

This instrument was
prepared by:

Rex A. Palmer
Mayer, Brown, Rowe & Maw
190 South LaSalle Street
Chicago, Illinois 60603

Alabama

LEASE TERMINATION AGREEMENT
dated as of June 19, 2002

between

ATLANTIC FINANCIAL GROUP, LTD.,
a Texas limited partnership, as Lessor

and

DOLGENCORP, INC.,
a Kentucky corporation, as Lessee

✓ Lawyers Title 2200 Woodcrest Place Suite 330
B'ham 35209

LEASE TERMINATION AGREEMENT

This LEASE TERMINATION AGREEMENT is entered into as of this 19th day of June, 2002 by and between ATLANTIC FINANCIAL GROUP, LTD., a Texas limited partnership, as lessor (the "Lessor") and DOLGENCORP, INC., a Kentucky corporation (the "Lessee").

RECITALS

WHEREAS, Lessor has entered into (i) a Lease Agreement dated as of September 2, 1997 with Dollar General Corporation, which was joined in by the Lessee and (ii) a Master Lease Agreement dated as of June 11, 1999 with certain subsidiaries of Dollar General Corporation including the Lessee (collectively, the "Lease"), which Lease is evidenced of record by those certain Alabama Lease Supplements Memorandum of Lease and Mortgage (collectively, the "Lease Supplements") listed on Schedule I attached hereto (together with the Lease, the "Lease Documents").

WHEREAS, in connection with the exercise by the Lessee of its option to purchase contained in Article XIV of the Lease, Lessor and Lessee, to the extent of their interests, have agreed to terminate the Lease Documents upon the terms and conditions set forth in this agreement.

WHEREAS, Lessor has conveyed its interests in the property subject to the Lease Documents to Lessee or an affiliate of Lessee.

NOW, THEREFORE, in consideration of the foregoing and of the mutual covenants hereinafter set forth Lessor and Lessee agree as follows:

Effective as of the date hereof the Lease Documents are terminated. Notwithstanding the foregoing, this Lease Termination Agreement does not terminate any covenants, warranties, indemnities or other obligations of Lessee or any other party under the Lease Documents which by their terms expressly survive the release or termination of such Lease Documents; provided, however, that this Lease Termination Agreement shall act as a release and termination of all liens, claims and interests Lessor and Lessee possess under the Lease Documents in and to the property subject to the Lease Documents.

IN WITNESS WHEREOF, the parties hereto have executed this Agreement as of the date and year first above written.

ATLANTIC FINANCIAL GROUP, LTD., a Texas
limited partnership

By: Atlantic Financial Managers, Inc., a Texas
corporation

By: 

Name: **Stephen S. Brookshire**

Title: **President**

STATE OF TEXAS

COUNTY OF DALLAS

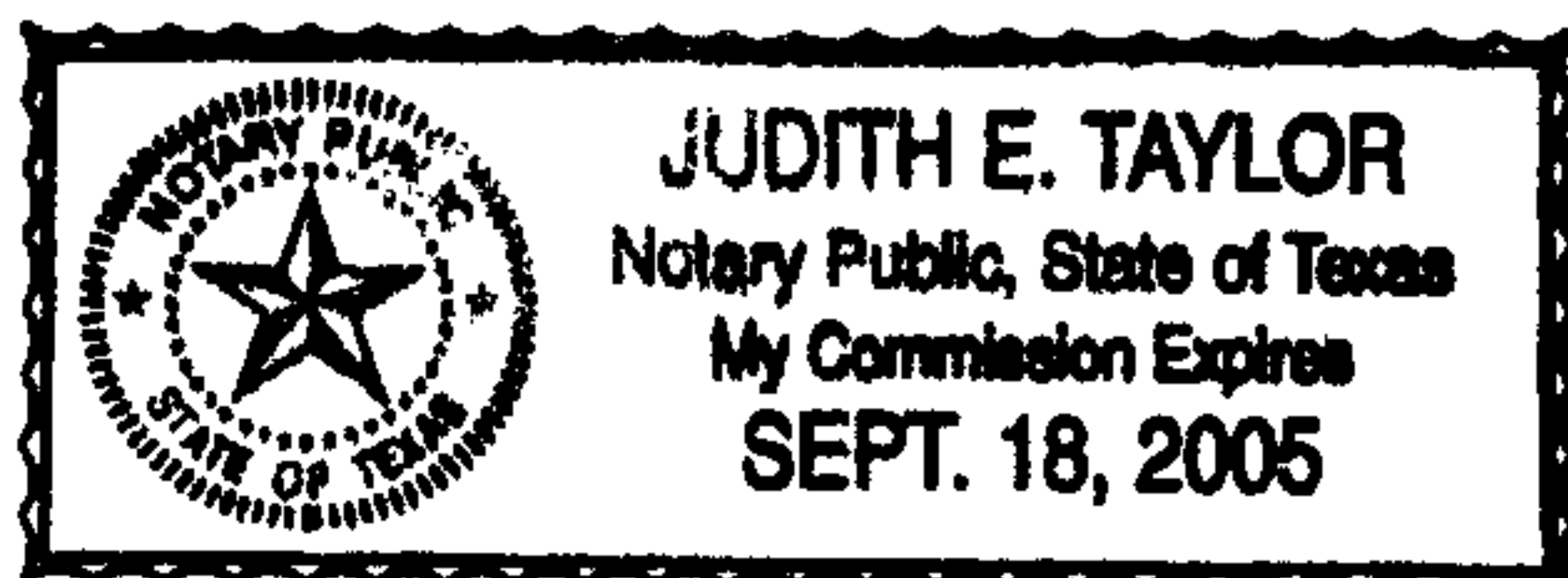
I, the undersigned Notary Public in and for said County in said State, hereby certify that STEPHEN S. BROOKSHIRE, whose name as PRESIDENT of ATLANTIC FINANCIAL MANAGERS, INC., a Texas corporation, acting as general partner of ATLANTIC FINANCIAL GROUP, LTD., a Texas limited partnership is signed to the foregoing instrument and who is known to me, acknowledged before me on this day that, being informed of the contents of such instrument (s)he, as such officer and with full authority, executed the same voluntarily for and as the act of said corporation as general partner of said limited partnership.

Given under my hand this 6th day of June, 2002.

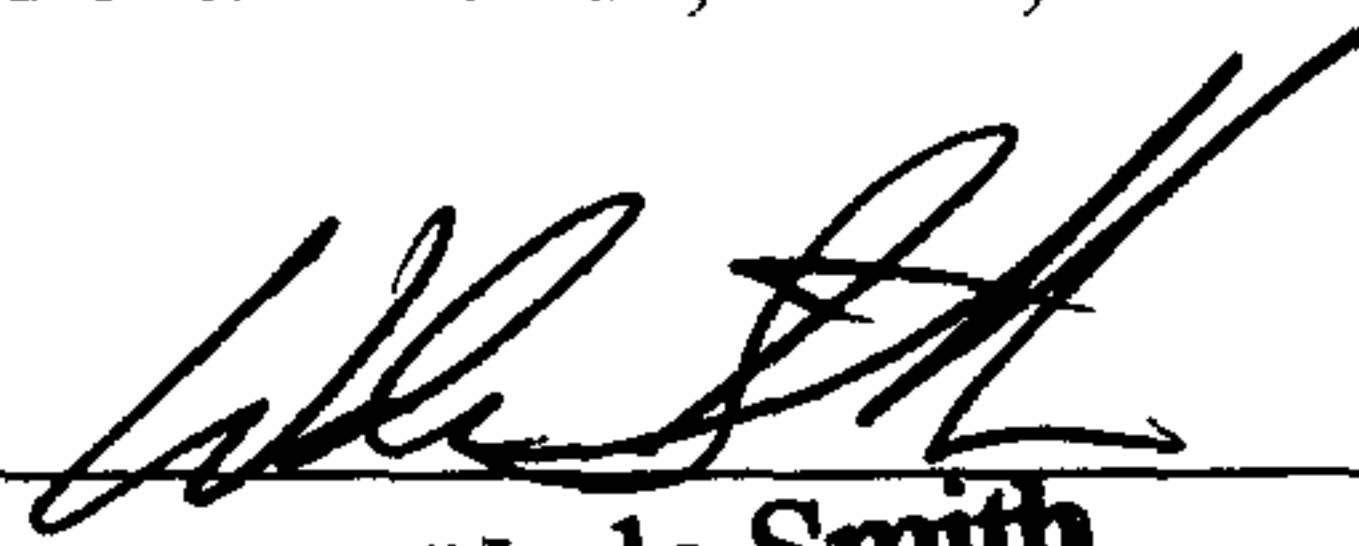
Judith E. Taylor
Notary Public

[NOTARIAL SEAL}

My Commission Expires:



DOLGENCORP, INC., a Kentucky corporation

By 
Name: Wade Smith
Title: Vice President

STATE OF Georgia
COUNTY OF Fulton

I, the undersigned Notary Public in and for said County in said State, hereby certify that Wade Smith, whose name as Vice President of DOLGENCORP, INC., a Kentucky corporation, is signed to the foregoing instrument and who is known to me, acknowledged before me on this day that, being informed of the contents of such instrument (s)he, as such officer and with full authority, executed the same voluntarily for and as the act of said corporation as general partner of said limited partnership.

Given under my hand this 18th day of June, 2002.

[NOTARIAL SEAL}

Regina V. Cleveland
Notary Public
EXPIRES
GEORGIA
My Commission Expires: 12.18.2003
DOUGLAS COUNTY
PUBLIC
My Commission Expires: X

Upon recordation this instrument should
be returned to:

Milton Smith
Dollar General Corporation
100 Mission Ridge
Goodlettsville, Tennessee 37072

SCHEDULE I

20020712000324950 Pg 7/7 29.00
Shelby Cnty Judge of Probate, AL
07/12/2002 13:43:00 FILED/CERTIFIED

State	County	Site #	Location	City	Recording Date	Document Number
Alabama	Shelby	HC-00086	4979 Highway 17	Helena	08/25/2000	Instrument No. 2000, Page 29187
Alabama	Shelby	HC-00086	4979 Highway 17	Helena	08/25/2000	Instrument No. 2000, Page 29188