PROSPECTUS SUPPLEMENT NO. 9 (TO PROSPECTUS DATED JULY 11, 2002)

CBRL GROUP, INC.

Liquid Yield Option™ Notes Due 2032 (Zero Coupon – Senior), **Related Guarantees** and Shares of Common Stock Issuable upon Conversion or Redemption of the Liquid Yield OptionTM Notes

This prospectus supplement amends and supplements the prospectus dated July 11, 2002, as amended and supplemented by prospectus supplement no. 1 dated July 18, 2002, prospectus supplement no. 2 dated July 26, 2002, prospectus supplement no. 3 dated August 2, 2002, prospectus supplement no. 4 dated August 9, 2002, prospectus supplement no. 5 dated August 16, 2002, prospectus supplement no. 6 dated August 23, 2002, prospectus supplement no. 7 dated August 29, 2002 and prospectus supplement No. 8 dated October 18, 2002 (the "Supplements"), relating to our Liquid Yield Option™ Notes due 2032 (Zero Coupon – Senior) (the "LYONs"), the related guarantees of the LYONs and shares of our common stock issuable upon conversion or redemption of the LYONs.

This prospectus supplement is incorporated by reference into, and should be read in conjunction with, the prospectus dated July 11, 2002, including any amendments or supplements to it. This prospectus supplement is not complete without, and may not be delivered or utilized except in connection with, the prospectus, including any amendments or supplements to it. This prospectus supplement, along with the prospectus dated July 11, 2002 and the Supplements, constitutes the prospectus required to be delivered by Section 5(b) of the Securities Act of 1933, as amended, with respect to offers and sales of the LYONs, the related guarantees, and the common stock issuable upon conversion or redemption of the LYONs.

See "Risk Factors" beginning on page 7 of the prospectus dated July 11, 2002 for factors you should consider before purchasing the LYONs or our common stock.

This prospectus supplement amends and replaces the first paragraph and the table under the heading "Selling Securityholders" beginning on page 17 of the prospectus dated July 11, 2002, as supplemented and amended, with the information in the following paragraph and table. We may further amend or supplement this table from time to time if necessary.

The following table provides, as of November 22, 2002, the name of each selling securityholder, the principal amount at maturity of LYONs held by such selling securityholder, the number of shares of common stock owned by such securityholder prior to its purchase of LYONs and the common stock issuable upon conversion of the LYONs (based upon the initial conversion price). This information has been obtained from the selling securityholders on or prior to the date of this prospectus supplement. However, the selling securityholders may have sold, transferred or otherwise disposed of all or a portion of their LYONs since the date on which they provided the information regarding their LYONs.

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Selling Securityholder	Principal Amount at Maturity of LYONs Beneficially Owned and Offered	Percent of Total Outstanding LYONs	Common Stock Issuable upon Conversion of LYONs	Common Stock Owned Prior to Conversion of LYONs*
Advent Convertible Master Cayman L.P.	\$ 22,258,000	5.27%	241,686	
Akela Capital Master Fund, Ltd.	\$ 3,000,000	0.71%	32,575	
Allentown City Firefighters Pension Plan	\$ 55,000	0.01%	597	
Allentown City Officers & Employees Pension Fund	\$ 19,000	0.00%	206	

Allentons Cury Police Pension Plan Alpha US Shab Fund VIII, LLC \$ 2,452,000 Alpha US Shab Fund VIII, LLC \$ 1,000,000 0,24% 1,120 American Fallering I IX \$ 1,000,000 0,24% 1,55% 6,55% American Fallering I IX \$ 1,000,000 1,55% 6,6550 - American Fallering I IX \$ 1,000,000 1,55% American Fallering I IXI \$ 1,000,000 1,55% American Fallering I IXI American Fallering I IXI \$ 1,000,000 1,55% American Fallering I IXI American Moorist Insurance Company \$ 1,250,000 0,25% 1,324 - 0,772 - 0,773 - 0,773 - 0,775 - 0,77					
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Abo Penners Holdings LTIC \$ 15,000,000 3.55% 61,005% 61,	•	* *			
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CALAMOS® Market Neutral Fund \$ 13,000,000 3.08% 141,159 CALAMOS® Investment Trust	$Income\ Fund-CALAMOS @\ Investment$	\$ 7,100,000	1.68%	77,094	
CALAMOS® Investment Trust		\$ 270,000	0.06%	2,931	
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City of New Orleans \$ 503,000 0.12% 5,461 City University of New York \$ 302,000 0.07% 3,279 Consulting Group Capital Markets Funds \$ 700,000 0.17% 7,600 Credit Lyonnais Securities \$ 22,500,000 5.33% 244,314 Deephaven Domestic Convertible Trading Ltd. \$ 19,200,000 4.55% 208,481 Delta Airlines Master Trust \$ 3,750,000 0.89% 40,719 Delta Pilots Disability and Survivorship Trust \$ 800,000 0.19% 8,686 Trust \$ 5,000,000 1.18% 54,292 1976 Distribution Trust FBO A.R. \$ 16,000 0.00% 173 Lauder 19976 Distribution Trust FBO Jane A. \$ 32,000 0.01% 347 Lauder 19976 Distribution Trust FBO Jane A. \$ 32,000 0.01% 14,115 Double Black	· · ·	\$ 2,400,000	0.57%	26,060	
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Lauder/Zinterhofer 1976 Distribution Trust FBO Jane A. \$ 32,000 0.01% 347 Lauder	Deutsche Bank Securities Inc.	\$ 5,000,000	1.18%	54,292	
Lauder Dorinco Reinsurance Company \$ 1,300,000 0.31% 14,115 Double Black Diamond Offshore LDC \$ 11,440,000 2.71% 124,220 The Dow Chemical Company Employees' Retirement Plan \$ 4,650,000 1.10% 50,491 Drury University \$ 60,000 0.01% 651 The Fondren Foundation \$ 140,000 0.03% 1,520 Forest Alternative Strategies, II \$ 179,000 0.04% 1,943 Forest Fulcrum Fund L.L.P. \$ 2,435,000 0.58% 26,440 Forest Global Convertible Fund Series A-5 \$ 9,829,000 2.33% 106,727 FreeState Health Plan, Inc. \$ 150,000 0.04% 1,628 Gaia Offshore Master Fund Ltd. \$ 16,400,000 3.89% 178,077		\$ 16,000	0.00%	173	
Double Black Diamond Offshore LDC \$ 11,440,000 2.71% 124,220 The Dow Chemical Company Employees' \$ 4,650,000 1.10% 50,491 Retirement Plan 6651 Drury University \$ 60,000 0.01% 651 The Fondren Foundation \$ 140,000 0.03% 1,520 Forest Alternative Strategies, II \$ 179,000 0.04% 1,943 Forest Fulcrum Fund L.L.P. \$ 2,435,000 0.58% 26,440 Forest Global Convertible Fund Series A-5 \$ 9,829,000 2.33% 106,727 FreeState Health Plan, Inc. \$ 150,000 0.04% 1,628 Gaia Offshore Master Fund Ltd. \$ 16,400,000 3.89% 178,077		\$ 32,000	0.01%	347	
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Retirement Plan Drury University \$ 60,000 0.01% 651 The Fondren Foundation \$ 140,000 0.03% 1,520 Forest Alternative Strategies, II \$ 179,000 0.04% 1,943 Forest Fulcrum Fund L.L.P. \$ 2,435,000 0.58% 26,440 Forest Global Convertible Fund Series A-5 \$ 9,829,000 2.33% 106,727 FreeState Health Plan, Inc. \$ 150,000 0.04% 1,628 Gaia Offshore Master Fund Ltd. \$ 16,400,000 3.89% 178,077	Double Black Diamond Offshore LDC	\$ 11,440,000	2.71%	124,220	
The Fondren Foundation \$ 140,000 0.03% 1,520 Forest Alternative Strategies, II \$ 179,000 0.04% 1,943 Forest Fulcrum Fund L.L.P. \$ 2,435,000 0.58% 26,440 Forest Global Convertible Fund Series A-5 \$ 9,829,000 2.33% 106,727 FreeState Health Plan, Inc. \$ 150,000 0.04% 1,628 Gaia Offshore Master Fund Ltd. \$ 16,400,000 3.89% 178,077		\$ 4,650,000	1.10%	50,491	
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Forest Fulcrum Fund L.L.P. \$ 2,435,000 0.58% 26,440 Forest Global Convertible Fund Series A-5 \$ 9,829,000 2.33% 106,727 FreeState Health Plan, Inc. \$ 150,000 0.04% 1,628 Gaia Offshore Master Fund Ltd. \$ 16,400,000 3.89% 178,077	The Fondren Foundation	\$ 140,000	0.03%	1,520	
Forest Global Convertible Fund Series A-5 \$ 9,829,000 2.33% 106,727 FreeState Health Plan, Inc. \$ 150,000 0.04% 1,628 Gaia Offshore Master Fund Ltd. \$ 16,400,000 3.89% 178,077	Forest Alternative Strategies, II	\$ 179,000	0.04%	1,943	
FreeState Health Plan, Inc. \$ 150,000 0.04% 1,628 Gaia Offshore Master Fund Ltd. \$ 16,400,000 3.89% 178,077	Forest Fulcrum Fund L.L.P.	\$ 2,435,000	0.58%	26,440	
Gaia Offshore Master Fund Ltd. \$ 16,400,000 3.89% 178,077	Forest Global Convertible Fund Series A-5	\$ 9,829,000	2.33%	106,727	
	FreeState Health Plan, Inc.	\$ 150,000	0.04%	1,628	
Genesee County Employees' Retirement \$ 1,300,000 0.31% 14,115	Gaia Offshore Master Fund Ltd.	\$ 16,400,000	3.89%	178,077	
	Genesee County Employees' Retirement	\$ 1,300,000	0.31%	14,115	

System				
Georgia Municipal Employee Benefit System	\$ 2,000,000	0.47%	21,716	
Goldman, Sachs & Co. Profit Sharing Master Trust	\$ 680,000	0.16%	7,383	
The Grable Foundation	\$ 235,000	0.06%	2,551	
Grady Hospital Foundation	\$ 265,000	0.06%	2,877	
Greek Catholic Union of the USA	\$ 90,000	0.02%	977	
Group Hospitalization and Medical Services, Inc.	\$ 700,000	0.17%	7,600	
Hamilton Investment Management, L.L.C.	\$ 3,900,000	0.92%	42,347	
HealthNow New York, Inc.	\$ 425,000	0.10%	4,614	
HFR CA Select Fund	\$ 100,000	0.02%	1,085	
HFR Convertible Arbitrage Account	\$ 2,031,000	0.48%	22,053	
H.K. Porter Company, Inc.	\$ 55,000	0.01%	597	
Independence Blue Cross	\$ 809,000	0.19%	8,784	
Innovest Finanzdienstleistungs AG	\$ 1,500,000	0.36%	16,287	
Jackson County Employees' Retirement System	\$ 500,000	0.12%	5,429	
KBC Financial Products (Cayman Islands) Ltd.	\$ 12,200,000	2.89%	132,472	
KBC Financial Products USA Inc.	\$ 500,000	0.12%	5,429	
Kettering Medical Center Funded Depreciation Account	\$ 130,000	0.03%	1,411	
Knoxville Utilities Board Retirement System	\$ 335,000	0.08%	3,637	
LLT Limited	\$ 689,000	0.16%	7,481	
Louisiana CCRF	\$ 550,000	0.13%	5,972	
Louisiana Workers' Compensation Corporation	\$ 580,000	0.14%	6,297	
Lyxor	\$ 4,525,000	1.07%	49,134	
Lyxor Master Fund	\$ 2,600,000	0.62%	28,231	
Lyxor Master Fund Ref: Argent/LowLev CB	\$ 1,000,000	0.24%	10,858	
Lyxor Master Fund c/o Forest Investment Mngt. L.L.C.	\$ 3,863,000	0.92%	41,945	
Macomb County Employees' Retirement System	\$ 580,000	0.14%	6,297	
McMahan Securities Co. L.P.	\$ 535,000	0.13%	5,809	
Merrill Lynch, Pierce, Fenner & Smith Incorporated	\$ 27,737,000	6.57%	301,179	
Merrill Lynch Insurance Group	\$ 653,000	0.15%	7,090	
Minnesota Power and Light	\$ 508,000	0.12%	5,516	
Municipal Employees	\$ 453,000	0.11%	4,918	
New Orleans Firefighters Pension/Relief Fund	\$ 272,000	0.06%	2,953	
Nicholas Applegate Investment Grade Convertible	\$ 25,000	0.01%	271	
NORCAL Mutual Insurance Company	\$ 300,000	0.07%	3,257	
Oakwood Assurance Company	\$ 85,000	0.02%	922	
Oakwood Healthcare Inc. Endowment	\$ 15,000	0.00%	162	
Oakwood Healthcare Inc. Funded Depreciation	\$ 145,000	0.03%	1,574	
Oakwood Healthcare Inc. OHP	\$ 20,000	0.00%	217	
Oakwood Healthcare Inc. (Pension)	\$ 280,000	0.07%	3,040	
Occidental Petroleum Corporation	\$ 524,000	0.12%	5,689	
Ohio Bureau of Workers Compensation	\$ 351,000	0.08%	3,811	
Onyx Fund Holdings, LDC	\$ 5,000,000	1.18%	54,292	
OZ Convertible Master Fund, Ltd.	\$ 2,522,000	0.60%	27,384	
OZ Mac 13 Ltd.	\$ 704,000	0.17%	7,644	
OZ Master Fund, Ltd.	\$ 32,687,000	7.74%	354,928	
Physician's Reciprocal Insurers Account #7	\$ 3,200,000	0.76%	34,746	
Policeman and Fireman Retirement System of the City of Detroit	\$ 1,245,000	0.29%	13,518	
Port Authority of Allegheny County Retirement and Disability Allowance Plan	\$ 1,300,000	0.31%	14,115	

for the Employees Represented by Local 85 of the Amalgamated Transit Union				
Prisma Foundation	\$ 110,000	0.03%	1,194	
Pro-mutual	\$ 1,491,000	0.35%	16,189	
Ramius LP	\$ 300,000	0.07%	3,257	
RBC Capital Services Inc. c/o Forest Investment Mngt. L.L.C.	\$ 382,000	0.09%	4,147	
RCG Baldwin LP	\$ 700,000	0.17%	7,600	
RCG Halifax Master Fund, LTD	\$ 2,500,000	0.59%	27,146	
RCG Latitude Master Fund, LTD	\$ 2,300,000	0.54%	24,974	
RCG Multi Strategy, LP	\$ 4,500,000	1.07%	48,862	
Relay 11 Holdings c/o Forest Investment Mngt. L.L.C.	\$ 351,000	0.08%	3,811	
2000 Revocable Trust FBO A.R. Lauder/Zinterhofer	\$ 15,000	0.00%	162	
Royal Bank of Canada	\$ 7,500,000	1.78%	81,438	8,294
San Diego County Employees Retirement Association	\$ 1,700,000	0.40%	18,459	
SCI Endowment Care Common Trust Fund First Union	\$ 75,000	0.02%	814	
SCI Endowment Care Common Trust Fund National Fiduciary Services	\$ 265,000	0.06%	2,877	
SCI Endowment Care Common Trust Fund Suntrust	\$ 110,000	0.03%	1,194	
Shell Pension Trust	\$ 791,000	0.19%	8,588	
Southdown Pension Plan	\$ 240,000	0.06%	2,606	
Southern Farm Bureau Life Insurance Company	\$ 2,500,000	0.59%	27,146	
SPT	\$ 2,900,000	0.69%	31,489	
State of Florida, Office of the Treasurer	\$ 4,000,000	0.95%	43,433	
State of Florida Division of Treasury - Froley	\$ 4,000,000	0.95%	43,433	
State of Maryland Retirement Agency	\$ 6,375,000	1.51%	69,222	
SunAmerica Style Select Series Equity Income Fund	\$ 827,000	0.20%	8,979	
Sylvan (IMA) Ltd c/o Forest Investment Mngt. L.L.C.	\$ 849,000	0.20%	9,218	
Tag Associates	\$ 529,000	0.13%	5,744	
TD Securities (USA) Inc.	\$ 4,900,000	1.16%	53,206	
Trustmark Insurance Company	\$ 686,000	0.16%	7,448	
UFJ Investments Asia Ltd.	\$ 2,450,000	0.58%	26,603	
Union Carbide Retirement Account	\$ 2,790,000	0.66%	30,294	
United Food and Commercial Workers Local 1262 and Employers Pension Fund	\$ 1,050,000	0.25%	11,401	
Vopak USA Inc., Retirement Plan (f.k.a. Van Waters & Rogers, Inc. Retirement Plan)	\$ 550,000	0.13%	5,972	
Wachovia Securities, Inc.	\$ 32,700,000	7.75%	355,069	
Worldwide Transactions Limited	\$ 488,000	0.12%	5,298	
Zazove Hedged Convertible Fund L.P.	\$ 1,700,000	0.40%	18,459	
Zazove Income Fund L.P.	\$ 1,700,000	0.40%	18,459	
Zurich Institutional Benchmark Master Fund Ltd.	\$ 500,000	0.12%	5,429	
Zurich Institutional Benchmarks Master Fund Ltd.	\$ 1,700,000	0.40%	18,459	
Zurich Master Hedge Fund c/o Forest Investment Mngt. L.L.C.	\$ 1,232,000	0.29%	13,377	

^{*} Assuming the sale of all LYONs and common stock issuable upon conversion of the LYONs, selling securityholders will not hold any LYONs and will hold the number of shares of our common stock set forth in this column.

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

The date of this prospectus supplement is November 22, 2002.