

## **STOCK OWNERSHIP GUIDELINES FOR DIRECTORS AND OFFICERS**

The Board of Directors has adopted stock ownership guidelines for Cracker Barrel Old Country Store, Inc. (the "Company") directors and officers.

### **DIRECTORS**

Directors are expected to own at least 2,500 shares of the Company's common stock while serving as directors and to achieve that ownership within 2 years of the adoption of the guidelines or within 2 years of election to the Board of Directors, as the case may be. It is contemplated that director stock option awards (when exercised and held) or director restricted stock grants pursuant to the Company's 2002 Omnibus Incentive Compensation Plan (the "Omnibus Plan") would facilitate compliance with or progress toward satisfaction of these guidelines.

### **OFFICERS**

Certain officers of the Company and its operating subsidiary are, within 5 years of the adoption of the guidelines or appointment to the specified office, expected to acquire and to own a specified number of shares of the Company's common stock. Those officers and the applicable guidelines are set forth below. It is contemplated that the Company will use focused incentives and, when appropriate, sanctions to encourage compliance with these guidelines. It is intended that officer stock option awards (when exercised and held) and officer restricted stock grants made pursuant to the Omnibus Plan or otherwise would facilitate compliance with or progress toward satisfaction of these guidelines. Currently, the following guidelines apply:

<b><u>OFFICE HELD</u></b>	<b><u>GUIDELINE SHARE OWNERSHIP</u></b>
<b><u>CRACKER BARREL OLD COUNTRY STORE, INC.</u></b>	
President & CEO	70,000
SVP Finance & CFO	15,000
Any Other SVP	5,000
<b><u>CBOCS, INC.</u></b>	
Any SVP	5,000