

CRACKER BARREL OLD COUNTRY STORE, INC  
Form DEFA14A  
October 19, 2012

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**SCHEDULE 14A**

**Proxy Statement Pursuant to Section 14(a) of the**  
**Securities Exchange Act of 1934**

(Amendment No. )

Filed by the Registrant

Filed by a party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material Pursuant to §240.14a-12

**Cracker Barrel Old Country Store, Inc.**

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- No fee required.
- Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

(1) Title of each class of securities to which transaction applies:

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(2) Aggregate number of securities to which transaction applies:

(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

(4) Proposed maximum aggregate value of transaction:

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.. Fee paid previously with preliminary materials.

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(1) Amount Previously Paid:

(2) Form, Schedule or Registration Statement No.:

(3) Filing Party:

(4) Date Filed:



*On October 18, 2012, after 5 p.m. Central Time, representatives of Cracker Barrel Old Country Store, Inc. delivered the following letter to representatives of Biglari Holdings Inc.:*

150 Third Avenue South, Suite 2800

**Howard H. Lamar III**  
PHONE: (615) 742-6209  
FAX: (615) 742-2709  
E-MAIL: hlamar@bassberry.com

Nashville, TN 37201

(615) 742-6200

October 18, 2012

Steve Wolosky, Esq.

Michael R. Neidell, Esq.

Olshan Frome Wolosky LLP

Park Avenue Tower

65 East 55<sup>th</sup> Street

New York, New York 10022

Re: **Demand Pursuant to Tennessee Code Annotated Section 48-26-102**

Dear Messrs. Wolosky and Neidell:

We write on behalf of our client, Cracker Barrel Old Country Store, Inc. ( Cracker Barrel or the Company ), in response to Mr. Wolosky's letter dated October 18, 2012 (the Supplemental Demand Letter ). The Supplemental Demand Letter is in response to the Company's October 15, 2012 response (the Company's Response ) to the initial demand made on behalf of your client, Biglari Holdings Inc. ( Biglari Holdings ), pursuant to T.C.A. § 48-26-102. The Company disagrees with the assertions contained in the Supplemental Demand Letter for reasons that already have been directly addressed.

The Supplemental Demand Letter does not seriously dispute that Biglari Holdings' demand fails to comply with T.C.A. § 48-26-102. As set forth in the Company's Response, the statute clearly delineates the categories of books and records that a shareholder is entitled to inspect, and Biglari Holdings' repeated demands bear no reasonable relation to the inspection rights provided by the statute. The Company has answered any questions regarding James W. Bradford's qualifications and experience in a fully transparent and comprehensive manner, and has provided Biglari Holdings not only with the materials the Company would have been obligated to produce had Biglari Holdings' demand complied with the requirements of T.C.A. § 48-26-102, but also with additional information relating to Mr. Bradford's service on the Company's Board of Directors that it had no obligation to produce under the statute. As such, the Company has gone well above and beyond what is required by law in order to satisfy your client. The Company views Biglari Holdings' continued demands on matters that the Company

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has already fully addressed to be no more than a wasteful effort to manufacture an issue in order to seek advantage in Biglari Holdings proxy contest. The Company believes that no further response is warranted.

Very truly yours,

/s/ Howard H. Lamar III  
Howard H. Lamar III

cc: Michael J. Zylstra, Vice President, General Counsel and Secretary  
Sandra B. Cochran, President and Chief Executive Officer

Michael A. Woodhouse, Executive Chairman of the Board

Steven A. Rosenblum, Wachtell, Lipton, Rosen & Katz