

SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

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Schedule TO

TENDER OFFER STATEMENT UNDER SECTION 14(D)(1) OR 13(E)(1) OF  
THE SECURITIES EXCHANGE ACT OF 1934

Amendment No. 2

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**CBRL Group, Inc.**  
(Name of Subject Company (Issuer))

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**CBRL Group, Inc.**  
(Name of Filing Person (Offeror and Issuer))

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**Common Stock, Par Value \$0.01 Per Share**  
(including the associated common stock purchase rights)  
(Title of Class of Securities)

**Common Stock: 12489V106**  
(CUSIP Number of Class of Securities)

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**Lawrence E. White**  
Senior Vice President - Finance and Chief Financial Officer  
**CBRL Group, Inc.**  
305 Hartmann Drive,  
P.O. Box 787  
Lebanon, Tennessee 37088-0787  
Telephone: (615) 443-9869  
(Name, Address and Telephone Number of Person Authorized  
to Receive Notices and Communications on Behalf of Filing Persons)

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*Copies to:*

**Gary M. Brown**  
Baker, Donelson, Bearman, Caldwell & Berkowitz, PC  
Commerce Center, Suite 1000  
211 Commerce Street  
Nashville, Tennessee 37201  
Telephone: (901) 726-5600

**Sam D. Chafetz**  
Baker, Donelson, Bearman, Caldwell & Berkowitz, PC  
165 Madison Avenue, Suite 2000  
Memphis, TN 38103  
Telephone: (901) 526-2000

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CALCULATION OF FILING FEE

**Transaction Valuation\***  
**\$770,500,000**

**Amount of Filing Fee\*\***  
**\$82,444**

\* Estimated solely for purposes of determining the amount of the filing fee. Pursuant to Rule 0-11(b)(1) of the Securities Exchange Act of 1934, as amended, the Transaction Valuation was calculated assuming that an aggregate of 16,750,000 shares of common stock, par value \$0.01 per share are purchased at the maximum possible tender offer price of \$46.00 per share.

\*\* The amount of the filing fee, calculated in accordance with Rule 0-11(b)(1) of the Securities Exchange Act of 1934, as amended, equals \$107.00 per million of the value of the transaction.



Check the box if any part of the fee is offset as provided by Rule 0-11(a)(2) and identify the filing with which the offsetting fee was previously paid. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

Amount Previously Paid: \$82,444

Filing Party: CBRL Group,

Inc.

Form or Registration No.: Schedule TO

Date Filed: March 31, 2006

Check the box if the filing relates solely to preliminary communications made before the commencement of a tender offer.

Check the appropriate boxes below to designate any transactions to which the statement relates:

- third-party tender offer subject to Rule 14d-1.
- issuer tender offer subject to Rule 13e-4.
- going-private transaction subject to Rule 13e-3.
- amendment to Schedule 13D under Rule 13d-2.

Check the following box if the filing is a final amendment reporting the results of the tender offer:

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This Amendment No. 2 amends and supplements the Tender Offer Statement on Schedule TO originally filed with the Commission on March 31, 2006 as amended and supplemented by Amendment No. 1 to the Tender Offer Statement filed with the Commission on April 19, 2006 (the "Schedule TO") by CBRL Group, Inc. a Tennessee corporation ("CBRL" or the "Company"), relating to the tender offer by the Company to purchase for cash up to 16,750,000 shares of its common stock, par value \$0.01 per share, including the associated common stock purchase rights issued under the Rights Agreement dated as of September 7, 1999, between CBRL and SunTrust Bank, Atlanta, as rights agent, at a price not more than \$46.00 nor less than \$42.00 per share, net to the seller in cash, without interest, upon the terms and subject to the conditions set forth in the offer to purchase (the "Offer to Purchase") and the related letter of transmittal (the "Letter of Transmittal"), which are dated and were filed with the Commission on March 31, 2006, as Exhibits (a)(1)(A) and (a)(1)(B), respectively, to the Company's original Schedule TO. The information contained in the Offer to Purchase and the related Letter of Transmittal is incorporated in this Amendment No. 2 to the Schedule TO by reference in response to all of the applicable items in the Schedule TO, except that such information is hereby amended or supplemented to the extent specifically provided herein.

**Item 11. Additional Information**

On April 28, 2006, the Company issued a press release announcing the preliminary results of the tender offer, which expired at 12:00 Midnight, New York City time, on April 27, 2006. A copy of the press release is filed as Exhibit (a)(5)(E) to this Schedule TO and is incorporated herein by reference.

**Item 12. Exhibits**

- |           |   |
|-----------|---|
| (a)(1)(F) | Letter to Employees in the CBRL Group, Inc. Payroll Stock Purchase Program              |
| (a)(1)(G) | Instruction Letter to Employees in the CBRL Group, Inc. Payroll Stock Purchase Program  |
| (a)(5)(E) | Press Release dated April 28, 2006 (announcing preliminary results of the tender offer) |
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**SIGNATURE**

After due inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: April 28, 2006

CBRL GROUP, INC.

By: /S/ N.B. Forrest Shoaf  
Name: N.B. Forrest Shoaf  
Title: Senior Vice President, General Counsel and Secretary

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## EXHIBIT INDEX

<u>Exhibit Number</u>	<u>Description</u>
(a)(1)(A)	Offer to Purchase, dated March 31, 2006*
(a)(1)(B)	Letter of Transmittal (including Guidelines for Certification of Taxpayer Identification Number on Substitute Form W-9) *
(a)(1)(C)	Notice of Guaranteed Delivery*
(a)(1)(D)	Letter to Brokers, Dealers, Commercial Banks, Trust Companies and Other Nominees, dated March 31, 2006*
(a)(1)(E)	Letter to Clients for use by Brokers, Dealers, Commercial Banks, Trust Companies and Other Nominees, dated March 31, 2006*
(a)(1)(F)	Letter to Employees in the CBRL Group, Inc. Payroll Stock Purchase Program
(a)(1)(G)	Instruction Letter to Employees in the CBRL Group, Inc. Payroll Stock Purchase Program
(a)(2)-(a)(4)	Not applicable
(a)(5)(A)	Press Release dated March 17, 2006 (incorporated by reference to Exhibit 99.4 to the Company's Current Report on Form 8-K for the period ended March 16, 2006 and filed with the SEC on March 17, 2006) *
(a)(5)(B)	Letter to Shareholders from the Chairman, President and Chief Executive Officer, dated March 31, 2006*
(a)(5)(C)	Press Release dated March 31, 2006*
(a)(5)(D)	Summary Advertisement Published in the New York Times on March 31, 2006*
(a)(5)(E)	Press Release dated April 28, 2006 (announcing preliminary results of the tender offer)
(b)(1)	Commitment Letter from Wachovia Bank, National Association (incorporated by reference to Exhibit 99.1 to the Company's Current Report on Form 8-K for the period ended March 16, 2006 and filed with the SEC on March 17, 2006)
(d)(1)	Rights Agreement dated September 7, 1999 (incorporated by reference to Exhibit 1 to the Company's Registration Statement on Form 8-A12G filed with the SEC on September 21, 1999)
(d)(2)	Amended and Restated Stock Option Plan (incorporated by reference to Exhibit 10(g) to the Company's Annual Report on Form 10-K for the fiscal year ended July 30, 1999 and filed with the SEC on October 26, 1999)
(d)(3)	2000 Non-Executive Stock Option Plan (incorporated by reference to Exhibit 10(i) to the Company's Annual Report on Form 10-K for the fiscal year ended August 2, 2002 and filed with the SEC on October 25, 2002)
(d)(4)	1989 Non-Employee Director's Stock Option Plan, as amended (incorporated by reference to the Company's Annual Report on Form 10-K for the fiscal year ended August 2, 1991 and filed with the SEC on October 29, 1991)

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- (d)(5) 2002 Omnibus Incentive Compensation Plan (incorporated by reference to Exhibit 10(i) to the Company's Annual Report on Form 10-K for the fiscal year ended August 1, 2003 and filed with the SEC on October 15, 2003 )
- (d)(6) Amendment No. 1 to Omnibus Incentive Compensation Plan (incorporated by reference to Exhibit 10(i) to the Company's Annual Report on Form 10-K for the fiscal year ended July 29, 2005 and filed with the SEC on September 26, 2005)
- (d)(7) Form of Restricted Stock Award (incorporated by reference to Exhibit 10(j) to the Company's Annual Report on Form 10-K for the fiscal year ended July 29, 2005 and filed with the SEC on September 26, 2005)
- (d)(8) Form of Stock Option Award under the Amended and Restated Stock Option Plan (incorporated by reference to Exhibit 10(k) to the Company's Annual Report on Form 10-K for the fiscal year ended July 29, 2005 and filed with the SEC on September 26, 2005)
- (d)(9) Form of Stock Option Award under the Omnibus Plan (incorporated by reference to Exhibit 10(l) to the Company's Annual Report on Form 10-K for the fiscal year ended July 29, 2005 and filed with the SEC on September 26, 2005)
- (d)(10) Executive Employment Agreement dated as of August 1, 2005 between Michael A. Woodhouse and the Company (incorporated by reference to Exhibit 10(m) to the Company's Annual Report on Form 10-K for the fiscal year ended July 29, 2005 and filed with the SEC on September 26, 2005)
- (d)(11) Director Compensation Policy (incorporated by reference to the Company's Current Report on Form 8-K for the period ended July 28, 2005 and filed with the SEC on August 1, 2005)
- (d)(12) 2006 Success Plan\*
- (d)(13) Form of Success Award Notice under the 2006 Success Plan\*
- (e) Not applicable
- (g) Not applicable
- (h) Not applicable

\* Previously filed on Schedule TO-I on March 31, 2006

**Offer to Purchase for Cash by CBRL Group, Inc.  
of up to 16,750,000 Shares of its Common Stock  
(including the associated common stock purchase rights)  
at a Purchase Price Not Greater Than \$46.00  
Nor Less Than \$42.00 Per Share**

**THE TENDER OFFER, PRORATION PERIOD AND WITHDRAWAL RIGHTS WILL EXPIRE AT 12:00 MIDNIGHT, NEW YORK CITY TIME, ON APRIL 27, 2006, UNLESS CBRL GROUP, INC. EXTENDS THE TENDER OFFER.**

March 31, 2006

Dear Shareholder:

Enclosed for your consideration are the offer to purchase, dated March 31, 2006, and the related letter of transmittal, in connection with the tender offer by CBRL Group, Inc., a Tennessee corporation ("CBRL"), to purchase up to 16,750,000 shares of its common stock, par value \$0.01 per share ("common stock"), including the associated common stock purchase rights ("associated rights") issued under the Rights Agreement dated as of September 7, 1999, between CBRL and SunTrust Bank, Atlanta, as rights agent, at a price not greater than \$46.00 nor less than \$42.00 per share, net to the seller in cash, without interest, upon the terms and subject to the conditions set forth in the offer to purchase. Unless the context otherwise requires, all references to the shares shall refer to our common stock and shall include the associated rights, and unless the associated rights are redeemed prior to the expiration of the tender offer, a tender of the shares will constitute a tender of the associated rights.

CBRL will, upon the terms and subject to the conditions of the tender offer, determine a single per share price, not greater than \$46.00 nor less than \$42.00 per share, net to the seller in cash, without interest, that it will pay for shares properly tendered and not properly withdrawn pursuant to the terms of the tender offer, after taking into account the total number of shares so tendered and the prices specified by tendering shareholders. CBRL will select the lowest purchase price (in multiples of \$0.25) ("Purchase Price") within the range specified above that will allow it to purchase 16,750,000 shares, or such lesser number of shares as are properly tendered and not properly withdrawn. All shares that are acquired in the tender offer will be acquired at the same Purchase Price, regardless of whether the shareholder tendered at a lower price. CBRL will purchase only shares properly tendered at prices at or below the Purchase Price and not properly withdrawn, on the terms and subject to the conditions of the tender offer. However, because of the odd lot priority, conditional tender and proration provisions described in the offer to purchase, CBRL may not purchase all of the shares tendered even if shareholders properly tendered at or below the Purchase Price if more than the number of shares being sought by CBRL are properly tendered. CBRL expressly reserves the right, in its sole discretion, to purchase more than 16,750,000 shares pursuant to the tender offer, subject to applicable law. CBRL will not purchase shares tendered at prices greater than the Purchase Price or shares that it does not accept for purchase because of odd lot priority, conditional tender or proration provisions. Shares not purchased in the tender offer will be returned to the tendering shareholders at CBRL's expense promptly after the expiration of the tender offer.

If, at the expiration date more than 16,750,000 shares (or such greater number of shares as CBRL may elect to purchase, subject to applicable law) are properly tendered at or below the Purchase Price and not properly withdrawn, CBRL will buy shares:

- first, from all holders of odd lots (holders of less than 100 shares) who properly tender all of their shares of such at or below the Purchase Price and do not properly withdraw them before the expiration date;
- second, on a pro rata basis from all other shareholders who properly tender shares at or below the Purchase Price, other than shareholders who tender conditionally and whose conditions are not satisfied, with appropriate adjustments to avoid purchases of fractional shares; and
- third, only if necessary to permit CBRL to purchase 16,750,000 shares (or such greater number of shares as CBRL may elect to purchase, subject to applicable law) from holders who have tendered shares at or below the Purchase Price subject to the condition that a specified minimum number of such shareholder's shares be purchased if any of the shareholder's shares are purchased in the tender offer (for which the condition was not initially satisfied) at or below the Purchase Price by random lot, to the extent feasible. To be eligible for purchase by random lot, shareholders whose shares are conditionally tendered must have tendered all of their shares.

Computershare Trust Co., Inc. ("we," "us"), as administrator of a CBRL employee plan, is the owner of record of shares of common stock of CBRL held in book-entry form for your account. As such, we are the only ones who can tender your shares, and then only pursuant to your instructions. We are sending you the letter of transmittal for your information only. You cannot use the letter of transmittal to tender the shares we hold for your account. The letter of transmittal must be completed and executed by us, according to your instructions.

**Please instruct us as to whether you wish us to tender, on the terms and subject to the conditions of the tender offer, any or all of the shares we hold for your account, by completing and signing the Instruction Form enclosed herein.**





Please note carefully the following:

1. You may tender shares at prices not greater than \$46.00 nor less than \$42.00 per share, as indicated in the enclosed Instruction Form, net to you in cash, without interest.
2. You should consult with your broker and/or your tax advisor as to whether (and if so, in what manner) you should designate the priority in which you want your tendered shares to be purchased in the event of proration.
3. **The tender offer is not conditioned on any minimum number of shares being tendered. The tender offer is, however, subject to certain other conditions, including obtaining the necessary financing for the tender offer pursuant to the terms and conditions of the Commitment Letter (as defined in Section 9 of the offer to purchase), as set forth in Sections 7 and 9 of the offer to purchase, which you should read carefully.**
4. The tender offer, the proration period and the withdrawal rights will expire at 12:00 midnight, New York City time, on April 27, 2006, unless CBRL extends the tender offer.
5. The tender offer is for 16,750,000 shares of CBRL's common stock, constituting approximately 35.2% of the shares of such stock outstanding as of March 28, 2006.
6. Tendering shareholders who are registered shareholders or who tender their shares directly to Computershare Trust Company of New York (the "depository") will not be obligated to pay any brokerage commissions or fees, solicitation fees, or (except as set forth in the offer to purchase and Instruction 10 to the letter of transmittal) stock transfer taxes on CBRL's purchase of shares pursuant to the tender offer.
7. If you (i) own beneficially or of record an aggregate of fewer than 100 shares, (ii) instruct us to tender on your behalf ALL of the shares you own at or below the Purchase Price before the expiration date and (iii) check the box captioned "Odd Lots" in the attached Instruction Form, then CBRL, upon the terms and subject to the conditions of the tender offer, will accept all of your tendered shares for purchase regardless of any proration that may be applied to the purchase of other shares properly tendered but not meeting the above conditions.
8. If you wish to condition your tender upon the purchase of all shares tendered or upon CBRL's purchase of a specified minimum number of the shares that you tender, you may elect to do so and thereby avoid (in full or in part) possible proration of your tender. CBRL's purchase of shares from all tenders which are so conditioned will be determined, to the extent necessary, by random lot. To elect such a condition, complete the section captioned "Conditional Tender" in the attached Instruction Form.
9. If you wish to tender portions of your shares at different prices, you must complete a SEPARATE Instruction Form for each price at which you wish to tender each such portion of your shares. We must and will submit separate letters of transmittal on your behalf for each price you will accept.
10. **The board of directors of CBRL ("Board of Directors") has approved the tender offer. However, none of CBRL, its Board of Directors, the dealer manager, the depository or the information agent makes any recommendation to shareholders as to whether to tender or refrain from tendering their shares for purchase, or as to the price or prices at which shareholders should choose to tender their shares. Shareholders must make their own decisions as to whether to tender their shares and, if so, how many shares to tender and the price or prices at which they should tender such shares. The CBRL directors and executive officers have advised CBRL that they will not tender any of their shares in the tender offer.**

If you wish to have us tender any or all of your shares, please instruct us to that effect by completing, executing, and returning to us the enclosed Instruction Form. A pre-addressed envelope is enclosed for your convenience. If you authorize us to tender your shares, we will tender all of the shares that we hold beneficially for your account unless you specify otherwise on the enclosed Instruction Form.

Please forward your completed Instruction Form to us by 6:00 p.m., New York City time, on April 24, 2006, to permit us to submit the tender on your behalf before the expiration date of the tender offer. You may fax your completed Instruction Form to us at (212) 701-7636. The tender offer, proration period and withdrawal rights will expire at 12:00 midnight, New York City time, on April 27, 2006, unless CBRL extends the tender offer.

The tender offer is being made solely pursuant to the offer to purchase and the letter of transmittal and is being made to all record holders of shares of CBRL's common stock. The tender offer is not being made to, nor will tenders be accepted from or on behalf of, holders of shares residing in any jurisdiction in which the making of the tender offer or acceptance thereof would not be in compliance with the securities, blue sky or other laws of such jurisdiction.

**YOUR PROMPT ACTION IS REQUESTED. PLEASE FORWARD YOUR COMPLETED INSTRUCTION FORM TO US BY 6:00 P.M. NEW YORK CITY TIME, ON APRIL 24, 2006, TO PERMIT US TO SUBMIT THE TENDER ON YOUR BEHALF BEFORE THE EXPIRATION OF THE TENDER OFFER. YOU MAY FAX YOUR COMPLETED INSTRUCTION FORM TO US AT (212) 701-7636.**

**Instruction Form with Respect to  
Offer to Purchase for Cash  
by  
CBRL Group, Inc.  
of  
up to 16,750,000 Shares of its Common Stock  
(including the associated common stock purchase rights)  
at a Purchase Price Not Greater Than \$46.00  
Nor Less Than \$42.00 Per Share**

The undersigned acknowledge(s) receipt of your letter and the enclosed offer to purchase dated March 31, 2006 and the letter of transmittal in connection with the tender offer by CBRL Group, Inc., a Tennessee corporation ("CBRL"), to purchase up to 16,750,000 shares of its common stock, par value \$0.01 per share ("common stock"), including the associated common stock purchase rights ("associated rights") issued under the Rights Agreement dated as of September 7, 1999, between CBRL and SunTrust Bank, Atlanta, as rights agent, at a price not greater than \$46.00 nor less than \$42.00 per share, net to the seller in cash, without interest, upon the terms and subject to the conditions set forth in the offer to purchase. Unless the context otherwise requires, all references to the shares shall refer to our common stock and shall include the associated rights, and unless the associated rights are redeemed prior to the expiration of the tender offer, a tender of the shares will constitute a tender of the associated rights.

The undersigned understands CBRL will, upon the terms and subject to the conditions of the tender offer, determine a single per share price, not greater than \$46.00 nor less than \$42.00 per share, net to the seller in cash, without interest, that it will pay for shares properly tendered and not properly withdrawn pursuant to the terms of the tender offer, after taking into account the total number of shares so tendered and the prices specified by tendering shareholders. CBRL will select the lowest purchase price (in multiples of \$0.25) ("Purchase Price") within the range specified above that will allow it to purchase 16,750,000 shares, or such lesser number of shares as are properly tendered and not properly withdrawn. All shares that are acquired in the tender offer will be acquired at the same Purchase Price, regardless of whether the shareholder tendered at a lower price. CBRL will purchase only shares properly tendered at prices at or below the Purchase Price and not properly withdrawn, on the terms and subject to the conditions of the tender offer. However, because of the odd lot priority, conditional tender and proration provisions described in the offer to purchase, CBRL may not purchase all of the shares tendered even if shareholders properly tendered at or below the Purchase Price if more than the number of shares being sought by CBRL are properly tendered. CBRL expressly reserves the right, in its sole discretion, to purchase more than 16,750,000 shares pursuant to the tender offer, subject to applicable law. CBRL will not purchase shares tendered at prices greater than the Purchase Price or shares that it does not accept for purchase because of odd lot priority, conditional tender or proration provisions. Shares not purchased in the tender offer will be returned to the tendering shareholders at CBRL's expense promptly after the expiration of the tender offer.

The undersigned hereby instruct(s) you to tender to CBRL the number of shares indicated below or, if no number is indicated, all shares you hold for the account of the undersigned, at the price per share indicated below, in accordance with the terms and subject to the conditions of the tender offer.

Name(s) and Address(es) of Registered Holder(s)	Number of Shares

**NUMBER OF SHARES TO BE TENDERED BY YOU FOR THE ACCOUNT OF THE UNDERSIGNED:  
\_\_\_\_\_ SHARES OF COMMON STOCK\***

**\*Unless you indicate otherwise, we will assume that you are instructing us to tender all of the shares held by us for your account.**

**CHECK ONE AND ONLY ONE BOX. IF YOU CHECK MORE THAN ONE BOX, OR IF YOU DO NOT CHECK ANY BOX, YOU WILL HAVE FAILED TO VALIDLY TENDER ANY SHARES.**

**SHARES TENDERED AT PRICE DETERMINED PURSUANT TO THE TENDER OFFER**

**(See Instruction 5 of the letter of transmittal)**

By checking the box below **INSTEAD OF ONE OF THE PRICE BOXES BELOW**, the undersigned hereby tenders shares at the Purchase Price determined by CBRL in accordance to the terms of the tender offer. For purposes of determining the Purchase Price, those shares that are tendered by the undersigned agreeing to accept the Purchase Price determined by CBRL in the tender offer will be deemed tendered at the minimum price of \$42.00 per share.

- The undersigned wants to maximize the chance of having CBRL purchase all shares the undersigned is tendering (subject to the possibility of proration). Accordingly, by checking this **ONE** box **INSTEAD OF ONE OF THE PRICE BOXES BELOW**, the undersigned hereby tenders shares at, and is willing to accept, the purchase price determined by CBRL pursuant to the terms of the tender offer (the "Purchase Price"). **THE UNDERSIGNED UNDERSTANDS THAT THIS ELECTION MAY LOWER THE PURCHASE PRICE DETERMINED IN THE TENDER OFFER AND COULD RESULT IN THE TENDERED SHARES BEING PURCHASED AT THE MINIMUM PRICE OF \$42.00 PER SHARE.**

**- OR -**

**SHARES TENDERED AT PRICE DETERMINED BY SHAREHOLDER**

**(See Instruction 5 of the letter of transmittal)**

By checking **ONE** of the boxes below **INSTEAD OF THE BOX ABOVE**, the undersigned hereby tenders shares at the price checked. This action could result in none of the shares being purchased if the Purchase Price is less than the price checked below. **A shareholder who desires to tender shares at more than one price must complete a separate letter of transmittal for each price at which the shareholder tenders shares.** You cannot tender the same shares at more than one price, unless you have previously validly withdrawn those shares tendered at a different price in accordance with Section 4 of the offer to purchase.

**Price (in Dollars) Per Share at Which Shares Are Being Tendered**

<input type="checkbox"/> \$42.00	<input type="checkbox"/> \$43.00	<input type="checkbox"/> \$44.00	<input type="checkbox"/> \$45.00	<input type="checkbox"/> \$46.00	
<input type="checkbox"/> \$42.25	<input type="checkbox"/> \$43.25	<input type="checkbox"/> \$44.25	<input type="checkbox"/> \$45.25		
<input type="checkbox"/> \$42.50	<input type="checkbox"/> \$43.50	<input type="checkbox"/> \$44.50	<input type="checkbox"/> \$45.50		
<input type="checkbox"/> \$42.75	<input type="checkbox"/> \$43.75	<input type="checkbox"/> \$44.75	<input type="checkbox"/> \$45.75		

**You WILL NOT have validly tendered your shares unless you check ONE AND ONLY ONE BOX ON THIS PAGE.**

**ODD LOTS**

**(See Instruction 6 of the letter of transmittal)**

To be completed **only** if shares are being tendered by or on behalf of a person owning, beneficially or of record, an aggregate of fewer than 100 shares.

On the date hereof, the undersigned either (check ONE box):

- is the beneficial or record owner of an aggregate of fewer than 100 shares and is tendering all of such shares; or
- is a broker, dealer, commercial bank, trust company or other nominee that (i) is tendering, for the beneficial owner(s) thereof, shares with respect to which it is the record holder, an (ii) believes based upon representations made to it by such beneficial owner(s), that each such person was the beneficial owner of an aggregate of fewer than 100 shares and is tendering all of such shares.

**In addition, the undersigned is tendering shares either (check ONE box):**

- at the Purchase Price, as the same will be determined by CBRL in accordance with the terms of the tender offer (persons checking this box should check the first box on the previous page, under the heading "Shares Tendered at Price Determined Pursuant to the Tender Offer"); or
- at the price per share indicated on the previous page under the heading "Shares Tendered at Price Determined by Shareholders".

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**CONDITIONAL TENDER**

**(See Instruction 12 of the letter of transmittal)**

A tendering shareholder may condition such shareholder's tender of any shares upon the purchase by CBRL of a specified minimum number of the shares such shareholder tenders, as described in Section 6 of the offer to purchase. Unless CBRL purchases at least the minimum number of shares you indicate below pursuant to the terms of the tender offer, CBRL will not purchase any of the shares tendered below. It is the tendering shareholder's responsibility to calculate that minimum number, and we urge each shareholder to consult his or her own tax advisor in doing so. Unless you check the box immediately below and specify, in the space provided, a minimum number of shares that CBRL must purchase from you if CBRL purchases any shares from you, your tender will be deemed unconditional.

- The minimum number of shares that CBRL must purchase from me if CBRL purchases any shares from me is: \_\_\_\_\_ shares.

If, because of proration, CBRL will not purchase the minimum number of shares that you designate, CBRL may accept conditional tenders by random lot, if necessary. However, to be eligible for purchase by random lot, the tendering shareholder must have tendered all of his or her shares. To certify that you are tendering all of the shares you own, check the box below.

- The tendered shares represent all shares held by the undersigned.

**THE METHOD OF DELIVERY OF THIS DOCUMENT IS AT THE OPTION AND RISK OF THE TENDERING SHAREHOLDER. IF DELIVERY IS BY MAIL, WE RECOMMEND REGISTERED MAIL WITH RETURN RECEIPT REQUESTED, PROPERLY INSURED. YOU MAY FAX YOUR COMPLETED DOCUMENT TO US AT 92120 701-7636.**

**IN ALL CASES, PLEASE DELIVER BY 6:00 NEW YORK CITY TIME ON APRIL 24, 2006 TO PERMIT US TO SUBMIT THE TENDER ON YOUR BEHALF BEFORE THE EXPIRATION OF THE TENDER OFFER.**

- PLEASE SIGN ON THE NEXT PAGE -

**SIGNATURE**

*Please Print*

Signature(s):

Names(s):

Taxpayer Identification or Social Security Number:

Address(es):

ZipCode:

Area Code & Phone Number(s):

Date:

< /div>



**YOU MUST COMPLETE AND SIGN THE SUBSTITUTE FORM W-9 BELOW. Please provide your social security number or other taxpayer identification number ("TIN") and certify that you are not subject to backup withholding**

**SUBSTITUTE**

**FORM W-9**

**Department of the Treasury**

Internal Revenue Service

Payer's Request for TIN  
and Certification

**Part I — Taxpayer Identification  
Number**

**("TIN")**

**PLEASE PROVIDE YOUR TIN ON  
THE APPROPRIATE LINE AT THE**

**RIGHT.** For most individuals, this is your social security number. If you do not have a number, see the enclosed Guidelines for Certification of Taxpayer Identification Number on Substitute Form W-9. If you are awaiting a TIN, write "Applied For" in this Part I, complete the "Certificate of Awaiting Taxpayer Identification Number" below and see 'IMPORTANT TAX INFORMATION.'

\_\_\_\_\_  
Social Security Number

**OR**

\_\_\_\_\_  
Employer Identification Number

Name:

Please check the appropriate box  
indicating  
your status:

- Individual/Sole proprietor  
 Corporation  Partnership  
 Other  Exempt from backup  
withholding

Address (number, street, and apt or suite  
no.)  
\_\_\_\_\_

City, state, and ZIP code  
\_\_\_\_\_

**Part II — Certification**

Under penalties of perjury, I certify that:

(1) The number shown on this form is my correct Taxpayer Identification Number (or I am waiting for a number to be issued to me), and

(2) I am not subject to backup withholding because (a) I am exempt from backup withholding, or (b) I have not been notified by the Internal Revenue Service ("IRS") that I am subject to backup withholding as a result of a failure to report all interest or dividends, or (c) the IRS has notified me that I am no longer subject to backup withholding, and

(3) I am a U.S. person (including a U.S. resident alien).

**Certification Instructions**— You must cross out item (2) above if you have been notified by the IRS that you are currently subject to backup withholding because you have failed to report all interest and dividends on your tax return.

The IRS does not require your consent to any provision of this document other than the certifications required to avoid backup withholding.

Sign  
Here \_\_\_\_\_

Signature of  
U.S. Person \_\_\_\_\_ Date \_\_\_\_\_

**NOTE: FAILURE TO COMPLETE AND RETURN THE SUBSTITUTE FORM W-9 MAY RESULT IN BACKUP WITHHOLDING OF 28% OF ANY PAYMENTS MADE TO YOU ON ACCOUNT OF THE TENDER OFFER. PLEASE REVIEW THE ENCLOSED GUIDELINES FOR CERTIFICATION OF TAXPAYER IDENTIFICATION NUMBER ON SUBSTITUTE FORM W-9 FOR ADDITIONAL DETAILS, AND PLEASE SEE "IMPORTANT TAX INFORMATION."**

**COMPLETE THE FOLLOWING CERTIFICATION IF YOU WROTE "APPLIED FOR"  
INSTEAD OF A TIN ON THE SUBSTITUTE FORM W-9.**

**CERTIFICATE OF AWAITING TAXPAYER IDENTIFICATION NUMBER**

I certify under penalties of perjury that a taxpayer identification number has not been issued to me, and either (a) I have mailed or delivered an application to receive a TIN to the appropriate Internal Revenue Service Center or Social Security Administration Office or (b) I intend to mail or deliver an application in the near future. I understand that if I do not provide a TIN by the time of payment, 28% of all reportable payments made to me will be withheld.

Sign  
Here\_\_\_\_\_

Signature of  
U.S Person\_\_\_\_\_

Date\_\_\_\_\_

*Please return your completed instruction form to:*

COMPUTERSHARE TRUST CO., INC.

By Mail:

Computershare Trust Co., Inc.  
c/o Computershare Trust Company  
of New York  
Wall Street Station  
P.O. Box 1010  
New York, NY 10268-1010

By Facsimile Transmission:

(212) 701-7636  
  
For Confirmation Only  
Telephone:  
(212) 701-7600

By Hand or Overnight Courier:

Computershare Trust Co., Inc.  
c/o Computershare Trust Company  
of New York  
Wall Street Plaza  
88 Pine Street, 19<sup>th</sup> Floor  
New York, NY 10005

**Investor Contact:** Lawrence E. White  
Senior Vice President/Finance  
and Chief Financial Officer  
(615) 443-9869

**Media Contact:** Julie K. Davis  
Director Corporate Communications  
(615) 443-9266

## CBRL GROUP ANNOUNCES PRELIMINARY RESULTS OF TENDER OFFER

*Tender Offer Oversubscribed*  
*Company Enters Into \$1.25 Billion Credit Facility*

Lebanon, Tennessee (April 28, 2006) - CBRL Group, Inc. (the "Company") (NASDAQ:CBRL) announced today the preliminary results of its modified "Dutch" auction tender offer to purchase up to 16,750,000 shares of the Company's common stock, which expired at 12:00 midnight, New York City time on April 27, 2006.

Based upon the preliminary count by Computershare Trust Company of New York, the depository for the tender offer, approximately 24.4 million shares were validly tendered and not withdrawn, including approximately 10.5 million shares tendered through notice of guaranteed delivery, at the minimum offer price of \$42.00. Accordingly, the Company expects that it will purchase 16,750,000 shares in the tender offer, subject to proration, at \$42.00 per share. The number of shares to be purchased and the price per share are preliminary, are based on the shares tendered through notice of guaranteed delivery being validly tendered and are subject to verification by the depository, and are therefore subject to change. The actual number of shares purchased (including the Company's option to purchase up to an additional 950,000 shares), the final purchase price and the proration factor, if any, will be announced promptly following completion of the verification process. Payment for the shares accepted for purchase, and return of all other shares tendered, will occur promptly after completion of the final purchase price and proration computations, if applicable.

The Company expects to obtain the funds necessary to purchase shares tendered in the tender offer by borrowing under an \$800 million term loan under the Company's \$1.25 billion credit facility that became effective yesterday. The new credit facility, in addition to providing up to \$1 billion in term loans, also provides a \$250 million revolving credit facility that replaces the Company's current \$300 million facility. The new credit facility was provided by a syndicate of banks led by Wachovia Securities.

Any questions with regard to the tender offer may be directed to D.F. King & Co., Inc., the information agent, at (800) 848-2998. The dealer manager for the tender offer was Wachovia Securities. Wachovia Securities is the trade name for the corporate, investment banking, capital markets and securities research businesses of Wachovia Corporation and its subsidiaries, including

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Wachovia Capital Markets, LLC (WCM) and Wachovia Securities International Limited. Wachovia Securities is also the trade name for the retail brokerage businesses of WCM's affiliates, Wachovia Securities, LLC, Wachovia Securities Financial Networks, LLC, Wexford Clearing, LLC, and First Clearing, LLC.

Headquartered in Lebanon, Tennessee, CBRL Group, Inc. presently operates 539 Cracker Barrel Old Country Store restaurants and gift shops located in 41 states and 134 company-operated and 25 franchised Logan's Roadhouse restaurants in 20 states.

*Except for specific historical information, many of the matters discussed in this press release may express or imply projections of revenues or expenditures, statements of plans and objectives or future operations or statements of future economic performance. These, and similar statements are forward-looking statements concerning matters that involve risks, uncertainties and other factors which may cause the actual performance of CBRL Group, Inc. and its subsidiaries and the plans it has proposed to differ materially from those expressed or implied by this discussion. Forward-looking statements generally can be identified by the use of forward-looking terminology such as "anticipates," "believes," "continues," "estimates," "expects," "goal," "intends," "opportunity," "trends," "assumptions," "target," "guidance," "forecast," "outlook," "plans," "goals," "objectives," "expectations," "near-term," "long-term," "projection," "may," "will," "would," "could," or "potential" (or the negative or other derivatives of each of these terms) or similar terminology. Factors which could materially affect actual results include, but are not limited to the ability of the Company to execute a successful divestiture of its Logan's Roadhouse, Inc. subsidiary; the effects of incurring substantial indebtedness and associated restrictions on the Company's financial and operating flexibility and ability to execute or pursue its operating plans and objectives; changes in interest rates or capital market conditions affecting the Company's financing costs or ability to obtain financing or execute initiatives; the ability of the Company to identify, acquire and sell successful new lines of retail merchandise and new menu items at our restaurants; the ability of the Company to sustain or the effects of plans intended to improve operational execution and performance; the effects of plans intended to promote or protect the Company's brands and products; the effects of uncertain consumer confidence, higher costs for energy, consumer debt payments, or general or regional economic weakness, or weather on sales and customer travel, discretionary income or personal expenditure activity of our customer; consumer behavior based on negative publicity or concerns over nutritional or safety aspects of the Company's products or restaurant food in general as well as the possible effects of such events on the price or availability of ingredients used in our restaurants; the effects of business trends on the outlook for individual restaurant locations and the effect on the carrying value of those locations; the ability of the Company to retain key personnel during and after the restructuring process; the ability of and cost to the Company to recruit, train, and retain qualified hourly and management employees; the effects of increased competition at Company locations on sales and on labor recruiting, cost, and retention; the availability and cost of suitable sites for restaurant development and our ability to identify those sites; changes in building materials and construction costs; the actual results of pending, future or threatened litigation or governmental investigations and the costs and effects of negative publicity associated with these activities; changes in or implementation of additional governmental or regulatory rules, regulations and interpretations affecting tax, wage and hour matters, health and safety, pensions, insurance or other undeterminable areas; practical or psychological effects of natural disasters or terrorist acts or war and military or government responses; disruptions to the company's restaurant or retail supply chain; changes in capital market conditions that could affect valuations of restaurant companies in general or the Company's goodwill in particular; changes in foreign exchange rates affecting the Company's future retail inventory purchases; implementation of new or changes in interpretation of existing accounting principles generally accepted in the United States of America ("GAAP"); effectiveness of internal controls over financial reporting and disclosure; and other factors described from time to time in the Company's filings with the Securities and Exchange Commission, press releases, and other communications.*

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