,133 |
|------------|

NET ASSETS AVAILABLE FOR BENEFITS:

|                   |            |
|-------------------|------------|
| Beginning of year | 26,656,469 |
|-------------------|------------|

-----

|             |               |
|-------------|---------------|
| End of year | \$ 50,063,602 |
|-------------|---------------|

=====

The accompanying notes are an integral part of these financial statements

**NOTES TO FINANCIAL STATEMENTS**  
**YEARS ENDED DECEMBER 31, 1998 AND 1997**

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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 agreement for a more complete description of the Plan's provisions.

On August 25, 1997, the Board of Directors of Dollar General Corporation (the "Company") resolved that the Dollar General Corporation Employee Stock Ownership Plan (the "ESOP Plan") be merged with the Dollar General Corporation Retirement Plan (the "Retirement Plan") to form the Dollar General Corporation 401(k) Savings and Retirement Plan. As a result, the December 31, 1997 Retirement Plan was amended, restated, converted and continued as the Plan and the December 31, 1997 ESOP Plan was merged into the Plan effective January 1, 1998.

The Plan is a defined contribution plan for all employees of the Company who have completed one year and 1,000 hours of service and are age 21 or older. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 ("ERISA").

The Retirement Plan and the ESOP Plan were noncontributory, defined contribution plans covering all nontemporary, nonunion employees of the Company who had completed one year of service and were age 21 or older. The Retirement and ESOP Plans were subject to the provisions of ERISA.

Contributions - A participant may elect to contribute to the Plan through salary deferral from 1% to 15% of his or her annual pretax salary up to the maximum amount allowed by law.

The Company has the option of matching up to 50% of the first 6% of elective deferrals of each eligible participant's pretax contribution to the Plan for each period for which participants' contributions are made. The Company matching contribution is invested as directed by the participant. The Company matching contribution was 50% for the 1998 Plan year.

The Company also has the option to make contributions to the Plan on behalf of all participants which shall be treated as Qualified Nonelective Employer Contributions ("QNEC") to the extent such contributions may be used to meet the nondiscrimination requirements of Section 401(k)(3)(A)(ii) of the Internal Revenue Code or comparability requirements of Section 401(l) of the Internal Revenue Code. The Company may elect to have the first 1/2 of 1% of the QNEC be made in Company common stock or used to acquire Company common stock. The remaining QNEC is invested as directed by the participant. Included in Employer Contributions Receivable is \$3,514,318 related to the QNEC for the year ended December 31, 1998.

In addition to the matching and QNEC contributions described above, the Company may contribute discretionary amounts from time to time as profit sharing contributions. The profit sharing contribution is invested as directed by the participant. There were no profit sharing contributions for the 1998 Plan year.

Participants' accounts - Each participant's account is credited with the participant's contributions and withdrawals, as applicable, and allocations of (a) the Company's contributions and (b) Plan earnings. Allocations are based on participant earnings or account balances, as defined. Plan expenses are allocated to participant accounts based on an equal per person basis. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

Vesting - Participants are immediately vested in their contributions plus actual earnings thereon. Vesting in all Company contributions and contributions made under the Retirement Plan, plus actual earnings thereon, is based on years of credited service. Participants are 40% vested after 4 years of credited service and 100% after 5 years of credited service.

Participant loans - Effective January 1, 1998, 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. Loan transactions are treated as a transfer between an investment fund and the participant loan fund. Loan terms range from one to five years or up to 30 years for the purchase of a primary residence. The loans are secured by the balance in the participant's account and bear interest at a rate commensurate with the local prevailing rates as determined quarterly by the Plan administrator. Interest rates on outstanding loans range from 7.75% to 8.5% at December 31, 1998. 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 either a lump-sum amount equal to the value of the participant's vested interest in his or her account, or monthly, quarterly, semi-annual or annual installments over a twenty-year period as long as the periodic payments are not less than \$50. As of December 31, 1998 and 1997, there were no benefits due to participants who have withdrawn from the Plan.



Forfeited accounts - Forfeited balances of terminated participants' nonvested accounts are used to reduce future contributions of the Company. In 1998 and 1997, employer contributions were reduced by \$122,690 and \$693,637, respectively, from forfeited nonvested accounts.

Investment options - Participants have the option to invest their contributions, rollover contributions and employer contributions in a variety of options. Except for the Dollar General Corporation Stock Fund, the funds are proprietary products of the American Funds Group. Participants may change their investment options at any time.

Participants may invest their account in minimum whole increments of 1% in any of the following options:

Dollar General Corporation Stock Fund: This fund is primarily comprised of Dollar General Corporation common stock with the remainder invested in a money market account.

Assets invested in this fund are expressed in terms of units and the fair value of those units is calculated daily by the recordkeeper. Units outstanding and the fair value of the units in the fund during 1998 are presented below:

|              | Number of<br>Units | Value of<br>Each Unit |
|--------------|--------------------|-----------------------|
| March 31     | 547,187            | \$9.86                |
| June 30      | 2,181,681          | \$12.95               |
| September 30 | 2,460,264          | \$10.74               |
| December 31  | 2,483,104          | \$9.87                |

The Income Fund of America: According to the fund prospectus, this fund seeks to provide current income and, secondarily, growth of capital through a flexible mix of equity and debt instruments. The fund may invest in stocks, bonds and other fixed-income securities in any proportion.

Washington Mutual Investors Fund: According to the fund prospectus, this fund seeks to provide current income and the opportunity for growth of principal. The fund invests in stocks of U.S. companies that meet strict standards based on requirements originally established by the U.S. District Court for the District of Columbia for the investment of trust funds.

New Perspective Fund: According to the fund prospectus, this fund seeks to provide long-term growth of capital through investments all over the world, including the United States. The fund diversifies in blue chip companies here and abroad, focusing on opportunities generated by changes in global trade patterns and economic and political relationships. The fund's investments are in common stocks, convertibles, preferred stocks, bonds and cash.

The Cash Management Trust of America: According to the fund prospectus, this fund seeks to provide income on cash reserves, while preserving capital and maintaining liquidity, through high-quality money market instruments.

The Bond Fund of America: According to the fund prospectus, this fund seeks to provide a high level of current income with preservation capital. The fund invests in corporate debt securities, U.S. and other government securities, mortgage-related securities and cash, in which it must invest at least 60% of its assets in securities rated A or better at the time of purchase. The fund may invest up to 25% of assets in fixed-income securities of corporations and government entities outside the United States. Typically, the fund will invest in intermediate- to long-term securities.

SMALLCAP World Fund: According to the fund prospectus, this fund seeks to provide long-term growth of capital by investing in the stocks of smaller companies in the United States and around the world. Normally, at least 65% of assets will be invested in equities of issuers located in at least three countries and typically having market capitalizations from \$50 million to \$1.2 billion.

## 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 generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from these estimates.

Investment valuation and income recognition - The Plan's investments are valued in the financial statements at their respective quoted market prices as of the Plan's year end, or if not available, the last reported market price. Net appreciation of investments consists of unrealized and realized gains and losses on investments. Realized gains and losses on investments are based upon the average cost of investments sold. The participant notes receivable are valued at cost which approximates fair value.

Purchases and sales of securities are recorded on a trade-date basis. Interest income is recorded on the accrual basis. Dividends are recorded on the ex-dividend date.

Plan expenses are paid by the Plan as provided in the Plan agreement.

Payment of benefits - Benefits are recorded when paid.

### 3. TAX STATUS

The Plan has requested a determination letter from the Internal Revenue Service (the "IRS") and has received notification of receipt by the IRS of the Plan's application. Although the Plan has not yet received a favorable determination letter, the Plan administrator and the Plan's tax counsel believe that the Plan is currently designed and being operated in compliance with the applicable requirements of the Internal Revenue Code. Therefore, no provision for income taxes has been included in the Plan's financial statements.

### 4. INVESTMENTS EXCEEDING 5% OF NET ASSETS

The Plan's investments which exceeded 5% of net assets available for benefits as of December 31, 1998 and 1997 are as follows:

| Identity of<br>Party Involved<br>-----   | Description of Assets<br>-----           | 1998<br>----  | 1997<br>---- |
|------------------------------------------|------------------------------------------|---------------|--------------|
| Dollar General Corporation               | Dollar General Corporation<br>Stock Fund | \$ 24,508,239 | \$ -         |
| The American Funds Group                 | The Income Fund of America               | 9,605,572     | -            |
| The American Funds Group                 | Washington Mutual Investors Fund         | 4,093,395     | -            |
| Ameristar Investments &<br>Trust Company | Ameristar U.S. Treasury<br>Money Market  | -             | 15,190,790   |

### 5. PLAN AMENDMENTS AND TERMINATION

Although it has not expressed any intention to do so, the Company has the right under the Plan to discontinue its contributions at any time and to terminate the Plan subject to the provisions of ERISA. The Plan may also be amended at any time in any manner as deemed appropriate. Upon termination, the participants shall become fully vested and the assets under the Plan will be distributed to the participants based upon their account balance.

## 6. FUND INFORMATION

Net investment income, contributions, benefits paid to participants, other expenses, interfund transfers and net assets available for benefits by fund as of December 31, 1998 and for the year then ended are as follows:

|                                       | 1998        |
|---------------------------------------|-------------|
| Net investment income:                |             |
| Dollar General Corporation Stock Fund | \$(645,208) |
| The Income Fund of America            | 292,369     |
| Washington Mutual Investors Fund      | 294,900     |
| New Perspective Fund                  | 183,609     |
| The Cash Management Trust of America  | 100,214     |
| The Bond Fund of America              | 49,625      |
| SMALLCAP World Fund                   | (59,387)    |
| Participant Loan Fund                 | --          |
| Money market accounts                 | 144,925     |
| Common stocks                         | (16,554)    |
| Equity mutual funds                   | (151,568)   |
| Real estate limited partnerships      | --          |
| QNEC                                  | --          |
|                                       | -----       |
|                                       | \$ 192,925  |
|                                       | =====       |

Contributions:

|                                       |               |
|---------------------------------------|---------------|
| Dollar General Corporation Stock Fund | \$ 19,401,195 |
| The Income Fund of America            | 804,915       |
| Washington Mutual Investors Fund      | 1,155,449     |
| New Perspective Fund                  | 486,076       |
| The Cash Management Trust of America  | 380,419       |
| The Bond Fund of America              | 390,072       |
| SMALLCAP World Fund                   | 459,221       |
| Participant Loan Fund                 | -             |
| Money market accounts                 | -             |
| Common stocks                         | -             |
| Equity mutual funds                   | -             |
| Real estate limited partnerships      | -             |
| QNEC                                  | 3,514,318     |
|                                       | -----         |
|                                       | \$ 26,591,665 |
|                                       | =====         |

Benefits paid to participants:

|                                       |              |
|---------------------------------------|--------------|
| Dollar General Corporation Stock Fund | \$ 1,740,528 |
| The Income Fund of America            | 943,855      |
| Washington Mutual Investors Fund      | 132,230      |
| New Perspective Fund                  | 30,344       |
| The Cash Management Trust of America  | 83,016       |
| The Bond Fund of America              | 56,543       |
| SMALLCAP World Fund                   | 39,580       |
| Participant Loan Fund                 | -            |
| Money market accounts                 | 28,649       |
| Common stocks                         | -            |
| Equity mutual funds                   | -            |
| Real estate limited partnerships      | -            |
| QNEC                                  | -            |
|                                       | -----        |
|                                       | \$ 3,054,745 |
|                                       | =====        |

Other expenses:

|                                       |            |
|---------------------------------------|------------|
| Dollar General Corporation Stock Fund | \$ 197,594 |
| The Income Fund of America            | 71,264     |
| Washington Mutual Investors Fund      | 11,313     |
| New Perspective Fund                  | 3,982      |
| The Cash Management Trust of America  | 760        |
| The Bond Fund of America              | 7,960      |
| SMALLCAP World Fund                   | 9,012      |
| Participant Loan Fund                 | -          |
| Money market accounts                 | 20,732     |
| Common stocks                         | 95         |
| Equity mutual funds                   | -          |
| Real estate limited partnerships      | -          |
| QNEC                                  | -          |
|                                       | -----      |
|                                       | \$ 322,712 |
|                                       | =====      |

Interfund transfers:

|                                       |              |
|---------------------------------------|--------------|
| Dollar General Corporation Stock Fund | \$ 7,949,208 |
| The Income Fund of America            | 9,581,635    |
| Washington Mutual Investors Fund      | 2,876,990    |
| New Perspective Fund                  | 1,105,238    |
| The Cash Management Trust of America  | 1,271,011    |
| The Bond Fund of America              | 1,269,095    |
| SMALLCAP World Fund                   | 1,096,042    |
| Participant Loan Fund                 | 804,179      |
| Money market accounts                 | (22,638,966) |
| Common stocks                         | (2,495,732)  |
| Equity mutual funds                   | (813,442)    |
| Real estate limited partnerships      | (5,258)      |
| QNEC                                  | -            |
|                                       | -----        |
|                                       | \$ -         |
|                                       | =====        |

|                                       |               |
|---------------------------------------|---------------|
| Net assets available for benefits:    |               |
| Dollar General Corporation Stock Fund | \$ 24,767,073 |
| The Income Fund of America            | 9,663,800     |
| Washington Mutual Investors Fund      | 4,183,796     |
| New Perspective Fund                  | 1,740,597     |
| The Cash Management Trust of America  | 1,667,868     |
| The Bond Fund of America              | 1,644,289     |
| SMALLCAP World Fund                   | 1,447,284     |
| Participant Loan Fund                 | 804,179       |
| Money market accounts                 | -             |
| Common stocks                         | -             |
| Equity mutual funds                   | -             |
| Real estate limited partnerships      | 630,398       |
| QNEC                                  | 3,514,318     |
|                                       | -----         |
|                                       | \$ 50,063,602 |
|                                       | =====         |

\* \* \* \* \*

DOLLAR GENERAL CORPORATION 401(k) SAVINGS  
AND RETIREMENT PLAN (FORMERLY THE DOLLAR  
GENERAL CORPORATION RETIREMENT PLAN)

Line 27a - SCHEDULE OF ASSETS HELD FOR INVESTMENT PURPOSES  
DECEMBER 31, 1998

| Column A | Column B                                                    | Column C                                                                                                           | Column D      | Column E         |
|----------|-------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|---------------|------------------|
|          | Identity of Issue,<br>Borrower, Lessor,<br>or Similar Party | Description of Investment<br>Including Maturity Date,<br>Rate of Interest,<br>Collateral, Par or<br>Maturity Value | Cost          | Current<br>Value |
| *        | Dollar General Corporation<br>Stock Fund                    | 2,483,104 units                                                                                                    | \$ 20,093,673 | \$ 24,508,239    |
| *        | The American Funds Group                                    | The Income Fund of<br>America                                                                                      | 10,184,516    | 9,605,572        |
| *        | The American Funds Group                                    | Washington Mutual<br>Investors Fund                                                                                | 4,167,634     | 4,093,395        |
| *        | The American Funds Group                                    | New Perspective Fund                                                                                               | 1,655,160     | 1,705,283        |
| *        | The American Funds Group                                    | The Cash Management<br>Trust of America                                                                            | 1,636,679     | 1,636,679        |
| *        | The American Funds Group                                    | The Bond Fund of America                                                                                           | 1,649,935     | 1,612,538        |
| *        | The American Funds Group                                    | SMALLCAP World Fund                                                                                                | 1,547,191     | 1,415,146        |
|          | Participants notes receivable                               | Interest rates ranging from<br>7.75% to 8.5% and maturity<br>dates ranging from 1999 to<br>2003                    | 804,179       | 804,179          |
|          | Real estate limited partnerships:                           |                                                                                                                    |               |                  |
|          | Interchange City Associates Ltd.                            | 16 shares                                                                                                          | 240,553       | 314,583          |
|          | Liquidity Fund Tax Exempt                                   | 15 shares                                                                                                          | 150,000       | 32,024           |
|          | North Creek Associates                                      | 400 shares                                                                                                         | 242,372       | 184,292          |
|          | Realty FD 85-1                                              | 200 shares                                                                                                         | 82,353        | 99,500           |
|          |                                                             |                                                                                                                    | -----         | -----            |
|          |                                                             |                                                                                                                    | 641,160       | 630,399          |
|          |                                                             |                                                                                                                    | -----         | -----            |
|          |                                                             |                                                                                                                    | \$ 42,454,245 | \$ 46,011,430    |
|          |                                                             |                                                                                                                    | =====         | =====            |

\* Party-in-interest



DOLLAR GENERAL CORPORATION 401(k)  
 SAVINGS AND RETIREMENT PLAN  
 (FORMERLY THE DOLLAR GENERAL CORPORATION RETIREMENT PLAN)

LINE 27d - SCHEDULE OF REPORTABLE TRANSACTIONS  
 DECEMBER 31, 1998

| Column A                                                                                                                   | Column B                             | Column C       | Column D      | Column E     | Column F                           | Column G      |
|----------------------------------------------------------------------------------------------------------------------------|--------------------------------------|----------------|---------------|--------------|------------------------------------|---------------|
| Identity of Party Involved                                                                                                 | Description of Asset                 | Purchase Price | Selling Price | Lease Rental | Expenses Incurred With Transaction | Cost of Asset |
| A single transaction representing an amount in excess of 5% of the fair value of Plan assets at the beginning of the year: |                                      |                |               |              |                                    |               |
| *The American Funds Group                                                                                                  | The Cash Management Trust of America | \$ 21,342,141  | \$ -          | \$ -         | \$ -                               | \$ 21,342,141 |
| *The American Funds Group                                                                                                  | The Cash Management Trust of America | -              | 14,797,176    | -            | -                                  | 14,797,176    |
| *The American Funds Group                                                                                                  | The Cash Management Trust of America | -              | 6,089,240     | -            | -                                  | 6,089,240     |
| *The American Funds Group                                                                                                  | The Cash Management Trust of America | 4,592,009      | -             | -            | -                                  | 4,592,009     |
| *The American Funds Group                                                                                                  | The Cash Management Trust of America | -              | 3,702,077     | -            | -                                  | 3,702,077     |
| *Dollar General Corporation                                                                                                | Common stock                         | 9,218,594      | -             | -            | -                                  | 9,218,594     |
| *Dollar General Corporation                                                                                                | Common stock                         | 6,089,240      | -             | -            | -                                  | 6,089,240     |
| *The American Funds Group                                                                                                  | Income Fund of America               | 8,144,780      | -             | -            | -                                  | 8,144,780     |
| *The American Funds Group                                                                                                  | Income Fund of America               | 2,388,106      | -             | -            | -                                  | 2,388,106     |
| *The American Funds Group                                                                                                  | Washington Mutual Investors Fund     | 2,513,233      | -             | -            | -                                  | 2,513,233     |

\* Party-in-interest

DOLLAR GENERAL CORPORATION 401(k)  
 SAVINGS AND RETIREMENT PLAN  
 (FORMERLY THE DOLLAR GENERAL CORPORATION RETIREMENT PLAN)

LINE 27d - SCHEDULE OF REPORTABLE TRANSACTIONS  
 DECEMBER 31, 1998

| Column A                    | Column B                             | Column H                                   | Column I           |
|-----------------------------|--------------------------------------|--------------------------------------------|--------------------|
| Identity of Party Involved  | Description of Asset                 | Current Value of Asset on Transaction Date | Net Gain or (Loss) |
| *The American Funds Group   | The Cash Management Trust of America | \$ 21,342,141                              | \$ -               |
| *The American Funds Group   | The Cash Management Trust of America | 14,797,176                                 | -                  |
| *The American Funds Group   | The Cash Management Trust of America | 6,089,240                                  | -                  |
| *The American Funds Group   | The Cash Management Trust of America | 4,592,009                                  | -                  |
| *The American Funds Group   | The Cash Management Trust of America | 3,702,077                                  | -                  |
| *Dollar General Corporation | Common stock                         | 9,218,594                                  | -                  |
| *Dollar General Corporation | Common stock                         | 6,089,240                                  | -                  |
| *The American Funds Group   | Income Fund of America               | 8,144,780                                  | -                  |
| *The American Funds Group   | Income Fund of America               | 2,388,106                                  | -                  |
| *The American Funds Group   | Washington Mutual Investors Fund     | 2,513,233                                  | -                  |

DOLLAR GENERAL CORPORATION 401(k) SAVINGS  
AND RETIREMENT PLAN (FORMERLY THE DOLLAR  
GENERAL CORPORATION RETIREMENT PLAN)

LINE 27d - SCHEDULE OF REPORTABLE TRANSACTIONS  
YEAR ENDED DECEMBER 31, 1998

| Column A                                                                                                                                                                                               | Column B                                | Column C           | Column D           | Column E        | Column F                                    | Column G                    |
|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------|--------------------|--------------------|-----------------|---------------------------------------------|-----------------------------|
| Identity<br>of Party<br>Involved                                                                                                                                                                       | Description<br>of Asset                 | Purchase<br>Price  | Selling<br>Price   | Lease<br>Rental | Expenses<br>Incurred<br>with<br>Transaction | Cost of<br>Asset            |
| A series of security transactions representing one or more securities<br>of the same issue which in the aggregate is in excess of 5% of the fair<br>value of Plan assets at the beginning of the year: |                                         |                    |                    |                 |                                             |                             |
| *The American Funds<br>Group                                                                                                                                                                           | The Cash Management<br>Trust of America | \$ 37,191,123<br>- | \$ -<br>38,388,304 | \$ -<br>-       | \$ -<br>-                                   | \$ 37,191,123<br>38,388,304 |
| *Dollar General<br>Corporation                                                                                                                                                                         | Common stock                            | 22,192,102<br>-    | -<br>2,505,762     | -<br>-          | -<br>-                                      | 22,192,102<br>2,098,431     |
| *The American Funds<br>Group                                                                                                                                                                           | The Income Fund of<br>America           | 12,325,839         | -                  | -               | -                                           | 12,325,839                  |
| *The American Funds<br>Group                                                                                                                                                                           | Washington Mutual<br>Investors Fund     | 4,535,533          | -                  | -               | -                                           | 4,535,533                   |

\*Party-in-interest

DOLLAR GENERAL CORPORATION 401(k) SAVINGS  
 AND RETIREMENT PLAN (FORMERLY THE DOLLAR  
 GENERAL CORPORATION RETIREMENT PLAN)

LINE 27d - SCHEDULE OF REPORTABLE TRANSACTIONS  
 YEAR ENDED DECEMBER 31, 1998

| Column A                         | Column B                                | Column H                                    | Column I              |
|----------------------------------|-----------------------------------------|---------------------------------------------|-----------------------|
| Identity<br>of Party<br>Involved | Description<br>of Asset                 | Value of<br>Asset on<br>Transaction<br>Date | Net Gain<br>or (Loss) |
| *The American Funds<br>Group     | The Cash Management<br>Trust of America | \$ 37,191,123<br>38,388,304                 | \$ -<br>-             |
| *Dollar General<br>Corporation   | Common stock                            | 22,192,102<br>2,505,762                     | -<br>407,331          |
| *The American Funds<br>Group     | The Income Fund of<br>America           | 12,325,839                                  | -                     |
| *The American Funds<br>Group     | Washington Mutual<br>Investors Fund     | 4,535,533                                   | -                     |

**\*Party-in-interest**

The following is a complete list of Exhibits filed or incorporated by reference as part of this annual report:

**EXHIBITS**

23 Consent of Independent Auditors. . . . .

**SIGNATURE**

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.

**DOLLAR GENERAL CORPORATION**

401(k) SAVINGS AND RETIREMENT PLAN

*Date: June 29, 1999*

*By: /s/Herman Martinez*

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*Herman Martinez*

*Capital Guardian Trust*

**EXHIBIT 23**

**INDEPENDENT AUDITORS' CONSENT**

We consent to the incorporation by reference in Registration Statement No. 333-65789 of Dollar General Corporation on Form S-8 of our report dated June 18, 1999, appearing in the Annual Report on Form 11-K of the Dollar General Corporation 401K Savings and Retirement Plan for the year ended December 31, 1998.

*/s/DELOITTE & TOUCHE LLP*

*Nashville, Tennessee*

*June 29, 1999*

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**End of Filing**

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