

DOLLAR GENERAL CORP
Form S-1/A
April 15, 2008

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As filed with the Securities and Exchange Commission on April 15, 2008

Registration No. 333-150096

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

WASHINGTON, D.C. 20549

AMENDMENT NO. 1

TO

FORM S-1

REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

Dollar General Corporation

(Exact name of registrant as specified in its charter)

Tennessee
(State of Incorporation)

5331
(Primary Standard Industrial
Classification Code Number)

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

**100 Mission Ridge
Goodlettsville, Tennessee 37072
(615) 855-4000**

(Address, including zip code, and telephone number, including area
code, of registrants' principal executive offices)

**Susan S. Lanigan
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Goodlettsville, Tennessee 37072
(615) 855-4000**

(Name, address, including zip code, and telephone number, including
area code, of agent for service)

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**Approximate date of commencement of proposed sale to the public:
As soon as practicable after this Registration Statement is declared effective.**

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, check the following box.

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer
 Accelerated filer
 Non-accelerated filer
 (Do not check if a smaller reporting company)
 Smaller reporting company

CALCULATION OF REGISTRATION FEE

Title of Each Class of Securities to be Registered	Amount to be Registered	Proposed Maximum Offering Price per Note	Proposed Maximum Aggregate Offering Price	Amount of Registration Fee
10.625% Senior Notes due 2015	(1)	(1)	(1)	(1)
11.875%/12.625% Senior Subordinated Toggle Notes due 2017	(1)	(1)	(1)	(1)
Guarantees of 10.625% Senior Notes due 2015(2)	(1)(3)	(1)(3)	(1)(3)	(1)(3)
Guarantees of 11.875%/12.625% Senior Subordinated Toggle Notes due 2017(2)	(1)(3)	(1)(3)	(1)(3)	(1)(3)

- (1) An indeterminate amount of securities are being registered hereby to be offered solely for market-making purposes by specified affiliates of the registrants. Pursuant to Rule 457(q) under the Securities Act of 1933, as amended, no filing fee is required.
- (2) See inside facing page for registrant guarantors.
- (3) Pursuant to Rule 457(n) under the Securities Act, no separate filing fee is required for the guarantees.

The registrants hereby amend this Registration Statement on such date or dates as may be necessary to delay its effective date until the registrants shall file a further amendment which specifically states that this Registration Statement shall thereafter become effective in accordance with Section 8(a) of the Securities Act of 1933, as amended, or until the Registration Statement shall become effective on such date as the Securities and Exchange Commission, acting pursuant to said Section 8(a), may determine.

TABLE OF REGISTRANT GUARANTORS

Exact Name of Registrant as Specified in its Charter (or Other Organizational Document)	State or Other Jurisdiction of Incorporation or Organization	I.R.S. Employer Identification Number (IF NONE WRITE N/A)	Address, Including Zip Code, of Registrant's Principal Executive Offices	Telephone Number, Including Area Code, of Registrant's Principal Executive Offices
DC Financial, LLC	Tennessee	N/A	100 Mission Ridge, Goodlettsville, TN 37072	615-855-4000
DG Logistics, LLC	Tennessee	62-1805098	100 Mission Ridge, Goodlettsville, TN 37072	615-855-4000
DG Promotions, Inc.	Tennessee	62-1792083	100 Mission Ridge, Goodlettsville, TN 37072	615-855-4000
DG Retail, LLC	Tennessee	36-4577242	100 Mission Ridge, Goodlettsville, TN 37072	615-855-4000
DG Transportation, Inc.	Tennessee	37-1517488	100 Mission Ridge, Goodlettsville, TN 37072	615-855-4000
DGC Properties LLC	Delaware	36-4498859	100 Mission Ridge, Goodlettsville, TN 37072	615-855-4000
DGC Properties of Kentucky LLC	Delaware	37-1432210	100 Mission Ridge, Goodlettsville, TN 37072	615-855-4000
Dolgenercorp of New York, Inc.	Kentucky	62-1829863	100 Mission Ridge, Goodlettsville, TN 37072	615-855-4000
Dolgenercorp of Texas, Inc.	Kentucky	61-1193136	100 Mission Ridge, Goodlettsville, TN 37072	615-855-4000
Dolgenercorp, Inc.	Kentucky	61-0852764	100 Mission Ridge, Goodlettsville, TN 37072	615-855-4000
Dollar General Investment, Inc.	Delaware	48-1268966	100 Mission Ridge, Goodlettsville, TN 37072	615-855-4000
Dollar General Merchandising, Inc.	Tennessee	82-0577749	100 Mission Ridge, Goodlettsville, TN 37072	615-855-4000
Dollar General Partners	Kentucky	61-1193137	100 Mission Ridge, Goodlettsville, TN 37072	615-855-4000
Retail Risk Solutions, LLC	Tennessee	26-1644044	100 Mission Ridge, Goodlettsville, TN 37072	615-855-4000
South Boston FF&E, LLC	Delaware	26-0411224	100 Mission Ridge, Goodlettsville, TN 37072	615-855-4000
South Boston Holdings, Inc.	Delaware	20-5220571	100 Mission Ridge, Goodlettsville, TN 37072	615-855-4000
Sun-Dollar, L.P.	California	95-4629930	100 Mission Ridge, Goodlettsville, TN 37072	615-855-4000

The information in this prospectus is not complete and may be changed. We may not sell the securities until the registration statement filed with the Securities and Exchange Commission is effective. This prospectus is not an offer to sell these securities and it is not soliciting an offer to buy these securities in any state where the offer or sale is not permitted.

Subject to Completion Dated April 15, 2008

**Filed Pursuant to Rule 424(b)(3)
Registration No. 333-148320,
333-148320-01 to 333-148320-17**

Dollar General Corporation

\$1,175,000,000 10.625% Senior Notes due 2015 \$700,000,000 11.875%/12.625% Senior Subordinated Toggle Notes due 2017

The 10.625% Senior Notes due 2015 (the "senior notes") bear interest at a rate of 10.625% per annum and will mature on July 15, 2015. Cash interest on the 11.875%/12.625% Senior Subordinated Toggle Notes (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 senior subordinated notes will mature on July 15, 2017. The senior notes and the senior subordinated notes are collectively referred to herein as the "notes," unless the context otherwise requires.

We may redeem some or all of the senior notes at any time or after July 15, 2011 and some or all of the senior subordinated notes at any time on or after July 15, 2012. 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.

The senior notes are senior unsecured obligations of Dollar General Corporation and rank senior in right of payment to our 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. The senior notes rank equal 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. The senior notes are effectively subordinated to all of our existing and future secured debt, including obligations under our New Credit Facilities (defined under the section entitled "Description of Other Indebtedness"), to the extent of the value of the assets securing such debt, and structurally subordinated to all obligations of each of our subsidiaries that is not a guarantor of the senior notes.

The senior subordinated notes are senior unsecured obligations and will be subordinated in right of payment to our existing and future senior debt, including obligations under our New Credit Facilities and the senior notes. The senior subordinated notes rank equal 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. The senior subordinated notes are 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 will be structurally subordinated to all obligations of any subsidiaries that do not guarantee the senior subordinated notes. The senior subordinated notes 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.

See "Risk Factors" beginning on page 11 for a discussion of certain risks that you should consider before investing in the notes.

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

This prospectus has been prepared for and may be used by Goldman, Sachs & Co. and other affiliates of Goldman, Sachs & Co. in connection with offers and sales of the notes related to market-making transactions in the notes effected from time to time. Such affiliates of

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Goldman, Sachs & Co. may act as principal or agent in such transactions, including as agent for the counterparty when acting as principal or as agent for both counterparties, and may receive compensation in the form of discounts and commissions, including from both counterparties, when it acts as agents for both. Such sales will be made at prevailing market prices at the time of sale, at prices related thereto or at negotiated prices. We will not receive any proceeds from such sales.

The date of this prospectus is _____, 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 or used in documents incorporated by reference into 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 or incorporated by reference in this prospectus. This summary is not complete and does not contain all of the information that you should consider before making your investment decision. You should carefully read this summary together with the entire prospectus, including the information presented under the section entitled "Risk Factors" and the information that is incorporated into this prospectus by reference to our Annual Report on Form 10-K for the fiscal year ended February 1, 2008 (including without limitation the additional Risk Factors disclosed in Part I, Item 1A of such Form 10-K). See the "Available Information" section of this prospectus for a further discussion of incorporation by reference.

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 under the section entitled "The Transactions"), and references to the "Issuer" refer 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 2008, 2007, 2006, 2005, 2004 and 2003, which represent fiscal years ending or ended January 30, 2009, February 1, 2008, February 2, 2007, February 3, 2006, January 28, 2005 and January 30, 2004, respectively, unless the context otherwise requires. In this prospectus "fiscal 2007 Form 10-K" refers to our Annual Report on Form 10-K for the fiscal year ended February 1, 2008 that we filed with the SEC on March 28, 2008 and that is incorporated herein by reference.

Our Company

We are the largest discount retailer in the United States by number of stores, with 8,222 stores located in 35 states, primarily in the southern, southwestern, midwestern and eastern United States, as of February 29, 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.

We offer a compelling value proposition for our customers based on convenient store locations, easy in and out shopping and quality name brand and private label merchandise at highly competitive everyday low 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 results in significant cash flow from operations (before interest).

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.

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, an 8.2% compounded annual growth rate ("CAGR"). Over the same period, we grew our net sales from \$5.3 billion to \$9.2 billion (11.5% CAGR), driven by growth in number of stores as well as same store sales growth. In the fourth quarter of fiscal 2006, we announced our plans to slow new store growth in 2007 and to close approximately 400 stores in order to improve our profitability and to enable us to focus on improving the performance of existing stores. In 2007, we opened 365 new stores and closed 400 stores. We also relocated or remodeled 300 existing stores. We generated net sales in 2007 of \$9.5 billion, an increase of 3.5% over 2006, including a same-store sales increase of 2.1%.

Summary of the Terms of the Notes

The summary below, which is not intended to be complete, describes the principal terms of the 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 notes.

Issuer	Dollar General.
Securities	\$1.875 billion in aggregate principal amount of notes, consisting of: \$1.175 billion in aggregate principal amount of 10.625% senior notes due 2015; and \$700.0 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.

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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 "Certain U.S. Federal Income and Estate Tax Consequences."
Security	None. The notes will be unsecured obligations of the Issuer and the subsidiary guarantors.
Guarantees	<p>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 under the section entitled "Description of Other Indebtedness").</p> <p>Our non-guarantor subsidiaries accounted for approximately \$109.3 million of net revenues and approximately \$26.6 million of net income, in each case, for 2007 and approximately \$299.3 million of total assets and approximately \$262.7 million of total liabilities, in each case, as of February 1, 2008. Included in these net revenues, net income, total assets and total liabilities balances are certain intercompany balances that are eliminated in consolidation.</p>
Ranking	<p>The senior notes are our senior unsecured obligations and will:</p> <ul style="list-style-type: none">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; andbe 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 senior subordinated notes are 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

	<p>obligations that are not, by the terms of the senior subordinated notes, expressly made senior;</p>
	<p>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</p>
	<p>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.</p>
	<p>As of February 1, 2008, (1) the notes and related guarantees rank effectively junior to approximately \$2,402.5 million of senior secured indebtedness and \$24.8 million of payment obligations relating to capital lease obligations and other indebtedness, (2) the senior notes and related guarantees rank senior to the \$700.0 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 \$769.2 million of unutilized capacity under our new senior secured asset-based revolving credit facility.</p>
<p>Optional Redemption</p>	<p>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.</p> <p>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.</p>
<p>Mandatory Principal Redemption</p>	<p>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.</p> <p>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.</p>

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 sale of the notes in the offer. See "Use
of Proceeds."

7

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 period from February 3, 2007 through July 6, 2007 (Predecessor) and the period from July 7, 2007 through February 1, 2008 (Successor), the periods ended February 2, 2007 and February 3, 2006 and balance sheet data as of February 1, 2008 and February 2, 2007, have been derived from our historical audited consolidated financial statements incorporated by reference herein from our fiscal 2007 Form 10-K.

The summary unaudited pro forma consolidated financial and other data for the fiscal year ended February 1, 2008 has 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 3, 2007. 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" and "Unaudited Pro Forma Condensed Consolidated Financial Information" appearing elsewhere in this prospectus as well as the sections of our fiscal 2007 Form 10-K captioned "Selected Financial Data" and "Management's Discussion and Analysis of Financial Condition and Results of Operations" and our consolidated financial statements and related notes that are included in our fiscal 2007 Form 10-K and incorporated by reference herein.

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	Historical				Pro Forma
	Predecessor		Successor		
	Fiscal Year Ended				
	February 3, 2006(1)	February 2, 2007(2)	February 3, 2007 through July 6, 2007(2)	July 7, 2007 through February 1, 2008(3)	Fiscal Year Ended February 1, 2008
(in millions, except operating data)					
Statement Of Operations Data:					
Net sales	\$ 8,582.2	\$ 9,169.8	\$ 3,923.8	\$ 5,571.5	\$ 9,495.2
Cost of goods sold	6,117.4	6,801.6	2,852.2	3,999.6	6,852.5
Gross profit	2,464.8	2,368.2	1,071.6	1,571.9	2,642.8
Selling, general and administrative expense	1,903.0	2,119.9	960.9	1,324.5	2,310.9
Transaction and related costs			101.4	1.2	1.2
Operating profit	561.9	248.3	9.2	246.1	330.6
Interest income	(9.0)	(7.0)	(5.0)	(3.8)	(8.8)
Interest expense	26.2	34.9	10.3	252.9	436.7
Loss on interest rate swaps				2.4	2.4
Loss on debt retirements, net				1.2	1.2
Income (loss) before income taxes	544.6	220.4	4.0	(6.6)	(100.9)
Income tax expense (benefit)	194.5	82.4	12.0	(1.8)	(42.9)
Net income (loss)	\$ 350.2	\$ 137.9	\$ (8.0)	\$ (4.8)	\$ (57.9)
Statement of Cash Flows Data:					
Net cash provided by (used in):					
Operating activities	\$ 555.5	\$ 405.4	\$ 201.9	\$ 239.6	
Investing activities	(264.4)	(282.0)	(66.9)	(6,848.4)	
Financing activities	(323.3)	(134.7)	25.3	6,709.0	
Total capital expenditures	(284.1)	(261.5)	(56.2)	(83.6)	
Other Financial and Operating Data:					
Same store sales growth	2.2%	3.3%	2.6%	1.9%	
Number of stores (at period end)					