UNITED STATES

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 10-K/A
[Amendment No. 1]

FOR ANNUAL AND TRANSITION REPORTS PURSUANT TO SECTIONS 13 OR 15(d)
OF THE SECURITIES EXCHANGE ACT OF 1934

(Mark One)
[x] Annual Report Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 For the fiscal year ended July 30, 2004

OR

[ ] Transition report pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

For the transition period from ---------- to ----------

Commission file number
000-25225

CBRL GROUP, INC.
(Exact name of registrant as specified in its charter)

Tennessee	62-1749513
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification Number)
305 Hartmann Drive, P.O. Box 787 Lebanon, Tennessee (Address of principal executive offices)	37088-0787 (Zip code)

Registrant's telephone number, including area code: (615) 443-9869

Securities registered pursuant to Section 12(b) of the Act:

None

Securities registered pursuant to Section 12(g) of the Act:

Common Stock
(Par Value $.01)

Common Stock Purchase Rights
(No Par Value)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports) and (2) has been subject to such filing requirements for the past 90 days.
Yes X No _

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K/A or any amendment to this Form 10-K/A. X

Indicate by check mark whether the registrant is an accelerated filer (as defined in Exchange Act Rule 12b-2) Yes X No __

The aggregate market value of voting stock held by nonaffiliates of the registrant, by reference to the price at which the common equity was last sold, or the average bid and asked price of such common equity, as of the last business day of the registrant's most recently completed second fiscal quarter which ended January 30, 2004, was $1,855,515,626. For purposes of this computation, all directors, executive officers and 10% beneficial owners of the registrant are assumed to be affiliates. This assumption is not a conclusive determination for purposes other than this calculation.

As of September 24, 2004, there were 48,859,733 shares of common stock outstanding.

Documents Incorporated by Reference

Document from which Portions are Incorporated by Reference	Part of Form 10-K/A into which incorporated
1. Annual Report to Shareholders for the fiscal year ended July 30, 2004 (the "2004 Annual Report")	Part II
2. Proxy Statement for Annual Meeting of Shareholders to be held November 23, 2004 (the "2004 Proxy Statement")	Part III

Explanatory Note

In accordance with our Current Report on Form 8-K, filed with the Securities and Exchange Commission ("SEC") on February 17, 2005, regarding our intent to restate our previously filed financial statements for corrections in accounting for leases, we are filing this Amendment No. 1 on Form 10-K/A (the "2004 Form 10-K/A") to our Annual Report on Form 10-K for the fiscal year ended July 30, 2004, filed with the SEC on September 28, 2004 ("Original Filing" and the "2004 Form 10-K"). This 2004 Form 10-K/A is being filed to reflect certain restatements for changes in accounting for leases, in our i) consolidated statements of income, statements of changes in shareholders' equity and statements of cash flows for the years ended July 30, 2004, August 1, 2003 and August 2, 2002, ii) balance sheets as of July 30, 2004 and August 1, 2003, and iii) related footnote disclosures.

On February 17, 2005, the Company announced that it was restating certain prior financial results because of changes it made in the way it accounted for leases. The decision to restate was made following a review of its accounting policies that was prompted by views expressed on February 7, 2005 by the staff of the SEC (and similar restatements by numerous other companies in the restaurant, retail and other industries) that indicated that the manner in which the Company had been accounting for leases needed to be corrected.

Prior to this review, the Company had believed that its accounting was consistent with generally accepted accounting principles in the United States ("GAAP"). For purposes of recognizing rental expense, the Company had historically averaged its lease payments over the base term of the lease, excluding the optional renewal periods and initial build-out periods, during which it typically has not been required to make lease payments. For purposes of depreciating leasehold improvements, the Company had historically amortized the amounts over a longer period, including both the base term of the lease and the optional renewal periods.

The Company has now determined that the period in which rental expense is recognized on a straight-line, or average, basis should include any pre-opening periods during construction for which the Company is legally obligated under the terms of the lease, and any optional renewal periods, for which at the inception of the lease, it is reasonably assured that the Company will exercise those renewal options. This lease period will be consistent with the period over which leasehold improvements are amortized. See Note 2 to the accompanying consolidated financial statements for additional information on the restatement for changes in accounting for leases.

In addition to the restatement for changes in accounting for leases, the Company has also made additional corrections as described below:

The last paragraph in Part I, Item 3. Legal Proceedings, of the Original Filing hereby is replaced in its entirety and should read as follows:

> "See also Note 10 to the Company's Consolidated Financial Statements filed or incorporated by reference into Part II, Item 8 of this Annual Report on Form 10-K/A, which is also incorporated herein by this reference."

Footnote (b) to Part II, Item 6. Selected Financial Data, of the Original Filing hereby is replaced in its entirety and should read as follows:

> "(b) Comparable store sales consist of sales of units open six full quarters at the beginning of the year; and are measured on calendar weeks. Average unit volumes are normalized to 52 weeks for fiscal 2001."

The description of the cash dividends declared line item on the face of the 2004 Consolidated Statement of Changes in Shareholders' Equity in Part II, Item 8. Financial Statements and Supplementary Data, of the Original Filing hereby is replaced in its entirety and should read as follows:

"Cash dividends declared - $.33 per share"

The amount of "Other-net" for 2003 and 2002 in the reconciliation of the provision for income taxes to the provision computed at federal statutory income tax rate in Note 8 to the Consolidated Financial Statements in Part II, Item 8. Financial Statements and Supplementary Data, of the Original Filing hereby is replaced in its entirety and should read as follows:

	2003	2002
"Other - net"	804	96

For the convenience of the reader, the entire 2004 Form 10-K/A is being filed herein. Except as required to reflect the effects of the restatement for changes in accounting for leases and other modifications described above, information not affected remains unchanged and reflects the disclosures made at the time of the Original Filing of the Form 10-K on September 28, 2004. This Form 10-K/A does not describe other events occurring after the Original Filing or modify or update those disclosures affected by subsequent events. This Form 10-K/A should be read in conjunction with our filings made with the SEC subsequent to the filing of the Original Filing. Accordingly, this Form 10-K/A only amends and restates Item 9A of Part II and Item 15 of Part IV of the Original Filing, in each case, solely as a result of, and to reflect, the restatement, and no other information in the Original Filing is amended hereby. Additionally, pursuant to the rules of the SEC, Item 6 of Part II of the Original Filing has been amended to contain currently-dated certifications from our Chief Executive Officer and Chief Financial Officer, as required by Sections 302 and 906 of the Sarbanes-Oxley Act of 2002 and rules promulgated thereunder. The certifications of our Chief Executive Officer and Chief Financial Officer are filed as Exhibits 31(a) and (b) and 32 (a) and (b), respectively, to this 2004 Form 10-K/A.

We have not amended and do not intend to amend our previously-filed Annual Reports on Form 10-K (other than the 2004 Form 10-K) or our Quarterly Reports on Form 10-Q for the periods affected by the restatement that ended prior to October 29, 2004. For this reason, the consolidated financial statements, independent registered public accounting firm reports and related financial information for the affected periods contained in such reports should no longer be relied upon.

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Except for specific historical information, the matters discussed in this Form 10-K/A, as well as the 2004 Annual Report that is incorporated herein by reference, are forward-looking statements that involve risks, uncertainties and other factors which may cause actual results and performance of CBRL Group, Inc. to differ materially from those expressed or implied by those statements. All forward-looking information is provided by the Company pursuant to the safe harbor established under the Private Securities Litigation Reform Act of 1995 and should be evaluated in the context of these factors. Forward-looking statements generally can be identified by the use of forward-looking terminology such as "assumptions," "target," "guidance," "outlook," "plans," "projection," "may," "will," "would," "expect," "intend," "estimate," "anticipate," "believe," "potential" or "continue" (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: changes in or implementation of additional governmental or regulatory rules, regulations and interpretations affecting accounting (including but not limited to, accounting for convertible debt under Emerging Issues Task Force ("EITF") Issue Abstract No. 04-08), tax, wage and hour matters, health and safety, pensions, insurance or other undeterminable areas; the effects of uncertain consumer confidence or general or regional economic weakness on sales and customer travel activity; the ability of the Company to identify, acquire and sell successful new lines of retail merchandise; commodity and utility price changes; workers' compensation and group health costs and liabilities; consumer behavior based on concerns over nutritional or safety aspects of the Company's products or restaurant food in general; competitive marketing and operational initiatives; the effects of plans intended to improve operational execution and performance; the actual results of pending or threatened litigation or governmental investigations or charges and the costs and effects of negative publicity associated with these activities; practical or psychological effects of terrorist acts or war and military or government responses; the effects of increased competition at Company locations on sales and on labor recruiting, cost, and retention; the ability of and cost to the Company to recruit, train, and retain qualified restaurant hourly and management employees; disruptions to the Company's restaurant or retail supply chain; changes in foreign exchange rates affecting the Company's future retail inventory purchases; the availability and cost of acceptable sites for development and the Company's ability to identify such sites; changes in accounting principles generally accepted in the United States of America or changes in capital market conditions that could affect valuations of restaurant companies in general or the Company's goodwill in particular; increases in construction costs; changes in interest rates affecting the Company's financing costs; and other factors described from time to time in the Company's filings with the Securities and Exchange Commission ("SEC"), press releases, and other communications. References to years (e.g. "2004") are to the Company's fiscal year unless otherwise specified.

PART I

ITEM 1. BUSINESS

OVERVIEW

CBRL Group, Inc. (the "Company") is a holding company that, through certain subsidiaries, is engaged in the operation and development of the Cracker Barrel Old Country Store(R) and Logan's Roadhouse(R) restaurant and retail concepts. The Company was organized under the laws of the state of Tennessee in August 1998 and maintains an Internet website at http://www.cbrlgroup.com. We make available free of charge on or through our Internet website our periodic and other reports filed or furnished pursuant to Section 13(a) or 15(d) of the Securities and Exchange Act of 1934 (the "Exchange Act") as soon as reasonably practicable after we file such material with, or furnish it to, the SEC.

CONCEPTS

Cracker Barrel Old Country Store
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Cracker Barrel Old Country Store, Inc. ("Cracker Barrel"), headquartered in Lebanon, Tennessee, through its various affiliates, as of September 28, 2004, operates 506 full-service "country store" restaurants and gift shops, which are located in 41 states. Cracker Barrel stores are intended to appeal to both the traveler and the local customer and consistently have been a consumer favorite. Cracker Barrel was ranked as the top family dining chain for the 14th consecutive year in the 2004 Restaurants & Institutions magazine "Choice in Chains" annual consumer survey. Also, in J. D. Power and Associates' inaugural study of customer satisfaction in the restaurant industry, Cracker Barrel scored the highest among family dining chains in overall customer satisfaction in its core market regions and the second highest in those regions among all family and casual dining chains. Additionally, Cracker Barrel was named "Chain of the Year" by Restaurant Hospitality magazine in its August 2003 issue. Except for Christmas day, when they are closed, and Christmas Eve when they close at 2:00 p.m., Cracker Barrel restaurants serve breakfast, lunch and dinner daily between the hours of 6:00 a.m. and 10:00 p.m. (closing at 11:00 p.m. on Fridays and Saturdays) and feature home style country cooking from Cracker Barrel's own recipes using quality ingredients and emphasizing authenticity. Menu items are moderately priced and include country ham, chicken, fish, roast beef, beans, turnip greens, vegetable plates, salads, sandwiches, pancakes, eggs, bacon, sausage and grits among other items. The restaurants do not serve alcoholic beverages. The stores are constructed in a trademarked rustic, old country store design with a separate retail area offering a wide variety of decorative and functional items featuring rocking chairs, holiday and seasonal gifts and toys, apparel, cookware and foods, including various old fashioned candies and jellies among other things. Cracker Barrel offers items for sale in the retail store that are also featured on, or related to, the restaurant menu, such as pies or cornbread and pancake mixes. A typical store will offer approximately 2,500-3,000 stock-keeping units (SKU's) for sale. The Company believes that Cracker Barrel achieves high retail (over $470 of retail selling space annually) sales per square foot both by offering interesting merchandise and by having a significant source of retail customers from its high volume of restaurant customers, an average of over 8,000 per week in an average store. Additionally, Cracker Barrel offers gift cards and selected merchandise at an online store accessible on the Internet at http://www.crackerbarrel.com.

Stores primarily are located along interstate highways; however, 65 stores are located near "tourist destinations" or are considered "off-interstate" stores. In 2005, Cracker Barrel intends to open up to 88% of its new stores along interstate highways as compared to approximately 75% in 2004. The Company believes that it should focus primarily on available interstate locations where Cracker Barrel generates the greatest brand awareness. Off-interstate locations are expected to represent a meaningful part of Cracker Barrel's future efforts to expand the brand. The Company has identified approximately 500 potential trade areas with characteristics that appear to be consistent with those believed to be necessary to support a successful Cracker Barrel unit.

Logan's Roadhouse
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Logan's Roadhouse, Inc. ("Logan's"), headquartered in Nashville, Tennessee, through its various affiliates, as of September 28, 2004, in 18 states operates 113 Logan's restaurants and franchises an additional 20 Logan's restaurants. The Logan's concept is designed to appeal to a broad range of customers by offering generous portions of moderately-priced, high quality food in a very casual, relaxed dining environment that is lively and entertaining. Logan's restaurants feature steaks, ribs, chicken, seafood dishes and combinations among other items served in a distinctive atmosphere reminiscent of an American roadhouse of the 1930s and 1940s. The restaurants are open seven days a week, except for Thanksgiving and Christmas days, for lunch and dinner, and offer full bar service. Logan's serves lunch and dinner between the hours of 11:00 a.m. and 10:00 p.m. (closing at 11:00 p.m. on Fridays and Saturdays). The Logan's menu is designed to appeal to a wide variety of tastes, and emphasizes extra-aged, hand-cut on-premises, USDA choice steaks, and signature dishes such as baked sweet potatoes and made-from-scratch yeast rolls. The fun atmosphere is enhanced by display cooking of grilled items and buckets of complimentary roasted in-shell peanuts on every table, which guests are encouraged to enjoy and let the shells fall on the floor. Alcoholic beverages represented less than 9% of Logan's net sales in 2004.

OPERATIONS

Cracker Barrel Old Country Store
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Store Format: The format of Cracker Barrel stores consists of a trademarked rustic, old country-store style building. All stores are freestanding buildings. Store interiors are subdivided into a dining room consisting of approximately 30% of the total interior store space, and a retail shop consisting of approximately 22% of such space, with the balance primarily consisting of kitchen, storage and training areas. All stores have stone fireplaces, which burn wood except where not permitted. All are decorated with antique-style furnishings and other authentic and nostalgic items, reminiscent of and similar to those found and sold in the past in original old country stores. The front porch of each store features a row of the signature Cracker Barrel rocking chairs that are used by guests waiting for a table and are sold in the retail shop. The kitchens contain modern food preparation and storage equipment allowing for flexibility in menu variety and development.

Products: Cracker Barrel's restaurant operations, which generated approximately 76% of Cracker Barrel's total revenue in 2004, offer home-style country cooking featuring Cracker Barrel's own recipes emphasizing authenticity and quality. The restaurants offer breakfast, lunch and dinner from a moderately priced menu. Breakfast items can be ordered at any time throughout the day and include juices, eggs, pancakes, bacon, country ham, sausage, grits, and a variety of biscuit specialties, including gravy and biscuits and country ham and biscuits. Prices for a breakfast meal range from $2.29 to $8.29, and the breakfast day-part (until 11:00 a.m.) accounted for approximately 22% of restaurant sales in 2004. Lunch and dinner items include country ham, chicken and dumplings, chicken fried chicken, meatloaf, country fried steak, pork chops, fish, steak, roast beef, vegetable plates, salads, sandwiches, soups and specialty items such as pinto beans and turnip greens. Lunch (11:00 a.m. to 4:00 p.m.) and dinner (4:00 p.m. to close) day-parts reflected approximately 36% and 42% of restaurant sales, respectively, in 2004. The Company also periodically features new items as off-menu specials to enhance customer interest and identify potential future additions to the menu. Lunches and dinners range in price from $3.19 to $12.99. In 2004, Cracker Barrel introduced a new menu featuring several new products, including daily dinner features that showcase a popular dinner entree for each day of the week and a low-carbohydrate section on both its breakfast and lunch/dinner menus. The average check per guest for fiscal 2004 was $7.68. Cracker Barrel from time to time adjusts its prices. A price increase of approximately 1.7% was instituted in January 2004.

The retail operations, which generated approximately 24% of Cracker Barrel's total revenue in 2004, offer a wide variety of decorative and functional items such as rocking chairs, holiday gifts and toys, apparel, cast iron cookware, old-fashioned crockery, handcrafted figurines, a book-on-audio sale and exchange program and various other gift items, as well as various candies, preserves, syrups and other food items. Many of the candy items, jellies and jams, along with other high quality products, are sold under the "Cracker Barrel Old Country Store" brand name. Cracker Barrel sometimes offers items for sale in the retail store that are also featured on, or related to, the restaurant menu, such as pies or cornbread and pancake mixes. The Company believes that Cracker Barrel achieves high retail (over $470 of retail selling space annually) sales per square foot both by offering interesting merchandise and by having a significant source of retail customers from the high volume of restaurant customers, an average of over 8,000 per week in a typical store. More than 99% of sales in the retail shop are to customers who also are guests in the restaurant.

Product Development and Merchandising: Cracker Barrel maintains a product development department, which develops new and improved menu items in response either to shifts in customer preferences or to create customer interest. Cracker Barrel merchandising specialists are involved on a continuing basis in selecting and positioning merchandise in the retail shop with an overall nostalgic theme targeted to appeal to travelers. Cracker Barrel introduced the first editions of the proprietary "American Music Legends" series of CD's featuring music stars from Elvis, to Patsy Cline, to Louis Armstrong and other music celebrities in the spring of 2004. This new introduction is in addition to its existing first editions of proprietary "Heritage Music" CDs featuring various styles of traditional American music from bluegrass, to blues, to Cajun, to gospel and other styles. Management believes that Cracker Barrel has adequate flexibility to meet future shifts in consumer preference on a timely basis, although there can be no assurance that all of its merchandise selections will be successful. Coordinated seasonal promotions are used regularly in the restaurants and retail shops.

Store Management and Quality Controls: Cracker Barrel store management typically consists of a general manager, four associate managers and a retail manager, who are responsible for an average of 107 employees on two shifts. The relative complexity of operating a Cracker Barrel store requires an effective management team at the individual store level. As a motivation to store managers to improve sales and operational performance, Cracker Barrel maintains a bonus plan designed to provide store management with an opportunity to share in the profits of their store. Additionally, Cracker Barrel has a supplemental bonus plan, providing managers an opportunity to earn additional bonus amounts based on achieving specific operational targets. To assure that individual stores are operated at a high level of quality, Cracker Barrel emphasizes the selection and training of store managers. It also employs district managers to support individual store managers and regional vice presidents to support individual district managers. Each district manager's individual span of control typically is seven to eight individual restaurants, and regional vice presidents support eight to ten district managers. Each store is assigned to both a restaurant and a retail district manager and each district is assigned to both a restaurant and a retail regional vice president. The various levels of restaurant and retail management work closely together.

The store management recruiting and training program begins with an evaluation and screening process. In addition to multiple interviews and background and experience verification, Cracker Barrel conducts testing designed to identify those applicants most likely to be best suited to manage store operations. Those candidates who successfully pass this screening process are then required to complete an 11-week training program consisting of eight weeks of in-store training and three weeks of training at Cracker Barrel's corporate facilities. This program allows new managers the opportunity to become familiar with Cracker Barrel operations, culture, management objectives, controls and evaluation criteria before assuming management responsibility. Cracker Barrel provides its managers and hourly employees with ongoing training through its various development courses taught through a blended learning approach, including hands-on training, written and Internet-based training. During 2004, the Company completed installing training computers in all stores and fully implemented the Internet-based computer-assisted instruction program used to train both hourly and management staff consistently at all locations. Additionally, each store has an employee training coordinator who is dedicated to training hourly employees in the store through the various training methods mentioned above.

Purchasing and Distribution: Cracker Barrel negotiates directly with food vendors as to specification, price and other material terms of most food purchases. Cracker Barrel is a party to a prime vendor contract with an unaffiliated distributor with custom distribution centers in Lebanon, Tennessee; McKinney, Texas; Gainesville, Florida; Elkton, Maryland; and Ft. Mill, South Carolina. In June 2003 this vendor's contract was renewed through 2007 with no price increase from 2002 pricing until 2005. The contract does provide for fuel cost adjustments under certain conditions. The contract will remain in effect until both parties mutually modify it in writing or until terminated by either Cracker Barrel or the distributor upon 180 days written notice to the other party. Cracker Barrel purchases the majority of its food products and restaurant supplies on a cost-plus basis through its unaffiliated distributor. The distributor is responsible for placing food orders and warehousing and delivering food products to Cracker Barrel's stores. Deliveries generally are made once per week to the individual stores. Certain perishable food items are purchased locally by Cracker Barrel stores.

Four food categories (dairy, including eggs, beef, pork and poultry) account for the largest shares of Cracker Barrel's food purchasing expense at approximately 15%, 14%, 13% and 11%, respectively, but each category does include several individual items. The single food item within these categories accounting for the largest share of Cracker Barrel's food purchasing expense was chicken tenderloin at approximately 7% of food purchases in 2004. Cracker Barrel presently purchases its beef through six vendors, pork through eight vendors, and poultry through eight vendors. Cracker Barrel purchases its chicken tenderloin through two vendors. Dairy and eggs are purchased through numerous vendors including local vendors. Should any food items from these vendors become unavailable, management believes that these food items could be obtained in sufficient quantities from other sources at competitive prices.

The majority of retail items (approximately 69% in 2004) are centrally purchased directly by Cracker Barrel from domestic and international vendors and warehoused at the Company's owned Lebanon distribution center. Approximately 35% of Cracker Barrel's retail purchases in 2004 were directly from the People's Republic of China, and the Company believes that other of its retail merchandise vendors may also make such purchases of items sold to Cracker Barrel. The distribution center fulfills retail item orders generated by Cracker Barrel's automated replenishment system and generally ships the retail orders once a week to the individual stores. Certain retail items, not centrally purchased and warehoused at the distribution center, are drop-shipped directly from Cracker Barrel's vendors to its stores. The distribution center is a 367,200 square foot warehouse facility with 36 foot ceilings and 170 bays, and includes an additional 13,800 square feet of office and maintenance space. The facility originally was built in 1993 and expanded in 1996. On occasion, other facilities have been used for seasonal or temporary storage.

Cost and Inventory Controls: Cracker Barrel's computer systems and various analysis tools are used to evaluate store operating information and provide management with reports to determine if any unusual variances in food costs, labor costs or operating expenses have occurred. Management also monitors individual store restaurant and retail sales on a daily basis and closely monitors sales mix, sales trends, operational costs and inventory levels. The information generated by the computer systems, analysis tools and monitoring processes are used to manage the operations of the store, replenish retail inventory levels and to facilitate retail purchasing decisions. These systems and processes also are used in the development of forecasts, budget analyses, and planning.

Guest Satisfaction: Cracker Barrel is committed to providing its guests a home-style, country-cooked meal, and a variety of retail merchandise served and sold with genuine hospitality in a comfortable environment, in a way that evokes memories of the past. Cracker Barrel's commitment to offering guests a quality experience begins with its employees. Its mission statement, "Pleasing People", means all people, guests and employees alike, and the Company's employees are trained and reinforced on the importance of that mission in a culture of mutual respect. Cracker Barrel also is committed to staffing each store with an experienced management team to ensure attentive guest service and consistent food quality. Through the regular use of guest surveys and store visits by its district managers and regional vice presidents, management receives valuable feedback, which it uses in its ongoing efforts to improve the stores and to demonstrate Cracker Barrel's continuing commitment to pleasing its guests. Cracker Barrel also has for many years had a guest relations call center that takes comments and suggestions from guests and forwards them to operations or other management for information and follow up. Cracker Barrel has public notices in its menus, on its website and posted in its restaurants informing customers and employees about how to contact Cracker Barrel by Internet or toll-free telephone number with questions, complaints or concerns regarding services or products. Cracker Barrel conducts training in how to gather information and investigate and resolve all customer concerns. This is accompanied by comprehensive training for all store employees on Cracker Barrel's public accommodations policy and its commitment to "pleasing people." In fiscal year 2005, the Company will implement an anonymous, unannounced, third-party store testing program, to ensure compliance with its guest satisfaction policies and commitments. In 2005, Cracker Barrel intends to introduce an improved interactive voice response ("IVR") system to monitor all stores on a monthly basis. Cracker Barrel has used an IVR system in the past to monitor the performance of new restaurants and to provide insight into the performance of poorer performing stores. The use of the IVR system will be extended to provide information in a highly objective and consistent manner in order for management to take appropriate action.

Marketing: Outdoor advertising (i.e., billboards and state department of transportation signs) is the primary advertising medium utilized to reach consumers in the primary trade area for each Cracker Barrel store and also to reach interstate travelers and tourists. Outdoor advertising accounted for approximately 60% of advertising expenditures, with approximately 1,730 billboards as of the end of 2004, of which 230 billboards were gratis to help celebrate the Company's 35th anniversary. In recent years Cracker Barrel has utilized other types of media, such as radio and print, in its core markets to maintain customer awareness, and outside of its core markets to increase name awareness and to build brand loyalty. Cracker Barrel defines its core markets based on geographic location, longevity in the market and name awareness in each market. Cracker Barrel plans to maintain its overall advertising spending at approximately 2% of Cracker Barrel's revenues in 2005, as it has since 2000. Outdoor advertising should continue to represent approximately 60% of advertising expenditures in 2005. New store locations generally are not advertised in the media until several weeks after they have been opened in order to give the staff time to adjust to local customer habits and traffic volume, after which time a full marketing plan may be implemented.

Logan's Roadhouse

Store Format: Logan's restaurants generally are constructed of rough-hewn cedar siding in combination with bands of corrugated metal outlined in red neon. Interiors are decorated with murals and other artifacts depicting scenes or billboard advertisements reminiscent of American roadhouses of the 1930s and 1940s, concrete and wooden planked floors and neon signs. The lively, upbeat, friendly, relaxed atmosphere seeks to appeal to families, couples, single adults and business persons. The restaurants feature display cooking and an old-fashioned meat counter displaying ribs and hand-cut USDA choice steaks, and also include a spacious, comfortable bar area. While dining or waiting for a table, guests may eat complimentary roasted in-shell peanuts and toss the shells on the floor. In the waiting area they also may watch as cooks prepare steaks and other entrees on gas-fired mesquite grills. Many of the restaurants feature a complimentary Wurlitzer(R) jukebox in the waiting or bar area. All of these features are intended to emphasize a relaxed, roadhouse-type environment. Logan's is in the process of developing and designing a new prototype restaurant that it expects to test with an opening in late 2005 or early 2006 and regularly sometime thereafter.

Products: Logan's restaurants offer a wide variety of items designed to appeal to a broad range of consumer tastes. Specialty appetizers include hot wings "Roadhouse-style", baby back rib baskets and "Roadhouse" nachos. The Logan's dinner menu features an assortment of specially seasoned USDA choice steaks, extra-aged, and cut by hand on premises. Guests also may choose from slow-cooked baby back ribs, seafood, mesquite-grilled shrimp, mesquite-grilled pork chops, grilled chicken and an assortment of hamburgers, salads and sandwiches. All dinner entrees include dinner salad, made-from-scratch yeast rolls and a choice of brown sugar and cinnamon sweet potato, baked potato, mashed potatoes, steamed vegetables, fries or other side items at no additional cost. Less than 9% of Logan's net sales in 2004 were from alcoholic beverages. In 2004, Logan's introduced a happy hour in most of its restaurants to increase the incidence of alcohol sales. The happy hour was introduced with continued emphasis on responsible alcohol service through training and operational standards. Logan's express lunch menu provides specially priced items to be served in less than 15 minutes. All lunch salads are served with made-from-scratch yeast rolls, and all lunch sandwiches are served with home-style potato chips at no additional cost. In 2004, lunch and dinner accounted for approximately 35% and 65% of Logan's sales, respectively. Prices range from $4.99 to $8.99 for lunch items and from $5.59 to $18.99 for dinner entrees. Logan's generally targets to achieve value parity or advantage relative to key competitors, especially on comparable menu items. The average check per customer for 2004 was $11.85, including alcoholic beverages. A price increase of 0.2% was instituted on September 15, 2003, which affected only soft drinks. An increase of 0.5% was instituted on October 27, 2003 and an increase of 2.3% was also instituted on May 3, 2004.

Product Development: In 2004, Logan's hired its first full-time senior director of food and beverage development to increase its focus on enhancing and developing the brand through improved and appealing product offerings. Logan's tests various new products in an effort to obtain the highest quality products possible and to be responsive to changing customer tastes. In order to maximize operating efficiencies and provide the freshest ingredients for its food products, purchasing decisions are made by Logan's corporate management. Management believes that Logan's has adequate flexibility to meet future shifts in consumer preference on a timely basis.

Restaurant Management and Quality Controls: Logan's restaurant management typically consists of a general manager, one kitchen manager and three to four assistant managers who are responsible for approximately 78 hourly employees. Each restaurant employs a skilled meat-cutter to cut steaks from USDA choice beef. The general manager of each restaurant is responsible for the day-to-day operations of the restaurant, including maintaining high standards of quality and performance established by Logan's corporate management. The relative complexity of operating a Logan's restaurant requires an effective management team at the individual restaurant level. As a motivation to restaurant managers to increase revenues and operational performance, Logan's maintains a bonus plan that rewards managers for achieving sales and profit targets as well as key operating cost measures. Logan's expects to increase the emphasis on overall financial performance for its managers in 2005. Logan's restaurant management teams typically are comprised of one to two persons who were promoted into management positions from non-management positions and two to three managers with previous management experience. To assure that individual restaurants are operated at high standards of quality, Logan's has regional managers to support individual restaurant managers and three regional vice presidents and a senior vice president of operations to support individual regional managers. Each regional manager supports 4 to 6 individual restaurants, and each regional vice president supports 7 to 8 regional managers. Through regular visits to the restaurants, the senior vice president of operations, the regional vice presidents, the regional managers and other senior management ensure that the Logan's concept, strategy and standards of quality are being adhered to in all aspects of restaurant operations.

Logan's requires that its restaurant managers have significant experience in the full-service restaurant industry. All new managers are required to complete a comprehensive ten-week training course. This course is comprised of eight weeks of training at a Logan's restaurant and two weeks of classroom training conducted at the Logan's training facility in Nashville. The entire course emphasizes the Logan's operating strategy, procedures and standards. Logan's also has a specialized training program required for managers and hourly service employees on responsible alcohol service.

Purchasing and Distribution: Logan's strives to obtain consistent quality items at competitive prices from reliable sources. Logan's negotiates directly with food vendors as to specifications, price and other material terms of most food purchases. Where applicable, Logan's works with the purchasing function at Cracker Barrel to seek possible synergies from combined activities. Logan's purchases the majority of its food products and restaurant supplies on a cost-plus basis through the same unaffiliated distributor that is used by Cracker Barrel. The distributor is responsible for placing food orders and warehousing and delivering food products for Logan's restaurants. Certain perishable food items are purchased locally by the restaurants.

The single food item accounting for the largest share (approximately 35%) of Logan's food cost is beef. Steaks are hand-cut on the premises, in contrast to many in the restaurant industry that purchase pre-portioned steaks. Logan's presently purchases its beef through one supply contract. Should any beef items from this supplier become unavailable for any reason, management believes that such items could be obtained in sufficient quantities from other sources at competitive prices.

Cost and Inventory Controls: Management closely monitors sales, product costs and labor at each of its restaurants. Daily sales and weekly restaurant operating results are analyzed by management to detect trends at each location, and negative trends are addressed promptly. Financial controls are maintained through management of an accounting and information management system that is implemented at the restaurant level. Administrative and management staff prepares daily reports of sales, labor and customer counts. On a weekly basis, condensed operating statements are compiled by the accounting department and provide management a detailed analysis of sales, product and labor costs, with a comparison to budget and prior year performance. These systems also are used in the development of budget analyses and planning.

Guest Satisfaction: Logan's is committed to providing its guests prompt, friendly, efficient service, keeping table-to-server ratios low and staffing each restaurant with an experienced management team to ensure attentive guest service and consistent food quality. Through the regular use of marketing research, guest feedback to the managers while in the restaurant and an outsourced "secret shoppers" program, management receives valuable feedback, which it uses to improve restaurants and demonstrate a continuing interest in guest satisfaction. Management frequently evaluates new technology and advanced methods of studying and enhancing guest satisfaction on an ongoing basis.

Marketing: Logan's employs an advertising and marketing strategy designed to establish and maintain a high level of name recognition and to attract new customers. Logan's primarily uses radio advertising in selected markets. Management's goal is to develop a greater number of restaurants in certain markets to support and enhance the cost-efficient use of television, radio and outdoor advertising. In past years Logan's has spent approximately 1.3% to 1.4% of revenues on advertising and expects to do so in 2005 even though it only spent 0.5% in 2004. With changes in Logan's management during 2004 and the resulting refocus of management priorities on improving the brand and clarifying the media message, Logan's accordingly reduced its advertising spending. Logan's also engages in a variety of promotional activities, such as contributing time, money and complimentary meals to charitable, civic and cultural programs, in order to increase public awareness of Logan's restaurants. Logan's also has certain relationships with the National Football League's Tennessee Titans, including two concession facilities (named "Logan's Landing") inside the Nashville, Tennessee Coliseum and various promotions during and around the games as well as other events, such as home football games for Tennessee State University. Additionally, Logan's roasted in-shell peanuts are sold at the Gaylord Entertainment Center, home of the Nashville Predators of the National Hockey League.

Franchising: Prior to the Company acquiring Logan's Roadhouse, Inc., Logan's entered into certain area development agreements and accompanying franchise agreements. Two franchisees operate 20 Logan's restaurants in 4 states, and have rights under the existing agreements, subject to development terms, conditions and timing requirements, to open up to 18 additional locations in those same states plus parts of Oregon. Certain of the agreements provide for the possible acquisition of the franchise locations by Logan's under specified terms. Management is not currently planning any other franchising opportunities in the near future beyond the current development agreements, although Logan's believes additional franchising could become an opportunity in the future. Logan's offers no financing, financial guarantees or other financial assistance to its franchisees and has no ownership interest in any franchisee properties or assets.

UNIT DEVELOPMENT

Cracker Barrel opened 24 new stores in 2004. Cracker Barrel plans to open 25 new stores during 2005, two of which already are open as of September 28, 2004.

Logan's opened 11 new company-operated restaurants and four franchised restaurants in 2004. Logan's plans to open 18 new company-operated restaurants and five franchised restaurants during 2005. Six of the planned company-operated restaurants already are open as of September 28, 2004.

Of the 506 Cracker Barrel stores open as of September 28, 2004, the Company owns 365, while the other 141 properties are either ground leases or ground and building leases. The current Cracker Barrel store prototype is approximately 10,000 square feet including approximately 2,200 square feet in the retail selling space. The prototype has 194 seats in the restaurant.

Of the 133 Logan's restaurants open as of September 28, 2004, 20 are franchised restaurants. Of the remaining 113 Logan's restaurants, 58 are owned and 55 are ground leases. The current Logan's restaurant prototype is approximately 8,023 square feet with 286 seats, including 24 seats at the bar. Logan's is in the process of developing and designing a new prototype restaurant that it expects to test with an opening in late 2005 or early 2006 and regularly sometime thereafter.

EMPLOYEES

As of July 30, 2004, CBRL Group, Inc. employed 30 people, of whom 12 were in advisory and supervisory capacities and 7 were officers of the Company. Cracker Barrel employed approximately 60,000 people, of whom 463 were in advisory and supervisory capacities, 3,033 were in store management positions and 36 were officers. Logan's employed approximately 9,200 people, of whom 79 were in advisory and supervisory capacities, 603 were in restaurant management positions and 6 were officers. Many of the restaurant personnel are employed on a part-time basis. Competition for and availability of qualified new employees has always been difficult, contributing to increases in store labor expenses, but general economic and labor market conditions have been relatively soft in recent quarters, contributing to less wage pressure than in prior years. None of the employees of the Company or its subsidiaries are represented by any union, and management considers its employee relations to be good.

COMPETITION

The restaurant business is highly competitive and often is affected by changes in the taste and eating habits of the public, local and national economic conditions affecting spending habits, and population and traffic patterns. Restaurant industry segments overlap and often provide competition for widely diverse restaurant concepts. In exceptionally good economic times, consumers can be expected to patronize a broader range of restaurants and the breadth of competition at different restaurant segments is likewise increased. The principal basis of competition in the industry is the quality, variety and price of the food products offered. Site selection, quality and speed of service, advertising and the attractiveness of facilities are also important.

There are many restaurant companies catering to the public, some of which are substantially larger and have greater financial and marketing resources than those of either Cracker Barrel or Logan's, and which compete directly and indirectly in all areas in which either Cracker Barrel or Logan's operates.

TRADEMARKS

Cracker Barrel and Logan's deem the trademarks owned by them or their affiliates to be of substantial value. Their policy is to obtain federal registration of their trademarks and other intellectual property whenever possible and to pursue vigorously any infringement of trademarks.

RESEARCH AND DEVELOPMENT

While research and development are important to the Company, these expenditures have not been material due to the nature of the restaurant and retail industry.

SEASONAL ASPECTS

Historically the profits of the Company have been lower in the first three fiscal quarters and highest in the fourth fiscal quarter, which includes much of the summer vacation and travel season. Management attributes these variations primarily to the increase in interstate tourist traffic and propensity to dine out during the summer months, whereas after the school year begins and as the winter months approach, there is a decrease in interstate tourist traffic and less of a tendency to dine out due to inclement weather. The Company's retail sales historically have been highest in the Company's second fiscal quarter, which includes the Christmas holiday shopping season.

SEGMENT REPORTING

The Company has one reportable segment. See Notes 3 and 9 to the consolidated financial statements contained in the 2004 Annual Report incorporated by reference in Part II of this 2004 Form 10-K/A for more information on segment reporting.

WORKING CAPITAL

In the restaurant industry, substantially all sales transactions occur either in cash or by third-party credit card. Like most other restaurant companies, the Company is able to, and may often, operate with a working capital deficit. Restaurant inventories purchased through the Company's principal food distributor now are on terms of net zero days, while restaurant inventories purchased locally generally are financed through normal trade credit. Because of its retail operations, which have a lower product turnover than the restaurant business, the Company carries larger inventories than many other companies in the restaurant industry. Retail inventories purchased domestically generally are financed from normal trade credit, while imported retail inventories generally are purchased through letters of credit and wire transfers. These various trade terms are aided by rapid product turnover of the restaurant inventory. Employee compensation and benefits payable generally may be related to weekly, bi-weekly or semi-monthly pay cycles, and many other operating expenses have normal trade terms.

ITEM 2. PROPERTIES

The Company's corporate headquarters are located on approximately 10 acres of land owned by Cracker Barrel in Lebanon, Tennessee. The Company utilizes 10,000 square feet of office space for its corporate headquarters.

The Cracker Barrel corporate headquarters and warehouse facilities are located on approximately 120 acres of land owned by Cracker Barrel in Lebanon, Tennessee. Cracker Barrel utilizes approximately 110,000 square feet of office space for its corporate headquarters and decorative fixtures warehouse. Cracker Barrel also utilizes 367,200 square feet of warehouse facilities and an additional 13,800 square feet of office and maintenance space for its retail distribution center.

The Logan's corporate headquarters and training facility are located in approximately 25,000 and 6,000 square feet, respectively, in Nashville, Tennessee, under two leases, both of which expire on April 1, 2010.

Cracker Barrel owns and operates a motel in Lebanon, Tennessee which is used for housing its management trainees when they are in the classroom portion of their training, and which also serves the general public.

In addition to the various corporate facilities, 33 properties owned or leased for future development, motel, and 6 parcels of excess real property and improvements including one leased property, which the Company intends to dispose of, Cracker Barrel and Logan's own or lease the following store properties as of September 28, 2004:

State	Cracker Barrel		Logan's		Combined	
	Owned	Leased	Owned	Leased	Owned	Leased
Tennessee	33	12	12	4	45	16
Florida	39	11	4	2	43	13
Texas	23	4	9	11	32	15
Georgia	26	8	7	3	33	11
Indiana	20	5	6	4	26	9
Ohio	22	9	1	2	23	11
Alabama	14	8	6	5	20	13
Kentucky	17	9	-	5	17	14
Michigan	14	3	2	10	16	13
North Carolina	20	7	-	-	20	7
Virginia	15	3	6	1	21	4
Illinois	21	1	-	-	21	1
Pennsylvania	8	10	-	-	8	10
South Carolina	11	6	-	-	11	6
Missouri	12	3	-	1	12	4
Mississippi	8	3	1	3	9	6
Louisiana	7	2	3	2	10	4
Arkansas	4	6	1	1	5	7
Arizona	2	7	-	-	2	7
West Virginia	3	5	-	1	3	6
New York	7	1	-	-	7	1
New Jersey	2	4	-	-	2	4
Oklahoma	4	2	-	-	4	2
Kansas	4	1	-	-	4	1
Wisconsin	5	-	-	-	5	-
Colorado	3	1	-	-	3	1
Massachusetts	-	4	-	-	-	4
Maryland	3	1	-	-	3	1
Iowa	3	-	-	-	3	-
New Mexico	2	1	-	-	2	1
Utah	3	-	-	-	3	-
Connecticut	1	1	-	-	1	1
Minnesota	2	-	-	-	2	-
Montana	2	-	-	-	2	-
Nebraska	1	1	-	-	1	1
Delaware	-	1	-	-	-	1
Idaho	1	-	-	-	1	-
New Hampshire	1	-	-	-	1	-
North Dakota	1	-	-	-	1	-
Rhode Island	-	1	-	-	-	1
South Dakota	1	-	-	-	1	-
Total	365	141	58	55	423	196

See "Business-Operations" and "Business-Expansion" in Item I of this 2004 Form 10-K/A for additional information on the Company's and its subsidiaries' properties.

ITEM 3. LEGAL PROCEEDINGS

Part I, Item 3 of the 2003 Form 10-K is incorporated herein by this reference.

Part II, Item 1 of the Company's Quarterly Report on Form 10-Q for the quarter ended October 31, 2003 and filed with the SEC on December 5, 2003 is incorporated herein by this reference.

Part II, Item 1 of the Company's Quarterly Report on Form 10-Q for the quarter ended January 30, 2004 and filed with the SEC on March 5, 2004 is incorporated herein by this reference.

Part II, Item 1 of the Company's Quarterly Report on Form 10-Q for the quarter ended April 30, 2004 and filed with the SEC on June 2, 2004 is incorporated herein by this reference.

Item 7.01 of the Company's Current Report on Form 8-K filed with the Commission on September 9, 2004 is incorporated herein by this reference.

See also Note 10 to the Company's Consolidated Financial Statements filed or incorporated by reference into Part II, Item 8 of this Annual Report on Form 10-K/A, which also is incorporated herein by this reference.

ITEM 4. SUBMISSION OF MATTERS TO A VOTE OF SECURITY HOLDERS

Not applicable.

Pursuant to Instruction 3 to Item 401(b) of Regulation S-K and General Instruction G(3), the following information is included in Part I of this 2004 Form 10-K/A.

Executive Officers of the Registrant

The following table sets forth certain information concerning the executive officers of the Company, as of September 28, 2004:

Name	Age	Position with Registrant
Dan W. Evins	69	Chairman of the Board
Michael A. Woodhouse	59	President & Chief Executive Officer
Lawrence E. White	54	Senior Vice President, Finance & Chief Financial Officer
James F. Blackstock	57	Senior Vice President, General Counsel and Secretary
Norman J. Hill	62	Senior Vice President, Human Resources
Patrick A. Scruggs	40	Vice President, Accounting and Tax, & Chief Accounting Officer
Donald M. Turner	56	President and Chief Operating Officer of Cracker Barrel Old Country Store, Inc.
Cyril J. Taylor	50	Executive Vice President of Cracker Barrel Old Country Store, Inc.
David L. Gilbert	47	Chief Administrative Officer of Cracker Barrel Old Country Store, Inc.
G. Thomas Vogel	40	President and Chief Operating Officer of Logan's Roadhouse, Inc.

The following information summarizes the business experience of each executive officer of the Company for at least the past five years:

Prior to his employment with the Company in January 1999, Mr. Evins was Chairman of the Board and Chief Executive Officer ("CEO") of Cracker Barrel since its founding in 1969. He continued to serve as CEO of Cracker Barrel until August 2001. Mr. Evins has 35 years of experience in the restaurant and retail industries.

Prior to his employment with the Company in January 1999, Mr. Woodhouse was Senior Vice President of Finance and Chief Financial Officer ("CFO") of Cracker Barrel since December 1995. Mr. Woodhouse served the Company as Senior Vice President of Finance and CFO from January 1999 to July 1999, as Executive Vice President and Chief Operating Officer ("COO") from August 1999 until July 2000 and then as President and COO from August 2000 until July 2001 when he assumed his current positions. Mr. Woodhouse has 20 years of experience in the restaurant industry and 12 years of experience in the retail industry.

Prior to his employment with the Company in September 1999, Mr. White was Executive Vice President and Chief Financial Officer of Boston Chicken, Inc. from 1998 to 1999, where he was part of a new management team brought in for an operational and financial turnaround. Mr. White has 17 years of experience in the restaurant industry and 5 years of experience in the retail industry.

Mr. Blackstock served the Company as Vice President, General Counsel and Secretary from January 1999 to February 2000 when he was promoted to Senior Vice President. Prior to his employment with the Company in January 1999, Mr. Blackstock was Vice President, General Counsel and Secretary of Cracker Barrel from June 1997 until January 1999. Mr. Blackstock has 11 years of experience in the restaurant and retail industries.

Prior to his employment with the Company in January 2002, Mr. Hill was Senior Vice President of Human Resources for Cracker Barrel from October 1996. Mr. Hill has 25 years of experience in the restaurant industry and 8 years of experience in the retail industry.

Prior to his employment with the Company in January 1999, Mr. Scruggs was employed by Cracker Barrel since April 1989. Mr. Scruggs has served as Assistant Treasurer of Cracker Barrel since August 1993. Mr. Scruggs has 15 years of experience in the restaurant and retail industries.

Mr. Turner returned to Cracker Barrel in December 1999, serving as Executive Vice President and Chief Operations Officer until his promotion to President and Chief Operating Officer in August 2001. Prior to his return to Cracker Barrel in November 1999, Mr. Turner was retired. Mr. Turner retired from Cracker Barrel as Senior Vice President and Chief Operations Officer in 1993, prior to which he served in various capacities since 1976. Mr. Turner has 23 years of experience in the restaurant industry and 25 years of experience in the retail industry.

Mr. Taylor started his career with Cracker Barrel in 1978 as a Restaurant Management Trainee and has regularly been promoted to positions of increasing responsibility and authority, becoming Senior Vice President of Operations in July of 2003. Prior to becoming Senior Vice President of Operations, Mr. Taylor was Senior Vice President of Restaurant Operations from August of 2002 to July of 2003, Divisional Vice President of Restaurant Operations from August of 2000 to July of 2002 and Vice President of Operations Administration from August 1999 to July 2000. Mr. Taylor has 26 years of experience in the restaurant and retail industries.

Prior to his employment with Cracker Barrel in July 2001, Mr. Gilbert was employed by Shoney's Inc. as its Executive Vice President and Chief Administrative Officer from January 1999 to July 2001 and its Senior Vice President of Real Estate from January 1998 to January 1999. Mr. Gilbert has 26 years of experience in the restaurant industry and 3 years of experience in the retail industry.

Prior to his employment with Logan's in August 2003, Mr. Vogel was with Darden Restaurants Inc., since August 1991 serving in various capacities for its Red Lobster concept, including Senior Vice President of Operations, West/Southeast Divisions from June 1999 to August 2003, Vice President of Food and Beverage from November 1997 to June 1999, and Concept Development Director from March 1995 to November 1997. Mr. Vogel has 18 years of experience in the restaurant industry.

PART II

ITEM 5. MARKET FOR REGISTRANT'S COMMON EQUITY, RELATED STOCKHOLDER MATTERS AND ISSUER PURCHASES OF EQUITY SECURITIES

The Company's Common Stock is traded on The Nasdaq Stock Market (National Market System) ("Nasdaq") under the symbol CBRL. There were 14,128 shareholders of record as of September 24, 2004.

The table "Market Price and Dividend Information" contained in the 2004 Annual Report is incorporated herein by this reference. Item 12 of this 2004 Form 10-K/A is incorporated in this Item of this Report by this reference.

During the fourth quarter of the year ended July 30, 2004, the Company did not acquire any of its own equity securities.

On May 28, 2004, the Company announced a 2,000,000 share common stock repurchase program with no expiration date. As of July 30, 2004 the Company had open authorizations to repurchase 2,892,000 shares.

ITEM 6. SELECTED FINANCIAL DATA

The table "Selected Financial Data," contained in the Exhibit 99 to this Report, is incorporated into this Item of this Report by this reference.

ITEM 7. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

"Management's Discussion and Analysis of Financial Condition and Results of Operations," contained in Exhibit 99 to this Report, is incorporated into this Item of this Report by this reference.

ITEM 7A. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK.

"Management's Discussion and Analysis of Financial Condition and Results of Operations," contained in Exhibit 99 to this Report, is incorporated into this Item of this Report by this reference.

ITEM 8. FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA

The Consolidated Financial Statements (and related footnotes) and Report of Independent Registered Public Accounting Firm, contained in Exhibit 99 to this Report, are incorporated into this Item of this Report by this reference.

See Quarterly Financial Data (Unaudited) in Note 13 to the Consolidated Financial Statements.

ITEM 9. CHANGES IN AND DISAGREEMENTS WITH ACCOUNTANTS ON ACCOUNTING AND FINANCIAL DISCLOSURE

None.

ITEM 9A. CONTROLS AND PROCEDURES

The Company's management, with the participation of its principal executive and financial officers, including the Chief Executive Officer and the Chief Financial Officer, evaluated the effectiveness of the Company's disclosure controls and procedures (as defined in Rule 13a-15(e) promulgated under the Exchange Act). Based upon this evaluation, the Chief Executive Officer and the Chief Financial Officer concluded that as of July 30, 2004, the Company's disclosure controls and procedures were effective for the purposes set forth in the definition thereof in Exchange Act Rule 13a-15(e).

There have been no significant changes during the quarter ended July 30, 2004 in the Company's internal controls over financial reporting (as defined in Exchange Act Rule 13a-15(f)) that have materially affected, or are reasonably likely to materially affect, the Company's internal controls over financial reporting.

On February 17, 2005, the Company announced that it was restating certain prior financial results because of changes it made in the way it accounted for leases. The decision to restate was made following a review of its accounting policies that was prompted by views expressed on February 7, 2005 by the staff of the SEC (and similar restatements by numerous other companies in the restaurant, retail and other industries) that indicated that the manner in which the Company had been accounting for leases needed to be corrected (see also Note 2 to the Consolidated Financial Statements). Prior to the Company's review, the Company believed that such accounting was consistent with generally accepted accounting principles. Some companies have indicated that such a change in accounting and resulting restatement is a material weakness in disclosure controls and procedures or in internal controls over financial reporting. The Company does not believe this to have been the case in its situation as of July 30, 2004, and the effects of the restatement were not material to the Company's financial position or the results of operations for any prior annual or quarterly period. The Company has discussed its conclusion with its independent registered public accounting firm. However, the Company is discussing the restatement in question in this Part I, Item 9A of this Annual Report out of an abundance of caution.

ITEM 9B. OTHER INFORMATION

None.

PART III

ITEM 10. DIRECTORS AND EXECUTIVE OFFICERS OF THE REGISTRANT

The information required by this Item with respect to directors of the Company is incorporated into this Item of this Report by this reference to the section entitled "Proposal 1: Election of Directors" in the 2004 Proxy Statement. The information required by this Item with respect to executive officers of the Company is set forth in Part I of this 2004 on Form 10-K/A.

ITEM 11. EXECUTIVE COMPENSATION

The information required by this Item is incorporated into this Item of this Report by this reference to the sections entitled "Board of Directors and Committees" and "Executive Compensation" in the 2004 Proxy Statement. The matters labeled "Report of the Compensation and Stock Option Committee" and "Shareholder Return Performance Graph" are not, and shall not be deemed to be, incorporated by reference into this 2004 Form 10-K/A.

ITEM 12. SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT

The information required by this Item is incorporated into this Item of this Report by this reference to the sections entitled "Stock Ownership of Management and Certain Beneficial Owners" and "Equity Compensation Plan Information" in the 2004 Proxy Statement.

ITEM 13. CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS

The information required by this Item is incorporated into this Item of this Report by this reference to the section entitled "Certain Transactions" in the 2004 Proxy Statement.

ITEM 14. PRINCIPAL ACCOUNTANT FEES AND SERVICES

The information required by this Item is incorporated into this Item of this Report by this reference to the sections entitled "Fees Paid to Auditors" and "What is the Audit Committee's pre-approval policy and procedure with respect to audit and non-audit services provided by our auditors?" in the 2004 Proxy Statement. The remainder of the section entitled "Audit Committee Report" is not, and shall not be deemed to be, incorporated by reference into this 2004 Form 10-K/A.

PART IV

ITEM 15. EXHIBITS AND FINANCIAL STATEMENT SCHEDULES

(a) List of documents filed as part of this report:

1. The following Consolidated Financial Statements (as restated) and the Report of Independent Registered Public Accounting Firm of Deloitte & Touche LLP are included within Exhibit 99 to this 2004 Form 10-K/A and are incorporated into this Item of this Report by this reference:

   Report of Independent Registered Public Accounting Firm dated September 23, 2004 (March 31, 2005 as to the effects of the restatement discussed in Note 2)

   Consolidated Balance Sheet (As Restated) as of July 30, 2004 and August 1, 2003

   Consolidated Statement of Income (As Restated) for each of the three fiscal years ended July 30, 2004, August 1, 2003 and August 2, 2002

   Consolidated Statement of Changes in Shareholders' Equity (As Restated) for each of the three fiscal years ended July 30, 2004, August 1, 2003 and August 2, 2002

   Consolidated Statement of Cash Flows (As Restated) for each of the three fiscal years ended July 30, 2004, August 1, 2003 and August 2, 2002

   Notes to Consolidated Financial Statements

2. All schedules have been omitted since they are either not required or not applicable, or the required information is included in the consolidated financial statements or notes thereto.

3. The exhibits listed in the accompanying Index to Exhibits are filed as part of this Report.

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

CBRL GROUP, INC.

By: /s/Michael A. Woodhouse

Michael A. Woodhouse
Chairman, President and Chief Executive Officer

March 30, 2005

INDEX TO EXHIBITS

Exhibit	
3(I), 4(a)	Charter (1)
3(II), 4(b)	Bylaws (1)
4(c)	Shareholder Rights Agreement dated 9/7/1999 (2)
4(d)	Indenture, dated as of April 3, 2002, among the Company, the Guarantors (as defined therein) and Wachovia Bank, National Association, as trustee, relating to the Company's zero-coupon convertible senior notes (the "LYONs Indenture") (3)
4(e)	Form of Certificate for the Company's zero-coupon convertible senior notes (included in the Indenture filed as Exhibit 4(e) hereof) (3)
4(f)	Form of Guarantee of the Company's zero-coupon convertible senior notes (included in the Indenture filed as Exhibit 4(e) hereof) (3)
4(g)	First amendment, dated June 19, 2002, to the LYONs Indenture
4(h)	Second amendment, dated July 30, 2004, to the LYONs Indenture
4(i),10(a)	Credit Agreement dated 2/21/2003, relating to the $300,000,000 Revolving Credit Facility (4)
10(b)	Lease dated 8/27/1981 for lease of Macon, Georgia store between Cracker Barrel Old Country Store, Inc. and B. F. Lowery, a director of the Company (5)
10(c)	The Company's 1987 Stock Option Plan, as amended (6)
10(d)	The Company's Amended and Restated Stock Option Plan, as amended (7)
10(e)	The Company's 2000 Non-Executive Stock Option Plan (8)
10(f)	The Company's 1989 Non-Employee Director's Stock Option Plan, as amended (9)
10(g)	The Company's Non-Qualified Savings Plan, effective 1/1/1996, as amended (6)
10(h)	The Company's Deferred Compensation Plan, effective 1/1/1994 (5)
10(i)	The Company's 2002 Omnibus Incentive Compensation Plan (10)
10(j)	Executive Employment Agreement executed January 15, 2002 between Dan W. Evins and the Company (3)
10(k)	Executive Employment Agreement executed July 25, 2002 between Michael A. Woodhouse and the Company (8)
10(l)	Change-in-control Agreement for Dan W. Evins dated 10/8/1999 (7)
10(m)	Change-in-control Agreement for Michael A. Woodhouse dated 10/8/1999 (7)
10(n)	Change-in-control Agreement for Lawrence E. White dated 10/8/1999 (7)
10(o)	Change-in-control Agreement for James F. Blackstock dated 10/8/1999 (7)

10(p)	Change-in-control Agreement for Norman J. Hill dated 10/13/1999 (8)
10(q)	Change-in-control Agreement for Donald M. Turner dated 12/6/1999 (11)
10(r)	Change-in-control Agreement for David L. Gilbert dated 10/3/2001 (8)
10(s)	Change-in-control Agreement for George T. Vogel dated October 3, 2003 (10)
10(t)	Change-in-control Agreement for Patrick A. Scruggs dated October 13, 1999 (10)
10(u)	Master Lease dated July 31, 2000 between Country Stores Property I, LLC ("Lessor") and Cracker Barrel Old Country Store, Inc. ("Lessee") for lease of 21 Cracker Barrel Old Country Store(R) sites (12)
10(v)	Master Lease dated July 31, 2000 between Country Stores Property I, LLC ("Lessor") and Cracker Barrel Old Country Store, Inc. ("Lessee") for lease of 9 Cracker Barrel Old Country Store(R) sites*
10(w)	Master Lease dated July 31, 2000 between Country Stores Property II, LLC ("Lessor") and Cracker Barrel Old Country Store, Inc. ("Lessee") for lease of 23 Cracker Barrel Old Country Store(R) sites*
10(x)	Master Lease dated July 31, 2000 between Country Stores Property III, LLC ("Lessor") and Cracker Barrel Old Country Store, Inc. ("Lessee") for lease of 12 Cracker Barrel Old Country Store(R) sites*
10(y)	CBRL Group, Inc. Long-Term Incentive Plan Cover Letter (3)
10(z)	CBRL Group, Inc. Long-Term Incentive Plan (3)
10(aa)	CBRL Group, Inc. Long-Term Incentive Summary Plan Description (3)
21	Subsidiaries of the Registrant (13)
23	Consent of Independent Registered Public Accounting Firm - Deloitte & Touche LLP
31	Rule 13a-14(a)/15d-14(a) Certifications
32	Section 1350 Certifications
99	Information required by Part II, Items 6, 7, 7A and 8 of this Annual Report on Form 10-K/A.

*Document not filed because essentially identical in terms and conditions to Exhibit 10(u).

(1) Incorporated by reference to the Company's Registration Statement on Form S-4/A under the Securities Act of 1933 (File No. 333-62469).

(2) Incorporated by reference to the Company's Forms 8-K and 8-A under the Securities Exchange Act of 1934, filed September 21, 1999 (File No. 000-25225).

(3) Incorporated by reference to the Company's Quarterly Report on Form 10-Q under the Securities Exchange Act of 1934 for the quarterly period ended May 3, 2002 (File No. 000-25225).

(4) Incorporated by reference to the Company's Quarterly Report on Form 10-Q under the Securities Exchange Act of 1934 for the quarterly period ended January 31, 2003 (File No. 000-25225).

(5) Incorporated by reference to the Company's Registration Statement on Form S-7 under the Securities Act of 1933 (File No. 2-74266).

(6) Incorporated by reference to the Company's Registration Statement on Form S-8 under the Securities Act of 1933 (File No. 33-45482).

(7) Incorporated by reference to the Company's Annual Report on Form 10-K under the Securities Exchange Act of 1934 for the fiscal year ended July 30, 1999 (File No. 000-25225).

(8) Incorporated by reference to the Company's Annual Report on Form 10-K under the Securities Exchange Act of 1934 for the fiscal year ended August 2, 2002 (File No. 000-25225).

(9) Incorporated by reference to the Company's Annual Report on Form 10-K under the Securities Exchange Act of 1934 for the fiscal year ended August 2, 1991 (File No. 0-7536).

(10) Incorporated by reference to the Company's Annual Report on Form 10-K under the Securities Exchange Act of 1934 for the fiscal year ended August 1, 2003 (File No. 000-25225).

(11) Incorporated by reference to the Company's Annual Report on Form 10-K under the Securities Exchange Act of 1934 for the fiscal year ended August 3, 2001 (File No. 000-25225).

(12) Incorporated by reference to the Company's Annual Report on Form 10-K under the Securities Exchange Act of 1934 for the fiscal year ended July 28, 2000 (File No. 000-25225).

(13) Incorporated by reference to the Company's Annual Report on Form 10-K under the Securities Exchange Act of 1934 for the fiscal year ended July 30, 2004 (File No. 000-25225).

FIRST SUPPLEMENT TO INDENTURE

THIS FIRST SUPPLEMENT TO INDENTURE, is dated as of June 19, 2002 (the "Supplement"), by and among CBRL Group, Inc., a Tennessee corporation (the "Company"), LRI Gift Card Management Co., a Colorado corporation ("LRI Gift Card Management"), and Wachovia Bank, National Association, as trustee (the "Trustee").

W I T N E S S E T H:

WHEREAS, the Company, the Guarantors (as defined therein) which are party thereto, and the Trustee executed that certain Indenture dated as of April 3, 2002 (the "Indenture"), providing for the issuance of certain Liquid Yield Option(TM) Notes due 2032 (Zero Coupon-Senior) in the principal amount at maturity of up to Four Hundred Twenty-Two Million Fifty Thousand and 00/100 Dollars ($422,050,000) (the "Securities"), all of which currently are issued and outstanding; and

WHEREAS, the Securities are fully guaranteed, on an unsecured senior basis, as to the payment of principal and interest by the Guarantors (as defined in the Indenture); and

WHEREAS, Logan's Roadhouse, Inc., a Tennessee corporation and a Subsidiary (as defined in the Indenture) of the Company, is a Guarantor (as defined in the Indenture) under the Indenture; and

WHEREAS, Logan's Roadhouse, Inc. formed LRI Gift Card Management, a "domestic Subsidiary" (as defined in the Indenture), on June 6, 2002; and

WHEREAS, Section 13.03 of the Indenture provides that any "domestic Subsidiary" (as defined in the Indenture) formed by a Subsidiary (as defined in the Indenture) of the Company must execute and deliver to the Trustee a supplement to the Indenture pursuant to which such "domestic Subsidiary" (as defined in the Indenture) shall guarantee all of the obligations on the Securities; and

WHEREAS, because LRI Gift Card Management must become a Guarantor (as defined in the Indenture) of the Securities in compliance with Section 13.03 of the Indenture, this Supplement is required by the terms of the Indenture; and

WHEREAS, all acts and proceedings necessary have been done to make this Supplement, when executed and delivered by the Company, LRI Gift Card Management and the Trustee, the legal, valid and binding agreement of the Company and LRI Gift Card Management in accordance with its terms;

NOW, THEREFORE, for good and valuable consideration, the sufficiency and receipt of which are hereby acknowledged, the parties, intending to be legally bound, agree as follows:

Section 1. Confirmation of the Indenture; Definitions. Except as amended and supplemented hereby, the Indenture is hereby confirmed and reaffirmed in all respects. Capitalized defined terms not otherwise defined herein shall have the meanings ascribed to them in the Indenture.

Section 2. Guarantee. LRI Gift Card Management does hereby guarantee all of the obligations on the Securities, whether for principal, interest (including contingent interest, and interest accruing after the filing of, or which would have accrued but for the filing of, a petition by or against the Company under Bankruptcy Law, whether or not such interest is allowed as a claim after such filing in any proceeding under such law), if any and other amounts due in connection therewith (including any fees, expenses and indemnities), on a senior unsecured basis on the terms and subject to the limitations set forth in the Indenture as if it were an original party thereto. On and after the date hereof, the obligations of LRI Gift Card Management and the other Guarantors under the Indenture under their respective Guarantees shall be joint and several, and each reference in the Indenture to "Guarantor" shall be deemed to refer to all Guarantors, including, without limitation, LRI Gift Card Management.

Section 3. Effectiveness of Supplement. This Supplement shall become effective immediately upon the execution hereof by the Company, LRI Gift Card Management and the Trustee.

Section 4. Counterparts. This Supplement may be executed in any number of counterparts, each of which so executed shall be deemed to be an original, but all such counterparts shall together constitute but one and the same instrument.

Section 5. Governing Law. This Supplement shall be governed by and construed in accordance with the internal laws of the State of New York.

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IN WITNESS WHEREOF, the parties hereto have caused this Supplement to be duly executed, all as of the date first above written.

ATTEST:	LRI GIFT CARD MANAGEMENT CO.
/s/Mary Sample	By:/s/Peter Kehayes
Name: Mary Sample	Name: Peter Kehayes
Title: Chief Financial Officer, Treasurer and Secretary	Title: President
ATTEST:	WACHOVIA BANK, NATIONAL ASSOCIATION, AS TRUSTEE
/s/Greta Wright	By:/s/Susan K. Baker
Name: Greta Wright	Name: Susan K.Baker
Title: Vice President	Title: Vice President

ATTEST:	CBRL GROUP, INC.
/s/ M. A. Woodhouse	By: /s/J. F. Blackstock
Name: Michael A. Woodhouse	Name: James F. Blackstock
Title: President & CEO	Title: Senior Vice President

SECOND SUPPLEMENT TO INDENTURE

THIS SECOND SUPPLEMENT TO INDENTURE, is dated as of July 30, 2004 (the "Supplement"), by and among CBRL Group, Inc., a Tennessee corporation (the "Company"), CBOCS Merger, Inc., a Tennessee corporation ("CBOCS Merger"), CBOCS Supply, Inc., a Tennessee corporation ("CBOCS Supply"), and Wachovia Bank, National Association, as trustee (the "Trustee").

W I T N E S S E T H:

WHEREAS, the Company, the Guarantors (as defined therein) which are party a thereto, and the Trustee executed that certain Indenture dated as of April 3, 2002, as supplemented by that certain First Supplement to Indenture dated as of June 19, 2002 (as so supplemented, the "Indenture"), providing for the issuance of certain Liquid Yield Option(TM) Notes due 2032 (Zero Coupon-Senior) in the principal amount at maturity of up to Four Hundred Twenty-Two Million Fifty Thousand and No/100 Dollars ($422,050,000) (the "Securities"), all of which currently are issued and outstanding; and

WHEREAS, the Securities are fully guaranteed, on an unsecured senior basis, as to the payment of principal and interest by the Guarantors (as defined in the Indenture); and

WHEREAS, Cracker Barrel Old Country Store, Inc., a Tennessee corporation and a Subsidiary (as defined in the Indenture) of the Company, is a Guarantor (as defined in the Indenture) under the Indenture; and

WHEREAS, Cracker Barrel Old Country Store, Inc. formed CBOCS Supply, Inc., a "domestic Subsidiary" (as defined in the Indenture), on July 23, 2004; and

WHEREAS, CBOCS West, Inc., a Nevada corporation and a Subsidiary (as defined in the Indenture) of the Company, is a Guarantor (as defined in the Indenture) under the Indenture; and

WHEREAS, CBOCS West, Inc. formed CBOCS Merger, Inc., a "domestic Subsidiary" (as defined in the Indenture), on July 26, 2004; and

WHEREAS, Section 13.03 of the Indenture provides that any "domestic Subsidiary" (as defined in the Indenture) formed by a Subsidiary (as defined in the Indenture) of the Company must execute and deliver to the Trustee a supplement to the Indenture pursuant to which such "domestic Subsidiary" (as defined in the Indenture) shall guarantee all of the obligations on the Securities; and

WHEREAS, CBOCS Supply and CBOCS Merger must each become a Guarantor (as defined in the Indenture) of the Securities in compliance with Section 13.03 of the Indenture, this Supplement is required by the terms of the Indenture; and

WHEREAS, all acts and proceedings necessary have been done to make this Supplement, when executed and delivered by the Company, CBOCS Supply, CBOCS Merger and the Trustee, the legal, valid and binding agreement of the Company, CBOCS Supply and CBOCS Merger in accordance with its terms;

NOW, THEREFORE, for good and valuable consideration, the sufficiency and receipt of which are hereby acknowledged, the parties, intending to be legally bound, agree as follows:

Section 1. Confirmation of the Indenture; Definitions. Except as amended and supplemented hereby, the Indenture is hereby confirmed and reaffirmed in all respects. Capitalized defined terms not otherwise defined herein shall have the meanings ascribed to them in the Indenture.

Section 2. Guarantee. CBOCS Supply and CBOCS Merger do each hereby guarantee all of the obligations on the Securities, whether for principal, interest (including contingent interest, and interest accruing after the filing of, or which would have accrued but for the filing of, a petition by or against the Company under Bankruptcy Law, whether or not such interest is allowed as a claim after such filing in any proceeding under such law), if any and other amounts due in connection therewith (including any fees, expenses and indemnities), on a senior unsecured basis on the terms and subject to the limitations set forth in the Indenture as if it were an original party thereto. On and after the date hereof, the obligations of CBOCS Supply and CBOCS Merger and the other Guarantors under the Indenture under their respective Guarantees shall be joint and several, and each reference in the Indenture to "Guarantor" shall be deemed to refer to all Guarantors, including, without limitation, CBOCS Supply and CBOCS Merger.

Section 3. Effectiveness of Supplement. This Supplement shall become effective immediately upon the execution hereof by the Company, CBOCS Supply, CBOCS Merger and the Trustee.

Section 4. Counterparts. This Supplement may be executed in any number of counterparts, each of which so executed shall be deemed to be an original, but all such counterparts shall together constitute but one and the same instrument.

Section 5. Governing Law. This Supplement shall be governed by and construed in accordance with the internal laws of the State of New York.

[The remainder of this page was intentionally left blank.]

IN WITNESS WHEREOF, the parties hereto have caused this Supplement to be duly executed, all as of the date first above written.

ATTEST:	CBOCS SUPPLY, INC.
/s/J.F. Blackstock	By:/s/Patrick A. Scruggs
Name: J.F. Blackstock	Name: Patrick A. Scruggs
Title: General Counsel	Title: Treasurer

ATTEST:	CBOCS MERGER, INC.
/s/J. F. Blackstock	By:Patrick A. Scruggs
Name: J.F. Blackstock	Name:Patrick A. Scruggs
Title: General Counsel	Title:Treasurer

ATTEST:	WACHOVIA BANK, NATIONAL ASSOCIATION, AS TRUSTEE
/s/Myra B. Staggs	By:/s/Caroline R. Oakes
Name: Myra Staggs	Name: Caroline R. Oakes
Title: Assistant Vice President	Title: Vice President

ATTEST:	CBRL GROUP, INC.
/s/ J. F. Blackstock	By:/s/Patrick A. Scruggs
Name: J. F. Blackstock	Name: Patrick A. Scruggs
Title: Sr. VP General Counsel	Title: VP Accounting and Tax

The following selected financial data has been restated to reflect adjustments to the Original Filing that are further discussed in the "Explanatory Note" in the forepart of this Form 10-K/A and in Note 2 to the accompanying consolidated financial statements.

CBRL Group, Inc.
Selected Financial Data

(Dollars in thousands except share data)
For each of the fiscal years ended

	July 30, 2004(c) (As Restated, see Note 2)	August 1, 2003 (As Restated, see Note 2)	August 2, 2002 (As Restated, see Note 2)	August 3, 2001(d)(e)(f) (As Restated)	July28, 2000(g) (As Restated)
Selected Income Statement Data:					
Total revenue	$2,380,947	$2,198,182	$2,071,784	$1,967,998	$1,777,119
Net income	111,885	105,108	90,444	48,550	58,273
Net income per share:					
Basic	2.29	2.13	1.67	0.86	1.01
Diluted	2.23	2.06	1.61	0.85	1.00
Dividends paid per share(a)	$ 0.33	$ 0.02	$ 0.02	$ 0.02	$ 0.01
As Percent of Revenues:					
Cost of goods sold	33.0%	32.0%	32.7%	33.8%	34.6%
Labor and related expenses	37.0	37.3	37.5	37.2	36.3
Other store operating expenses	17.0	17.3	17.1	18.2	16.9
Store operating income	13.0	13.4	12.7	10.8	12.2
General and administrative expenses	5.3	5.6	5.6	5.2	5.4
Operating Income	7.7	7.8	7.1	4.9	6.6
Income before income taxes	7.3	7.4	6.8	4.2	5.3
Memo: Depreciation and amortization	2.7	2.9	3.0	3.3	3.7
Selected Balance Sheet Data:					
Working capital (deficit)	$ (39,195)	$ (66,880)	$ (51,252)	$ (34,701)	$ (23,262)
Total assets	1,435,704	1,327,165	1,264,673	1,213,697	1,335,974
Long-term debt	185,138	186,730	194,476	125,000	292,000
Other Long-term obligations	36,225	30,454	25,992	19,697	11,053
Shareholders' equity	873,336	789,362	778,881	843,340	826,833
Selected Cash Flow Data:					
Cash provided by operating activities	$ 200,365	$ 240,586	$ 196,277	$ 147,859	$ 160,247
Purchase of property and equipment	144,611	120,921	96,692	91,439	138,032
Share repurchases	69,206	166,632	216,834	36,444	21,104
Selected Other Data:					
Common Shares outstanding at end of year	48,769,368	47,872,542	50,272,459	55,026,846	56,668,349
Stores Open at End of Year:					
Cracker Barrel	504	480	457	437	426
Logan's company-operated	107	96	84	75	65
Logan's franchised	20	16	12	8	7
Carmine Giardini's	-	-	-	-	3
Comparable Store Sales(b):					
Average Unit Annual Sales:					
Cracker Barrel restaurant	$ 3,217	$ 3,157	$ 3,150	$ 3,082	$ 2,922
Cracker Barrel retail	988	939	945	946	930
Memo: Cracker Barrel number of stores in comparable base	445	430	414	376	326
Logan's company-operated	$ 3,040	$2,915	$2,959	$3,041	$3,157
Memo: Logan's number of restaurants in comparable base	83	71	59	40	25
Period to period increase (decrease) in comparable store sales:					
Cracker Barrel restaurant	2.0%	0.5 %	5.3%	4.6 %	0.6 %
Cracker Barrel retail	5.3	(0.4)	2.3	1.1	(2.3)
Logan's company-operated	4.8	0.0	2.4	(1.1)	3.2

(a)On September 25, 2003, the Company's Board of Directors (the "Board") adopted a new policy to consider and pay dividends, if declared, on a quarterly basis, initially declared at $0.11 per share per quarter (an annual equivalent of $0.44 per share). During 2004, the Company paid such dividends of $0.11 per share during the second, third and fourth quarters of 2004. On July 29, 2004, the Board declared another dividend of $0.11 per share payable on September 1, 2004 to shareholders of record on August 9, 2004. Additionally, on September 23, 2004, the Board declared a dividend of $0.12 per share payable on November 1, 2004 to shareholders of record on October 8, 2004. This dividend reflects a 9.1% increase from the previous quarterly dividend.
(b)Comparable store sales consist of sales of units open six full quarters at the beginning of the year; and are measured on calendar weeks. Average unit volumes are normalized to 52 weeks for fiscal 2001.
(c)Includes charges of $5,210 before taxes, as a result of settlement of certain lawsuits against the Company's Cracker Barrel Old Country Store, Inc. ("Cracker Barrel") subsidiary (see Note 10 to the Company's Consolidated Financial Statements).
(d)Includes charges of $33,063 before taxes, principally as a result of exiting the Carmine Giardini's Gourmet Market(TM) business and closing four Cracker Barrel units and three Logan's Roadhouse(R) restaurants, as well as an accrual for a settlement proposal for a collective action under the Fair Labor Standards

Act, which was later settled as noted in (b) above.
(e)The Company's fiscal year ended August 3, 2001 consisted of 53 weeks. As a result, comparisons to fiscal 2002 and fiscal 2000 also reflect the impact of having one more week in fiscal 2001 than in fiscal 2002 and fiscal 2000.
(f)Includes a sale-leaseback transaction under which $138,300 of long-term debt was paid down.
(g)Includes charges of $8,592 before taxes, principally as a result of management changes and the resulting refocused operating priorities.

MARKET PRICE AND DIVIDEND INFORMATION

The following table indicates the high and low sales prices of the Company's common stock, as reported by The Nasdaq Stock Market (National Market), and dividends paid.

	Fiscal Year 2004			Fiscal Year 2003		
	Prices			Prices		
Quarter	High	Low	Dividends Paid	High	Low	Dividends Paid
First	$39.02	$32.25	--	$27.95	$19.54	--
Second	42.07	36.61	$.11	32.85	22.35	$.02
Third	41.24	37.09	.11	32.99	24.86	--
Fourth	38.11	30.55	.11	39.95	31.31	--

MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

The following discussion and analysis provides information which management believes is relevant to an assessment and understanding of the Company's consolidated results of operations and financial condition. The discussion should be read in conjunction with the Consolidated Financial Statements and notes thereto. All applicable disclosures in the following discussion have been modified to reflect the restatement described in Note 2 to the Consolidated Financial Statements. Except for specific historical information, the matters discussed in this Annual Report to Shareholders, as well as the Company's Annual Report on Form 10-K/A filed with the Securities and Exchange Commission ("SEC") for the year ended July 30, 2004, contain forward-looking statements that involve risks, uncertainties and other factors which may cause actual results and performance of the Company to differ materially from those expressed or implied by these statements. All forward-looking information is provided by the Company pursuant to the safe harbor established under the Private Securities Litigation Reform Act of 1995 and should be evaluated in the context of these factors. Forward-looking statements generally can be identified by the use of forward-looking terminology such as "assumptions," "target," "guidance," "outlook," "plans," "projection," "may," "will," "would," "expect," "intend," "estimate," "anticipate," "believe," "potential" or "continue" (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: changes in or implementation of additional governmental or regulatory rules, regulations and interpretations affecting accounting (including but not limited to, accounting for convertible debt under Emerging Issues Task Force ("EITF") Issue Abstract No. 04-08 of the Financial Accounting Standards Board ("FASB")), tax, wage and hour matters, health and safety, pensions, insurance or other undeterminable areas; the effects of uncertain consumer confidence or general or regional economic weakness on sales and customer travel activity; the ability of the Company to identify, acquire and sell successful new lines of retail merchandise; commodity, workers' compensation, group health and utility price changes; consumer behavior based on concerns over nutritional or safety aspects of the Company's products or restaurant food in general; competitive marketing and operational initiatives; the effects of plans intended to improve operational execution and performance; the actual results of pending or threatened litigation or governmental investigations or charges and the costs and effects of negative publicity associated with these activities; practical or psychological effects of terrorist acts or war and military or government responses; the effects of increased competition at Company locations on sales and on labor recruiting, cost, and retention; the ability of and cost to the Company to recruit, train, and retain qualified restaurant hourly and management employees; disruptions to the Company's restaurant or retail supply chain; changes in foreign exchange rates affecting the Company's future retail inventory purchases; the availability and cost of acceptable sites for development and the Company's ability to identify such sites; changes in generally accepted accounting principles in the United States of America ("GAAP") or changes in capital market conditions that could affect valuations of restaurant companies in general or the Company's goodwill in particular; increases in construction costs; changes in interest rates affecting the Company's financing costs; and other factors described from time to time in the Company's filings with the SEC, press releases, and other communications.

All dollar amounts reported or discussed in Management's Discussion and Analysis of Financial Condition and Results of Operations are shown in thousands. References in Management's Discussion and Analysis of Financial Condition and Results of Operations to a year or quarter are to the Company's fiscal year or quarter unless otherwise noted.

EXECUTIVE OVERVIEW

CBRL Group, Inc. (the "Company," "our" or "we") is a publicly traded (Nasdaq: CBRL) holding company that, through certain subsidiaries, is engaged in the operation and development of the Cracker Barrel Old Country Store(R) ("Cracker Barrel") and Logan's Roadhouse(R) ("Logan's") restaurant and retail concepts. The Company was organized under the laws of the state of Tennessee in August 1998 and maintains an Internet website at http://www.cbrlgroup.com.

We are in the business of delivering excellent guest dining experiences, and we strive to do that in 41 states at a collective total of 611 company-owned units and an additional 20 franchised units as of July 30, 2004. While each restaurant concept offers its own unique atmosphere and an array of distinct menu items, both are equally committed to executing outstanding guest service while focusing on delivery of high quality products at affordable prices. During 2004 we served approximately 206 million meals in Cracker Barrel and approximately 27 million meals in Logan's.

Restaurant Industry

Our businesses operate in the full-service segment of the restaurant industry in the United States. The restaurant business is highly competitive with respect to quality, variety and price of the food products offered. The industry is often affected by changes in the taste and eating habits of the public, local and national economic conditions affecting spending habits, and population and traffic patterns. There are many segments within the restaurant industry, which overlap and often provide competition for widely diverse restaurant concepts. Competition also exists in securing prime real estate locations for new restaurants, in hiring qualified employees, in advertising, in the attractiveness of facilities and among competitors with similar menu offerings or convenience.

The restaurant industry has experienced sharp increases in the prices of many key commodities over the last year, and commodity price pressures are expected to continue for various beef, pork, poultry, dairy and egg products. We have developed various initiatives to focus on purchasing of the same or higher quality products more efficiently and at lower costs or to mitigate or manage cost pressures.

Additionally, seasonal aspects also affect the restaurant business. Historically, interstate tourist traffic and the propensity to dine out during the summer months have been much higher, thereby attributing to higher profits in our fourth quarter. While retail sales in Cracker Barrel are almost exclusively to restaurant customers, such sales are strongest in the second quarter, which includes the Christmas holiday shopping season.

Key Performance Indicators

Management uses a number of key performance measures to evaluate the Company's operational and financial performance, including the following:

Comparable store sales and traffic consist of sales and number of guests, respectively, of units open six full quarters at the beginning of the year; and are measured on comparable calendar weeks. This measure highlights performance of existing stores as the impact of new stores openings are excluded.

Percentage of restaurant sales by day-part assists management in identifying the breakdown of sales provided by meals served for breakfast, lunch or dinner. This measure not only provides a financial measure of revenues by type of meal, but also assists operational management in analyzing staffing levels needed throughout the day.

Average check per person is an indicator which management uses to analyze the dollars spent in our stores per guest. This measure aids management in identifying trends in guest preferences as well as the effectiveness of menu price increases and other menu changes.

Turnover rates are considered separately for both hourly turnover and managerial turnover. These indicators help management to anticipate future training needs and costs, as well as helping management to recognize trends in staffing levels that would potentially affect operating performance.

Store Operating Margins are defined as total revenue less cost of goods sold, labor and other related expenses and other store operating expenses. Management uses this indicator as a primary measure of operating profitability.

Results of Operations

The following table highlights operating results over the past three years:

	Relationship to Total Revenue			Period to Period Increase(Decrease)	
	2004	2003	2002	2004 vs 2003	2003 vs 2002
	(As Restated)	(As Restated)	(As Restated)	(As Restated)	(As Restated)
Total revenue:	100.0%	100.0%	100.0%	8%	6%
Cost of goods sold	33.0	32.0	32.7	12	4
Gross profit	67.0	68.0	67.3	7	7
Labor and other related expenses	37.0	37.3	37.5	7	5
Other store operating expenses	17.0	17.3	17.1	6	7
Store operating income	13.0	13.4	12.7	5	12
General and administrative	5.3	5.6	5.6	4	6
Operating income	7.7	7.8	7.1	6	17
Interest expense	0.4	0.4	0.3	(5)	31
Interest income	--	--	--	--	--
Income before income taxes	7.3	7.4	6.8	7	16
Provision for income taxes	2.6	2.6	2.4	8	16
Net income	4.7	4.8	4.4	6	16

The Company recorded charges of $5,210 before taxes, during the quarter ended July 30, 2004, as a result of a settlement in principle of certain previously reported lawsuits against its Cracker Barrel subsidiary (see Note 10 to the Company's Consolidated Financial Statements). The charge increased general and administrative expense in the Company's Consolidated Statement of Income in both dollars and as a percent of total revenue for the year ended July 30, 2004 by $5,210 and 0.2%, respectively.

Total Revenue

The following table highlights the components of total revenue by percentage relationships to total revenue for the past three years:

	2004	2003	2002
Net sales:			
Cracker Barrel restaurant	66.1%	67.3%	67.8%
Logan's company-operated	13.4	12.4	11.6
Total restaurant	79.5	79.7	79.4
Cracker Barrel retail	20.4	20.2	20.5
Total net sales	99.9	99.9	99.9
Franchise fees and royalties	0.1	0.1	0.1
Total revenue	100.0%	100.0%	100.0%

The following table highlights comparable store sales* results over the past two years:

	Cracker Barrel Period to Period Increase(Decrease)		Logan's Period to Period Increase	
	2004 vs 2003 (445 Stores)	2003 vs 2002 (430 Stores)	2004 vs 2003 (83 Stores)	2003 vs 2002 (71 Stores)
Restaurant	2.0%	0.5%	4.8%	0.0%
Retail	5.3	(0.4)	--	--
Restaurant & retail	2.8	0.3	4.8	0.0

*Comparable store sales consist of sales of units open six full quarters at the beginning of the year; and are measured on calendar weeks.

Cracker Barrel comparable store restaurant sales increased 2.0% for 2004 versus 2003. Comparable store restaurant sales increased 0.5% in 2003 versus 2002. The increase in comparable store restaurant sales from 2003 to 2004 was due to an increase in average check of 1.7%, including 1.0% of menu pricing and 0.7% of product mix changes, and an increase in guest traffic of 0.3%.

Cracker Barrel comparable store retail sales increased 5.3% for 2004 versus 2003. Comparable store retail sales decreased 0.4% in 2003 versus 2002. The comparable store retail sales increase from 2003 to 2004 was due to improved merchandise selection with broader appeal and greater variety at lower price points, improved merchandise planning, and retail staff sales training as well as the restaurant guest traffic increase.

In 2004 total net sales (restaurant and retail) in the 445 Cracker Barrel comparable stores averaged $4,206. Restaurant sales were 76.5% of total net sales in the comparable 445 stores in 2004 and 77.1% in 2003.

Logan's comparable store sales increased 4.8% for 2004 versus 2003 at an average of $3,040 per restaurant. Comparable store sales were flat in 2003 versus 2002. The increase in comparable store sales from 2003 to 2004 was due to an increase in guest traffic of 3.1% and an increase in average check of 1.7%. The higher check included 1.1% of menu pricing and 0.6% lower sales deductions for complimentary meals (resulting from focus on execution and less need to resolve guest product and service issues).

Total revenue, which increased 8.3% and 6.1% in 2004 and 2003, respectively, benefited from the opening of 24, 23 and 20 Cracker Barrel stores in 2004, 2003 and 2002, respectively, and the opening of 11, 12 and 9 company-operated and 4, 4 and 4 franchised Logan's restaurants in 2004, 2003 and 2002, respectively. Average unit volumes, based on weeks of operation, were approximately $61.7 per week for Cracker Barrel restaurants in 2004 (compared with $60.9 in 2003 and $60.6 in 2002), $19.1 for Cracker Barrel retail (compared with $18.2 for 2003 and $18.3 for 2002), and $59.5 for Logan's (compared with $57.0 for 2003 and $56.6 for 2002).

Cost of Goods Sold

Cost of goods sold as a percentage of total revenue increased in 2004 to 33.0% from 32.0% in 2003. This increase was due to higher commodity costs for beef, butter, bacon and other dairy, including eggs, all of which had high single-digit percentage increases due to unfavorable market conditions. Also affecting cost of goods sold in 2004 was a higher mix of retail sales as a percent of total revenue (retail has a higher product cost than restaurant) and higher markdowns of retail merchandise versus the prior year. Management believes that increases in 2004 were unusual in both magnitude and the breadth of commodities affected. These increases were partially offset by higher menu pricing and higher initial mark-ons of retail merchandise.

Cost of goods sold as a percentage of total revenue decreased in 2003 to 32.0% from 32.7% in 2002. Cracker Barrel has had various focused initiatives aimed at improving cost of product from vendors. This decrease was due to lower commodity costs for orange juice and certain pork and dairy products versus the prior year, higher menu pricing, higher initial mark-ons of retail merchandise, lower retail shrink and in-store damages, a lower mix of retail sales as a percent of total revenues (retail has a higher product cost than restaurant) and improvements in restaurant-level execution. These decreases were offset partially by higher markdowns of retail merchandise and higher commodity costs for beef, eggs and butter versus the prior year.

Labor and Related Expenses

Labor and other related expenses include all direct and indirect labor and related costs incurred in store operations. Labor expenses as a percentage of total revenue were 37.0%, 37.3% and 37.5% in 2004, 2003 and 2002, respectively. The year to year decrease from 2003 to 2004 was due to higher menu pricing, lower hourly labor, including wage rates, and decreased workers' compensation and group health costs offset partially by increases in manager wages and bonuses versus the prior year. The year to year decrease from 2002 to 2003 was due to higher menu pricing, lower hourly labor, including wage rates, decreased compensation under unit-level bonus programs and decreased workers' compensation costs offset partially by increases in manager wages and increased group health costs versus the prior year.

Other Store Operating Expenses

Other store operating expenses include all unit-level operating costs, the major components of which are operating supplies, utilities, repairs and maintenance, advertising, rent, depreciation and amortization. Other store operating expenses as a percentage of total revenue were 17.0%, 17.3% and 17.1% in 2004, 2003 and 2002, respectively. The year to year decrease from 2003 to 2004 was due to lower advertising and depreciation and higher menu pricing versus the prior year offset partially by higher losses on disposition of property and equipment versus the prior year. The increase from 2002 to 2003 was due to higher maintenance versus the prior year offset partially by higher menu pricing versus the prior year.

General and Administrative Expenses

General and administrative expenses as a percentage of total revenue were 5.3%, 5.6% and 5.6% in 2004, 2003 and 2002, respectively. The year to year decrease from 2003 to 2004 was due to lower professional fees and the decrease in bonus accruals reflective of lower performance against financial objectives versus the prior year offset partially by the legal settlement discussed earlier. Higher professional fees, higher costs for store manager conferences and higher corporate bonuses reflective of performance improvements in 2003 versus 2002 were offset by higher revenues from menu pricing and new stores in 2003 versus 2002.

Interest Expense

Interest expense decreased to $8,444 in 2004 from $8,892 in 2003, which represented an increase from $6,769 in 2002. The year to year decrease from 2003 to 2004 was due to lower average outstanding debt versus the prior year. The increase from 2002 to 2003 resulted from higher average outstanding debt as compared to the prior year offset partially by lower average interest rates as compared to the prior year.

Provision for Income Taxes

Provision for income taxes as a percent of income before income taxes was 35.9% for 2004, 35.5% for 2003 and 35.6% for 2002. The reason for the increase in the tax rate from 2003 to 2004 was the expiration of certain federal tax credit legislation on January 1, 2004. The reason for the decrease in the tax rate from 2002 to 2003 was a decrease in effective state tax rates.

Quantitative and Qualitative Disclosures about Market Risk

Interest Rate Risk. With certain instruments entered into for other than trading purposes, the Company is subject to market risk exposure related to changes in interest rates. As of September 28, 2004, the Company has in place a $300,000 revolving credit facility, which matures February 21, 2008. The facility bears interest, at the Company's election, either at the prime rate or a percentage point spread from LIBOR based on certain financial ratios set forth in the loan agreement. At July 30, 2004, the Company had no outstanding borrowings under the Revolving Credit Facility, and the Company's percentage point spread from LIBOR was 1.25%, as it was through all of 2004. The percentage point spread will decrease to 1.0% for the first quarter of 2005 then increase to 1.25% in the second quarter of 2005. The percentage point spread from LIBOR for the third and fourth quarters of 2005 remains to be determined. While changes in the prime rate or LIBOR would affect the cost of funds borrowed in the future, the Company believes that the effect, if any, of reasonably possible near-term changes in interest rates on the Company's consolidated financial position, results of operations or cash flows would not be material.

Commodity Price Risk. Many of the food products purchased by the Company are affected by commodity pricing and are, therefore, subject to price volatility caused by weather, production problems, delivery difficulties and other factors which are outside the control of the Company and which are generally unpredictable. Four food categories (beef, dairy, including eggs, pork and poultry) account for the largest shares of the Company's food purchases at approximately 18%, 13%, 11% and 10%, respectively. Other categories affected by the commodities markets, such as produce, seafood and coffee, may each account for as much as 9% of the Company's food purchases. While the Company has some of its food items prepared to its specifications, the Company's food items are

based on generally available products, and if any existing suppliers fail, or are unable to deliver in quantities required by the Company, the Company believes that there are sufficient other quality suppliers in the marketplace that its sources of supply can be replaced as necessary. The Company also recognizes, however, that commodity pricing is extremely volatile and can change unpredictably and over short periods of time. Changes in commodity prices would affect the Company and its competitors generally, and depending on the terms and duration of supply contracts, sometimes simultaneously. The Company also enters into supply contracts for certain of its products in an effort to minimize volatility of supply and pricing. In many cases, or over the longer term, the Company believes it will be able to pass through some or much of the increased commodity costs by adjusting its menu pricing. From time to time, competitive circumstances, or judgments about consumer acceptance of price increases, may limit menu price flexibility, and in those circumstances increases in commodity prices can result in lower margins for the Company, as happened in 2004. Some of the Company's purchase contracts are used to hedge commodity prices and may contain features that could be classified as derivative financial instruments under Statement of Financial Accounting Standards ("SFAS") Nos. 133, "Accounting for Derivative Investments and Hedging Activities," 137, "Accounting for Derivative Investments and Hedging Activities - Deferral of the Effective Date of FASB Statement No. 133," 138, "Accounting for Certain Derivative Instruments and Certain Hedging Activities, an Amendment of FASB Statement No. 133," and 149, "Amendments of Statement 133 on Derivative Instruments and Hedging Activities." However, these features that could be classified as derivative financial instruments are exempt from fair value accounting based on the normal purchases exemption.

Liquidity and Capital Resources

The following table presents a summary of the Company's cash flows for the last three years:

	2004	2003	2002
Net cash provided by operating activities	$200,365	$240,586	$196,277
Net cash used in investing activities	(143,666)	(118,953)	(90,879)
Net cash used in financing activities	(42,313)	(122,318)	(102,131)
Net increase (decrease) in cash and cash equivalents	$ 14,386	$ (685)	$ 3,267

The Company's cash generated from operating activities was $200,365 in 2004. Most of this cash was provided by net income adjusted by depreciation and amortization, the tax benefit realized upon exercise of stock options, accretion on zero coupon contingently convertible senior notes and loss on disposition of property. Increases in deferred income taxes, income taxes payable, other accrued expenses, deferred revenues, other long-term obligations, taxes withheld and accrued and accrued employee benefits and decreases in prepaid expenses were partially offset by decreases in accounts payable and accrued employee compensation and increases in inventories, other assets and receivables.

The Company had negative working capital of $39,195 at July 30, 2004 versus negative working capital of $66,880 at August 1, 2003. In the restaurant industry, substantially all sales are either for cash or third-party credit card. Like many other restaurant companies, the Company is able to, and may from time to time, operate with negative working capital. Restaurant inventories purchased through the Company's principal food distributor are on terms of net zero days, while restaurant inventories purchased locally generally are financed from normal trade credit. Retail inventories purchased domestically generally are financed from normal trade credit, while imported retail inventories generally are purchased through letters of credit and wire transfers. These various trade terms are aided by rapid turnover of the restaurant inventory. Employees generally are paid on weekly, bi-weekly or semi-monthly schedules in arrears for hours worked, and certain expenses such as certain taxes and some benefits are deferred for longer periods of time.

Capital expenditures (purchase of property and equipment) were $144,611, $120,921 and $96,692 in 2004, 2003 and 2002, respectively. Costs of new locations accounted for the majority of these expenditures.

The Company's internally generated cash, along with cash at August 1, 2003, the Company's new operating leases, proceeds from stock option exercises and, for interim periods of time, the Company's available revolver, were sufficient to finance all of its growth, share repurchases and other cash payment obligations in 2004.

In 2002, the Company issued $422,050 (face value at maturity) of Notes, maturing on April 2, 2032, and received proceeds totaling approximately $172,756 prior to debt issuance costs. The Notes require no cash interest payments and were issued at a discount representing a yield to maturity of 3.00% per annum. The Notes are redeemable at the Company's option on or after April 3, 2007, and the holders of the Notes may require the Company to redeem the Notes on April 3, 2005, 2007, 2012, 2017, 2022 or 2027, and in certain other circumstances. In addition, each $1 (face value at maturity) Note is convertible into 10.8584 shares of the Company's common stock (approximately 4.6 million shares in the aggregate) if any of the following conditions occur: 1) the closing price of the Company's common stock exceeds a specified price (initially, 120% of the accreted conversion price, and declining .08474% per quarter thereafter to approximately 110% of the accreted conversion price on the last day of the quarter ending January 30, 2032, with a specified price of $48.21 at July 30, 2004); 2) the Company exercises its option to redeem the Notes; 3) the credit rating of the Notes is reduced by Moody's and Standard and Poor's to or below both Ba3 and BB-, respectively; or 4) certain specified corporate events. The accreted conversion price is equal to the issue price of the Note plus accrued original issue discount divided by 10.8584 shares, and was $40.40 per share at July 30, 2004. The Company's closing share price, as reported by Nasdaq, on July 30, 2004 was $33.22. Although the holders of the Notes have the ability to require the Company to repurchase the Notes on April 3, 2005, the Company has classified this debt as long-term due to its intent and ability, in the event of a requirement to repurchase any portion of the Notes by the holders, to refinance this indebtedness on a long-term basis through borrowings under the Revolving Credit Facility. In addition to the many risks and uncertainties listed above, the Company notes a certain specific risk that would have a material impact on future results if it occurred. This risk is the potential effect of a change in accounting rules for convertible debt proposed by the EITF Issue Abstract No. 04-08, that would require the use of "if-converted" accounting for contingently convertible debt regardless of whether the contingency allowing debt holders to convert is met. Under current rules (SFAS No. 128, "Earnings Per Share"), contingently issuable shares should be included as diluted shares outstanding only when the contingency (i.e., when the common stock trades for a specified period of time at or above the specified contingent conversion price, $48.21 as of July 30, 2004) is met. Should the rule change be adopted, the Company would be required, among other things, to include approximately 4.6 million shares in its diluted shares outstanding related to its convertible debt. The likelihood and timing of implementation of the rule change is uncertain. The Company noted that, if implemented, the change would have no economic effect because the terms of the Notes would be unchanged. The Company has not yet determined what response or change in policy, if any, it would make if the new accounting took effect.

On February 21, 2003, the Company entered into a new five-year $300,000 Revolving Credit Facility and terminated its previous $250,000 Revolving Credit Facility, which was set to expire on December 31, 2003. The new facility has substantially the same terms as the prior facility; however, there is a slightly more favorable credit spread grid, as well as certain less restrictive covenants. The new $300,000 revolving credit facility will expire on February 21, 2008. At July 30, 2004, the Company had no outstanding borrowings under the Revolving Credit Facility.

During 2004, the Company's Board of Directors (the "Board") authorized the repurchase of up to 4 million shares of the Company's common stock under two separate repurchase authorizations. The repurchases are to be made from time to time in the open market at prevailing market prices. The Company completed repurchases of 1,769,300 shares of its common stock for a net expenditure of $69,206, or approximately $39.11 per share. The total 2004 share repurchases were made up of the following: 661,300 shares were repurchased under a repurchase authorization previously in effect at the end of fiscal 2003 and 1,108,000 shares were repurchased under the first 2004 repurchase authorization. The Company presently expects to complete the remaining 892,000 shares of the first repurchase authorization and the 2 million shares of the second repurchase authorization during 2005, although there can be no assurance that such repurchases actually will be completed in that period of time. The Company's principal criteria for share repurchases are that they be accretive to net income per share and that they do not unfavorably affect the Company's investment grade debt rating and target capital structure.

During 2004 the Company received proceeds of $50,210 from the exercise of stock options on 2,634,126 shares of its common stock and tax benefit upon exercise of stock options of $12,641.

During the first quarter of 2004, the Board approved a quarterly dividend policy declaring a quarterly dividend of $0.11 per common share (an annual equivalent of $0.44 per share), an increase from an annual dividend of $0.02 paid in 2003. The Company paid such dividends of $0.11 per share during the second, third and fourth quarters of 2004. Additionally, on July 29, 2004, the Board declared another dividend of $0.11 per share payable on September 1, 2004 to shareholders of record on August 9, 2004. Additionally, on September 23, 2004, the Board declared a dividend of $0.12 per share payable on November 1, 2004 to shareholders of record on October 8, 2004. This dividend reflects a 9.1% increase from the previous quarterly dividend.

The Company estimates that its capital expenditures (purchase of property and equipment) for 2005 will be approximately $160,000 to $165,000, most of which will be related to the acquisition of sites and construction of 25 new Cracker Barrel stores and 18 new Logan's restaurants and openings that will occur after 2005.

Management believes that cash at July 30, 2004, along with cash generated from the Company's operating activities, stock option exercises and its available Revolving Credit Facility, will be sufficient to finance its continued operations, its remaining share repurchase authorization, its continued expansion plans and its dividend payments through 2005. At July 30, 2004, the Company had $300,000 available under its Revolving Credit Facility. The Company estimates that it will generate excess cash of approximately $100,000 to $110,000, which it defines as net cash provided by operating activities less cash used for purchase of property and equipment (the most comparable measure under GAAP). The Company intends to use this excess cash along with proceeds from the exercise of stock options in 2005 to apply toward completing its remaining 2,892,000 share repurchase authorization, possible future share repurchase authorizations and dividend payments or other general corporate purposes.

Material Commitments

For reporting purposes, the schedule of future minimum rental payments required under operating leases, excluding leases for advertising billboards, has been restated to conform the lease term to that used in the straight-line rent calculation as described in Note 2 to the Consolidated Financial Statements, and correct miscellaneous errors due to keying mistakes and summation errors, omission of certain leases and miscalculation of certain lease terms. Although the Company is not currently legally obligated for all optional renewal periods, this method was deemed appropriate under SFAS No. 13, "Accounting for Leases," to be consistent with the lease term used in the straight-line rent calculation.

The Company's contractual cash obligations and commitments as of July 30, 2004, are summarized in the tables below:

	Payments due by Year				
	Total	2005	2006-2007	2008-2009	After 2009
	(As Restated)	(As Restated)	(As Restated)	(As Restated)	(As Restated)
Convertible debt	$ 185,138	--	--	--	$185,138
Revolving credit facility	--	--	--	--	--
Long-term Debt (a)	185,138	--	--	--	185,138
Operating lease base term and exercised options - excluding billboards (b)	439,482	$30,174	$59,318	$59,068	290,922
Operating lease renewal periods not yet exercised - excluding billboard (c)	284,057	--	563	1,498	281,996
Operating leases for billboards	39,489	20,218	19,162	109	--
Trade letters of credit	7,497	7,497	--	--	--
Capital leases	637	235	359	43	--
Purchase obligations (d)	330,271	253,268	77,003	--	--
Total contractual cash obligations	$1,286,571	$311,392	$156,405	$60,718	$758,056

	Amount of Commitment Expirations by Year				
	Total	2005	2006-2007	2008-2009	After 2009
Revolving credit facility	$300,000	--	--	$300,000	--
Standby letters of credit	17,830	$17,830	--	--	--
Guarantees (e)	4,473	457	$913	913	$2,190
Total commitments	$322,303	$18,287	$913	$300,913	$2,190

(a) The convertible debt was issued at a discount representing a yield to maturity of 3.00% per annum. The $185,138 balance is the accreted carrying value of the debt at July 30, 2004. The convertible debt will continue to accrete at 3.00% per annum and if held to maturity on April 2, 2032 the obligation will total $422,050. Additionally, since the Company had no amounts outstanding under its variable rate Revolving Credit Facility as of July 30, 2004 interest is excluded from the contractual cash obligations table.

(b) Includes base lease terms and certain optional renewal periods that have been exercised and are included in the lease term in accordance with SFAS No. 13 (see Note 2).

(c) Includes certain optional renewal periods that have not yet been exercised, but are included in the lease term for the straight-line rent calculation, since at the inception of the lease, it is reasonably assured that the Company will exercise those renewal options (see Note 2).

(d) Purchase obligations consist of purchase orders for food and retail merchandise; purchase orders for capital expenditures, supplies and other operating needs and other services; and commitments under contracts for maintenance needs and other services. We excluded long-term agreements for services and operating needs that can be cancelled within 60 days without penalty. We included long-term agreements for services and operating needs that can be cancelled with more than 60 days notice without penalty only through the term of the notice. We included long-term agreements for services and operating needs that can be cancelled with a penalty through the entire term of the contract. Due to the uncertainties of seasonal demands and promotional calendar changes, our best estimate of usage for food, supplies and other operating needs and services is ratably over either the notice period or the remaining life of the contract, as applicable, unless we had better information available at the time related to each contract.

(e) Consists solely of guarantees associated with properties that have been subleased or assigned. The Company is not aware of any non-performance under these arrangements that would result in the Company having to perform in accordance with the terms of those guarantees.

Critical Accounting Policies

The Company prepares its Consolidated Financial Statements in conformity with GAAP. The preparation of these financial statements requires the Company to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements, and the reported amounts of revenues and expenses during the reporting period (see Note 3 to the Company's Consolidated Financial Statements). Actual results could differ from those estimates. Critical accounting policies are those that management believes are both most important to the portrayal of the Company's financial condition and operating results, and require management's most difficult, subjective or complex judgments, often as a result of the need to make estimates about the effect of matters that are inherently uncertain. The Company bases its estimates on historical experience, outside advice from parties believed to be experts in such matters, and on various other assumptions that are believed to be reasonable under the circumstances, the results of which form the basis for making judgments about the carrying value of assets and liabilities that are not readily apparent from other sources. Judgments and uncertainties affecting the application of those policies may result in materially different amounts being reported under different conditions or using different assumptions. The Company considers the following policies to be most critical in understanding the judgments that are involved in preparing its Consolidated Financial Statements.

Impairment of Long-Lived Assets and Provision for Asset Dispositions

The Company assesses the impairment of identifiable intangibles, long-lived assets and goodwill whenever events or changes in circumstances indicate that the carrying value may not be recoverable. Recoverability of assets is measured by comparing the carrying value of the asset to the future cash flows expected to be generated by the asset. If the total expected future cash flows were less than the carrying amount of the asset, the carrying amount is written down to the estimated fair value, and a loss resulting from impairment is recognized by a charge to earnings. Judgments and estimates made by the Company related to the expected useful lives of long-lived assets are affected by factors such as changes in economic conditions and changes in operating performance. As the Company assesses the ongoing expected cash flows and carrying amounts of its long-lived assets, these factors could cause the Company to realize a material impairment charge. From time to time the Company has decided to exit from or dispose of certain operating units. Typically such decisions are made based on operating performance or strategic considerations and must be made before the actual costs of proceeds of disposition are known, and management must make estimates of these outcomes. Such outcomes could include the sale of a property or leasehold, mitigating costs through a tenant or subtenant, or negotiating a buyout of a remaining lease term. In these instances management evaluates possible outcomes, frequently using outside real estate and legal advice, and records in the financial statements provisions for the effect of such outcomes. The accuracy of such provisions can vary materially from original estimates, and management regularly monitors the adequacy of the provisions until final disposition occurs. In addition, at least annually, the Company assesses the recoverability of goodwill and other intangible assets related to its restaurant concepts with assistance from an outside expert. The impairment tests require the Company to estimate fair values of its restaurant concepts by making assumptions regarding future cash flows and other factors. This valuation may reflect, among other things, such external factors as capital market valuation for public companies comparable to the operating unit. If these assumptions change in the future, or if operating performance declines, the Company may be required to record impairment charges for these assets and such charges could be material.

Insurance Reserves

The Company self-insures a significant portion of expected losses under its workers' compensation, general liability and health insurance programs. The Company has purchased insurance for individual claims that exceed $250 for workers' compensation and general liability insurance prior to 2003, but increased this amount to $500 for 2003 and to $1,000 for certain coverages for 2004 going forward. The Company has decided not to purchase such insurance for its primary group health program, but its offered benefits are limited to not more than $1,000 during the lifetime of any employee (including dependents) in the program. The Company records a liability for workers' compensation and general liability for all unresolved claims and for an actuarially determined estimate of incurred but not reported claims at the anticipated cost to the Company as of the end of the Company's third quarter and adjusting it by the actuarially determined losses and actual claims payments for the fourth quarter. Those reserves and losses are determined actuarially from a range of possible outcomes within which no given estimate is more likely than any other estimate. In accordance with SFAS No. 5, "Accounting for Contingencies," the Company records the losses at the low end of that range and discounts them to present value using a risk-free interest rate based on actuarially projected timing of payments. The Company records a liability for its group health program for all unpaid claims based primarily upon a loss development analysis derived from actual group health claims payment experience provided by the Company's third party administrator. The Company's accounting policies regarding insurance reserves include certain actuarial assumptions or management judgments regarding economic conditions, the frequency and severity of claims and claim development history and settlement practices. Unanticipated changes in these factors may produce materially different amounts of expense that would be reported under these insurance programs.

Tax Provision

The Company must make estimates of certain items that comprise its income tax provision. These estimates include employer tax credits for items such as FICA taxes paid on employee tip income, Work Opportunity and Welfare to Work, as well as estimates related to certain depreciation and capitalization policies. These estimates are made based on the best available information at the time of the provision and historical experience. The Company files its income tax returns many months after its year end. These returns are subject to audit by various federal and state governments years after the returns are filed and could be subject to differing interpretations of the tax laws. The Company then must assess the likelihood of successful legal proceedings or reach a settlement, either of which could result in material adjustments to the Company's Consolidated Financial Statements and its consolidated financial position. The Internal Revenue Service ("IRS") completed its examination of the Company's federal income tax returns for 1997 through 2001. On August 1, 2002 the Company reached a settlement with the IRS for these tax periods. Adjustments related primarily to temporary or timing differences. The settlement had no material effect on the Company's Consolidated Financial Statements. Additionally, the IRS has examined the Company's federal payroll tax filings for the calendar years ended December 31, 1997 through December 31, 2001. This examination was completed on July 21, 2003 resulting in no adjustment to the payroll taxes originally reported by the Company (see Note 8 to the Company's Consolidated Financial Statements).

Legal Proceedings

As more fully discussed in Note 10 to the Consolidated Financial Statements, the Company's Cracker Barrel subsidiary, on September 8, 2004, agreed in principle to settle certain litigation alleging violations of the Fair Labor Standards Act as well as allegations of discrimination in employment and public accommodations. The total payment agreed to by Cracker Barrel was $8,720 (including $3,500 accrued in the fourth quarter of 2001), in full satisfaction of all claims, including attorneys' fees and costs. The effects of this charge upon net income and earnings per share in both the fourth quarter of and the entire 2004 year are discussed above.

The Company and its subsidiaries are party to other legal proceedings incidental to their business. In the opinion of management, based upon information currently available, the ultimate liability with respect to these other actions will not materially affect the Company's Consolidated Financial Statements.

CONSOLIDATED BALANCE SHEET

Assets	(In thousands except share data) July 30, 2004	August 1, 2003
	(As Restated, see Note 2)	(As Restated, see Note 2)
Current Assets:		
Cash and cash equivalents	$ 28,775	$ 14,389
Receivables	9,802	9,150
Inventories	141,820	136,020
Prepaid expenses	8,369	8,932
Deferred income taxes	14,274	7,568
Total current assets	203,040	176,059
Property and Equipment:		
Land	298,233	273,831
Buildings and improvements	662,682	625,541
Buildings under capital leases	3,289	3,289
Restaurant and other equipment	315,512	331,065
Leasehold improvements	193,859	164,937
Construction in progress	28,739	19,268
Total	1,502,314	1,417,931
Less: Accumulated depreciation and amortization of capital leases	383,741	377,616
Property and equipment - net	1,118,573	1,040,315
Goodwill	93,724	93,724
Other Assets	20,367	17,067
Total	$1,435,704	$1,327,165

Liabilities and Shareholders' Equity	July 30, 2004	August 1, 2003
Current Liabilities:		
Accounts payable	$ 53,295	$ 82,172
Current maturities of long-term debt and other long-term obligations	189	100
Taxes withheld and accrued	34,539	32,103
Income taxes payable	18,571	8,177
Accrued employee compensation	49,466	50,153
Accrued employee benefits	39,290	38,782
Deferred revenues	19,347	15,634
Other accrued expenses	27,538	15,818
Total current liabilities	242,235	242,939
Long-term Debt	185,138	186,730
Other Long-term Obligations	36,225	30,454
Deferred Income Taxes	98,770	77,680
Commitments and Contingencies (Note 10)		
Shareholders' Equity:		
Preferred stock - 100,000,000 shares of $.01 par value authorized; no shares issued	--	--
Common stock - 400,000,000 shares of $.01 par value authorized; 2004 - 48,769,368 shares issued and outstanding; 2003 - 47,872,542 shares issued and outstanding	488	479
Additional paid-in capital	13,982	--
Retained earnings	858,866	788,883
Total shareholders' equity	873,336	789,362
Total	$1,435,704	$1,327,165

See Notes to Consolidated Financial Statements.

CONSOLIDATED STATEMENT OF INCOME

(In thousands except share data)
Fiscal years ended

	July 30, 2004 (As Restated, see Note 2)	August 1, 2003 (As Restated, see Note 2)	August 2, 2002 (As Restated, see Note 2)
Total revenue	$2,380,947	$2,198,182	$2,071,784
Cost of goods sold	785,703	703,915	677,738
Gross profit	1,595,244	1,494,267	1,394,046
Labor & other related expenses	880,617	819,957	777,617
Other store operating expenses	405,139	380,534	354,040
Store operating income	309,488	293,776	262,389
General and administrative	126,501	121,898	115,179
Operating income	182,987	171,878	147,210
Interest expense	8,444	8,892	6,769
Interest income	5	73	--
Income before income taxes	174,548	163,059	140,441
Provision for income taxes	62,663	57,951	49,997
Net income	$ 111,885	$ 105,108	$ 90,444
Net income per share - basic	$ 2.29	$ 2.13	$ 1.67
Net income per share - diluted	$ 2.23	$ 2.06	$ 1.61
Basic weighted average shares outstanding	48,877,306	49,274,373	54,198,845
Diluted weighted average shares Outstanding	50,369,845	50,998,339	56,090,940

See Notes to Consolidated Financial Statements.

CONSOLIDATED STATEMENT OF CHANGES IN SHAREHOLDERS' EQUITY

(In thousands except share data)

	Common Stock Shares	Common Stock Amount	Additional Paid-In Capital	Retained Earnings	Total Shareholders' Equity
Balances at August 3, 2001					
(previously reported)	55,026,846	$550	$149,073	$696,485	$846,108
Prior year adjustment (see Note 2)	--	--	--	(2,768)	(2,768)
Balances at August 3, 2001 (As Restated, see Note 2)	55,026,846	550	149,073	693,717	843,340
Cash dividends declared - $.020 per share	--	--	--	(1,163)	(1,163)
Exercise of stock options	2,878,567	29	53,074	--	53,103
Tax benefit realized upon exercise of stock options	--	--	9,991	--	9,991
Purchases and retirement of common stock	(7,632,954)	(76)	(212,138)	(4,620)	(216,834)
Net income (As Restated, see Note 2)	--	--	--	90,444	90,444
Balances at August 2, 2002 (As Restated, see Note 2)	50,272,459	503	--	778,378	778,881
Cash dividends declared - $.020 per share	--	--	--	(1,043)	(1,043)
Exercise of stock options	2,938,783	29	59,620	--	59,649
Tax benefit realized upon exercise of stock options	--	--	13,399	--	13,399
Purchases and retirement of common stock	(5,338,700)	(53)	(73,019)	(93,560)	(166,632)
Net income (As Restated, see Note 2)	--	--	--	105,108	105,108
Balances at August 1, 2003 (As Restated, see Note 2)	47,872,542	479	--	788,883	789,362
Cash dividends declared - $.33 per share	--	--	--	(21,556)	(21,556)
Exercise of stock options	2,666,126	27	50,183	--	50,210
Tax benefit realized upon exercise of stock options	--	--	12,641	--	12,641
Purchases and retirement of common stock	(1,769,300)	(18)	(48,842)	(20,346)	(69,206)
Net income (As Restated, see Note 2)	--	--	--	111,885	111,885
Balances at July 30, 2004 (As Restated, see Note 2)	48,769,368	$488	$ 13,982	$858,866	$873,336

See Notes to Consolidated Financial Statements.

CONSOLIDATED STATEMENT OF CASH FLOWS

(In thousands) Fiscal years ended	July 30, 2004 (As Restated, see Note 2)	August 1, 2003 (As Restated, see Note 2)	August 2, 2002 (As Restated, see Note 2)
Cash flows from operating activities:			
Net income	$111,885	$105,108	$ 90,444
Adjustments to reconcile net income to net cash provided by operating activities:			
Depreciation and amortization	63,868	64,376	62,759
Loss (gain) on disposition of property and equipment	3,334	903	(781)
Accretion on zero-coupon contingently convertible senior notes	5,408	5,254	1,720
Tax benefit realized upon exercise of stock options	12,641	13,399	9,991
Changes in assets and liabilities:			
Receivables	(652)	(691)	2,281
Inventories	(5,800)	(11,327)	(8,103)
Prepaid expenses	563	2,792	(2,161)
Other assets	(4,863)	(3,136)	(813)
Accounts payable	(28,877)	8,366	17,108
Taxes withheld and accrued	2,436	3,422	(1,153)
Income taxes payable	10,394	(7,349)	(3,891)
Accrued employee compensation	(687)	6,691	7,169
Accrued employee benefits	508	5,361	7,871
Deferred revenues	3,712	2,673	3,921
Other accrued expenses	6,356	928	1,848
Other long-term obligations	5,755	4,562	6,322
Deferred income taxes	14,384	39,254	1,745
Net cash provided by operating activities	200,365	240,586	196,277
Cash flows from investing activities:			
Purchase of property and equipment	(144,611)	(120,921)	(96,692)
Proceeds from sale of property and equipment	945	1,968	5,813
Net cash used in investing activities	(143,666)	(118,953)	(90,879)

Cash flows from financing activities:			
Proceeds from issuance of long-term debt	150,000	353,200	591,756
Proceeds from exercise of stock options	50,210	59,649	53,103
Principal payments under long-term debt and other long-term obligations	(157,125)	(366,287)	(524,140)
Purchases and retirement of common stock	(69,206)	(166,632)	(216,834)
Deferred financing costs	(1)	(1,205)	(4,853)
Dividends on common stock	(16,191)	(1,043)	(1,163)
Net cash used in financing activities	(42,313)	(122,318)	(102,131)
Net increase (decrease) in cash and cash equivalents	14,386	(685)	3,267
Cash and cash equivalents, beginning of year	14,389	15,074	11,807
Cash and cash equivalents, end of year	$ 28,775	$ 14,389	$ 15,074

Supplemental disclosures of cash flow information:			
Cash paid during the year for:			
Interest	$ 1,108	$ 1,604	$ 4,839
Income taxes	26,501	15,229	43,340

See Notes to Consolidated Financial Statements.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
(In thousands except share data)

1. Description of the Business

CBRL Group, Inc. and its affiliates (collectively, in the Notes, the "Company") are principally engaged in the operation and development in the United States of the Cracker Barrel Old Country Store(R) ("Cracker Barrel") restaurant and retail concept and the Logan's Roadhouse(R) ("Logan's") restaurant concept. Logan's has two non-affiliated area development agreements and accompanying franchise agreements covering development of its concept in all or part of five states. CBRL Group, Inc. Common Stock is traded on The Nasdaq Stock Market (National Market) under the symbol CBRL.

2. Restatement of Financial Statements

On February 17, 2005, the Company announced that it was restating certain prior financial results because of changes it made in the way it accounted for leases. The decision to restate was made following a review of its accounting policies that was prompted by views expressed on February 7, 2005 by the staff of the SEC (and similar restatements by numerous other companies in the restaurant, retail and other industries) that indicated that the manner in which the Company had been accounting for leases needed to be corrected.

Prior to this review, the Company had believed that its accounting was consistent with generally accepted accounting principles. For purposes of recognizing rental expense, the Company had historically averaged its lease payments over the base term of the lease, excluding the optional renewal periods and initial build-out periods, during which it typically has not been required to make lease payments. For purposes of depreciating leasehold improvements, the Company had historically amortized the amounts over a longer period, including both the base term of the lease and the optional renewal periods.

The Company has now determined that the period in which rental expense is recognized on a straight-line, or average, basis should include any pre-opening periods during construction for which the Company is legally obligated under the terms of the lease, and any optional renewal periods, for which at the inception of the lease, it is reasonably assured that the Company will exercise those renewal options. This lease period will be consistent with the period over which leasehold improvements are amortized.

As a result, the Company has restated its historical consolidated financial statements for years ended July 30, 2004, August 1, 2003 and August 2, 2002. These effects are summarized below:

CBRL GROUP, INC.
CONSOLIDATED STATEMENT OF INCOME
(In thousands, except share data)

	Total Revenue	Operating income	Income before income taxes	Net income	Basic net income per share	Diluted net income per share	Basic weighted average shares	Diluted weighted average shares
Year Ended July 30, 2004								
As Previously Reported	$2,380,947	$185,136	$176,697	$113,262	$2.32	$2.25	48,877,306	50,369,845
Lease Adjustment	--	(2,149)	(2,149)	(1,377)	(0.03)	(0.02)	--	--
As Restated	$2,380,947	$182,987	$174,548	$111,885	$2.29	$2.23	48,877,306	50,369,845
Year Ended August 1, 2003								
As Previously Reported	$2,198,182	$174,081	$165,262	$106,529	$2.16	$2.09	49,274,373	50,998,339
Lease Adjustment	--	(2,203)	(2,203)	(1,421)	(0.03)	(0.03)	--	--
As Restated	$2,198,182	$171,878	$163,059	$105,108	$2.13	$2.06	49,274,373	50,998,339
Year Ended August 2, 2002								
As Previously Reported	$2,071,784	$149,300	$142,531	$ 91,789	$1.69	$1.64	54,198,845	56,090,940
Lease Adjustment	--	(2,090)	(2,090)	(1,345)	(0.02)	(0.03)	--	--
As Restated	$2,071,784	$147,210	$140,441	$ 90,444	$1.67	$1.61	54,198,845	56,090,940

CBRL GROUP, INC.
CONSOLIDATED BALANCE SHEET
(In thousands)

	July 30, 2004 (As Previously Reported)	Lease Adjustment	July 30, 2004 (As Restated)	August 1, 2003 (As Previously Reported)	Lease Adjustment	August 1, 2003 (As Restated)
ASSETS						
Total current assets	$ 203,040	$ --	$ 203,040	$ 176,059	$ --	$ 176,059
Net property and equipment	1,118,573	--	1,118,573	1,040,315	--	1,040,315
Total other assets	113,249	842	114,091	109,949	842	110,791
Total assets	$1,434,862	$ 842	$1,435,704	$1,326,323	$ 842	$1,327,165
LIABILITIES AND SHAREHOLDERS' EQUITY						
Total current liabilities	$ 246,782	$(4,547)	$ 242,235	$ 246,714	$(3,775)	$ 242,939
Long-term debt	185,138	--	185,138	186,730	--	186,730
Other long-term obligations	122,695	12,300	134,995	97,983	10,151	108,134
Total shareholders' equity	880,247	(6,911)	873,336	794,896	(5,534)	789,362
Total liabilities and shareholders' equity	$1,434,862	$ 842	$1,435,704	$1,326,323	$ 842	$1,327,165

Certain amounts and disclosures in Notes 3, 8, 10 and 13 have been restated to reflect the restatement adjustments described above. The restatement adjustments did not affect net cash provided by or used in operating, investing or financing activities.

3. Summary Of Significant Accounting Policies

GAAP - The accompanying Consolidated Financial Statements have been prepared in accordance with generally accepted accounting principles in the United States ("GAAP").

Fiscal year - The Company's fiscal year ends on the Friday nearest July 31st and each quarter consists of thirteen weeks unless noted otherwise. References in these Notes to a year or quarter are to the Company's fiscal year or quarter unless noted otherwise.

Principles of consolidation - The Consolidated Financial Statements include the accounts of the Company and its subsidiaries, all of which are wholly owned. All significant intercompany transactions and balances have been eliminated.

Financial instruments - The fair values of cash and cash equivalents, accounts receivable, and accounts payable as of July 30, 2004, approximate their carrying amounts due to their short duration. The carrying value and fair value of the Company's zero-coupon contingently convertible senior notes (the "Notes") in long-term debt at July 30, 2004 were $185,138 and $194,671, respectively. The fair value of the Notes in long-term debt is determined based on market prices using the average of the bid and ask prices as of July 30, 2004.

Cash and cash equivalents - The Company's policy is to consider all highly liquid investments purchased with an original maturity of three months or less to be cash equivalents.

Inventories - Inventories are stated at the lower of cost or market. Cost of restaurant inventory is determined by the first-in, first-out (FIFO) method. Approximately 70% of retail inventories are valued using the retail inventory method and the remaining 30% are valued using an average cost method. Valuation provisions are included for retail inventory obsolescence, returns and amortization of certain items.

Start-up costs - Start-up costs of a new store are expensed when incurred.

Property and equipment - Property and equipment are stated at cost. For financial reporting purposes, depreciation and amortization on these assets are computed by use of the straight-line and double-declining balance methods over the estimated useful lives of the respective assets, as follows:

	Years
Buildings and improvements	30-45
Buildings under capital leases	15-25
Restaurant and other equipment	3-10
Leasehold improvements	1-35

Depreciation expense was $62,304, $62,552 and $61,883 for 2004, 2003 and 2002, respectively. Accelerated depreciation methods are generally used for income tax purposes.

Capitalized interest was $615, $463 and $364 for 2004, 2003 and 2002, respectively.

Gain or loss is recognized upon disposal of property and equipment, and the asset and related accumulated depreciation and amortization amounts are removed from the accounts.

Maintenance and repairs, including the replacement of minor items, are charged to expense, and major additions to property and equipment are capitalized.

Impairment of long-lived assets - The Company evaluates for possible impairment of long-lived assets and certain identifiable intangibles to be held and used in the business whenever events or changes in circumstances indicate that the carrying amount of an asset may not be recoverable. An impairment is determined by comparing estimated undiscounted future operating cash flows to the carrying amounts of assets on a location by location basis. If an impairment exists, the amount of impairment is measured as the sum of the estimated discounted future operating cash flows of such asset and the expected proceeds upon sale of the asset less its carrying amount. If applicable, assets held for sale are reported at the lower of carrying amount or fair value less costs to sell.

Operating leases - The Company has ground leases and office space leases that are recorded as operating leases. Most of the leases have rent escalation clauses and some have rent holiday and contingent rent provisions. In accordance with FASB Technical Bulletin ("FTB") No. 85-3, "Accounting for Operating Leases with Scheduled Rent Increases," the liabilities under these leases are recognized on the straight-line basis over the shorter of the useful life, with a maximum of 35 years, or the related lease life. The Company uses a lease life that generally begins on the date that the Company becomes legally obligated under the lease, including the pre-opening period during construction, when in many cases the Company is not making rent payments, and generally extends through certain of the renewal periods that can be exercised at the Company's option, for which at the inception of the lease, it is reasonably assured that the Company will exercise those renewal options.

Certain leases provide for rent holidays, which are included in the lease life used for the straight-line rent calculation in accordance with FTB No. 88-1, "Issues Relating to Accounting for Leases." Rent expense and an accrued rent liability are recorded during the rent holiday periods, during which the Company has possession of and access to the property, but is not required or obligated to, and normally does not, make rent payments.

Certain leases provide for contingent rent, which is determined as a percentage of gross sales in excess of specified levels. The Company records a contingent rent liability and corresponding rent expense when sales have been achieved in amounts in excess of the specified levels.

The same lease life is used for reporting future minimum lease commitments as is used for the straight-line rent calculation. The Company uses a lease life that extends through certain of the renewal periods that can be exercised at the Company's option.

Advertising - The Company expenses the costs of producing advertising the first time the advertising takes place. Net advertising expense was $38,442, $39,782 and $37,423 for 2004, 2003 and 2002, respectively.

Insurance - The Company self-insures a significant portion of expected losses under its workers' compensation, general liability and health insurance programs. The Company has purchased insurance for individual claims that exceed $250 for workers' compensation and general liability insurance prior to 2003, but has increased this amount to $500 for 2003 and $1,000 for certain coverages for 2004 going forward. The Company has decided not to purchase such insurance for its primary group health program, but its offered benefits are limited to not more than $1,000 during the lifetime of any employee (including dependents) in the program. The Company records a liability for workers' compensation and general liability for all unresolved claims and for an actuarially determined estimate of incurred but not reported claims at the anticipated cost to the Company as of the end of the Company's third quarter and adjusting it by the actuarially determined losses and actual claims payments for the fourth quarter. The reserves and losses are determined actuarially from a range of possible outcomes within which no given estimate is more likely than any other estimate. In accordance with Statement of Financial Accounting Standards ("SFAS") No. 5, "Accounting for Contingencies," the Company records the losses at the low end of that range and discounts them to present value using a risk-free interest rate based on actuarially projected timing of payments. The Company records a liability for its group health program for all unpaid claims based primarily upon a loss development analysis derived from actual group health claims payment experience provided by the Company's third party administrator. The Company's accounting policies regarding insurance reserves include certain actuarial assumptions or management judgments regarding economic conditions, the frequency and severity of claims and claim development history and settlement practices. Unanticipated changes in these factors may produce materially different amounts of expense that would be reported under these insurance programs.

Goodwill - Goodwill represents the excess of the cost over the net tangible and identifiable intangible assets from the acquisition of Logan's in 1999. Effective August 4, 2001, the Company elected early adoption of SFAS No. 142, "Goodwill and Other Intangible Assets." SFAS No. 142 eliminated the amortization for goodwill and other intangible assets with indefinite lives. Intangible assets with lives restricted by contractual, legal, or other means will continue to be amortized over their useful lives. Goodwill and other intangible assets not subject to amortization are tested for impairment annually or more frequently if events or changes in circumstances indicate that the asset might be impaired. SFAS No. 142 requires a two-step process for testing impairment. First, the fair value of each reporting unit is compared to its carrying value to determine whether an indication of impairment exists. This valuation may reflect, among other things, such external factors as capital market valuation for public companies comparable to the operating unit. If an impairment is indicated, then the implied fair value of the reporting unit's goodwill is determined by allocating the unit's fair value to its assets and liabilities (including any unrecognized intangible assets) as if the reporting unit had been acquired in a business combination. The amount of impairment for goodwill and other intangible assets is measured as the excess of its carrying value over its implied fair value. The Company conducted the initial test of the carrying value of its goodwill, as required by SFAS No. 142, during the second quarter of 2002 and concluded that there was no current indication of impairment to goodwill. The Company performed its annual assessment with assistance from an outside expert in the second quarters of 2003 and 2004, and concluded that there was no current indication of impairment. This annual assessment is performed in the second quarter of each year. Additionally, an assessment is performed between annual assessments if an event occurs or circumstances change that would more likely than not reduce the fair value of a reporting unit below its carrying amount.

Revenue recognition - The Company records revenue from the sale of products as they are sold. The Company provides for estimated returns based on return history and sales levels. Initial fees received from a franchisee to establish a new franchise are recognized as income when the Company has performed all of its obligations required to assist the franchisee in opening a new franchise restaurant, which is generally upon the opening of that restaurant. Continuing royalties, which are a percentage of net sales of franchised restaurants, are accrued as income when earned.

Deferred revenue - Unredeemed gift certificates and cards represent the Company's only liability related to unearned income and are recorded at their expected redemption value. When gift certificates and cards are redeemed, the Company recognizes revenue and reduces the liability.

Income taxes - Employer tax credits for FICA taxes paid on employee tip income are accounted for by the flow-through method. Deferred income taxes reflect the net tax effects of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for income tax purposes (see Note 8).

Net income per share - Basic net income per share is computed by dividing income available to common shareholders by the weighted average number of common shares outstanding for the reporting period. Diluted net income per share reflects the potential dilution that could occur if securities, options or other contracts to issue common stock were exercised or converted into common stock. The Notes had no effect on diluted shares in 2004, 2003 or 2002, since none of the contingencies that would allow conversion had occurred (see Note 5). Outstanding employee and director stock options and restricted stock issued by the Company represent the only dilutive effects reflected in diluted weighted average shares.

Comprehensive income - Comprehensive income is defined as the change in equity of a business enterprise during a period from transactions and other events and circumstances from non-owner sources. Comprehensive income for 2004, 2003 and 2002 is equal to net income as reported.

Stock-based compensation - The Company accounts for its stock based compensation under the recognition and measurement principles of Accounting Principles Board ("APB") Opinion No. 25, "Accounting for Stock Issued to Employees," and related interpretations, and has adopted the disclosure-only provisions of SFAS No. 123, "Accounting for Stock-Based Compensation," (see Note 7) and below is providing disclosures required by SFAS No. 148, "Accounting for Stock-Based Compensation-Transition and Disclosure." Under APB Opinion No. 25, no stock-based compensation cost is reflected in net income for grants of stock options to employees because the Company grants stock options with an exercise price equal to the market value of the stock on the date of grant. The reported stock-based compensation expense, net of related tax effects, in the table represents the amortization of restricted stock grants to three executive officers of the Company.

Had the Company used the alternative fair value based accounting method for stock compensation expense prescribed by SFAS Nos. 123 and 148, the Company's net income and earnings per share for the past three years would have been reduced to the pro-forma amounts illustrated in the following table:

	2004 (As Restated, see Note 2)	2003 (As Restated, see Note 2)	2002 (As Restated, see Note 2)
Net income - as reported	$111,885	$105,108	$90,444
Add: Total stock-based employee compensation included in reported net income, net of related tax effects	74	298	397
Deduct: Total stock-based compensation expense determined under fair-value based method for all awards, net of tax effects	(10,900)	(11,496)	(12,709)
Pro forma, net income	$101,059	$ 93,910	$78,132
Net income per share:			
Basic - as reported	$2.29	$2.13	$1.67
Basic - pro forma	2.07	1.91	1.44
Diluted - as reported	2.23	2.06	1.61
Diluted - pro forma	2.01	1.84	1.39

Segment Reporting - The Company accounts for its segment in accordance with SFAS No. 131, "Disclosure About Segments of an Enterprise and Related Information." SFAS No. 131 requires that a public company report annual and interim financial and descriptive information about its reportable operating segments. Operating segments, as defined, are components of an enterprise about which separate financial information is available that is evaluated regularly by the chief operating decision maker in deciding how to allocate resources and in assessing performance. SFAS No. 131 allows aggregation of similar operating segments into a single operating segment if the businesses are considered similar under the criteria established by SFAS No. 131. Utilizing these criteria, the Company manages its business on the basis of one reportable operating segment (see Note 9).

Derivative instruments and hedging activities - The Company adopted SFAS No. 133, "Accounting for Derivative Instruments and Hedging Activities," in 2000 and its subsequent amendments, SFAS Nos. 137, "Accounting for Derivative Instruments and Hedging Activities - Deferral of the Effective Date of FASB Statement No. 133," and 138, "Accounting for Certain Derivative Instruments and Certain Hedging Activities, an Amendment of FASB Statement No. 133," in 2001 and SFAS No. 149, "Amendments of Statement 133 on Derivative Instruments and Hedging Activities," in the fourth quarter of 2003. These statements specify how to report and display derivative instruments and hedging activities. The adoption of these statements did not have a material effect on the Company's Consolidated Financial Statements. During 2004, 2003 and 2002, the Company had no derivative financial instruments that required fair value accounting treatment.

The Company is exposed to market risk, such as changes in interest rates and commodity prices. To manage the volatility relating to these exposures, the Company nets the exposures on a consolidated basis to take advantage of natural offsets. For the residual portion, the Company may enter into various derivative financial instruments pursuant to the Company's policies in areas such as counterparty exposure and hedging practices. The Company reviews these derivative financial instruments on a specific exposure basis to support hedge accounting. The changes in fair value of these hedging instruments are offset in part or in whole by the corresponding changes in the fair value or cash flows of the underlying exposures being hedged. The Company does not hold or use derivative financial instruments for trading purposes. The Company's historical practice has been not to enter into derivative financial instruments.

The Company's policy has been to manage interest cost using a mix of fixed and variable rate debt (see Notes 5, 10 and 12).

Many of the food products purchased by the Company are affected by commodity pricing and are, therefore, subject to price volatility caused by weather, production problems, delivery difficulties and other factors which are outside the control of the Company and generally are unpredictable. Changes in commodity prices would affect the Company and its competitors generally and, depending on terms and duration of supply contracts, sometimes simultaneously. In many cases, the Company believes it will be able to pass through some or much of increased commodity costs by adjusting its menu pricing. From time to time, competitive circumstances or judgments about consumer acceptance of price increases may limit menu price flexibility, and in those circumstances, increases in commodity prices can result in lower margins for the Company as occurred in 2004. Some of the Company's purchase contracts are used to hedge commodity prices and may contain features that could be classified as derivative financial instruments under SFAS Nos. 133, 137, 138 and 149. However, these features that could be classified as derivative financial instruments are exempt from fair value accounting based on the normal purchases exemption.

Use of estimates - Management of the Company has made certain estimates and assumptions relating to the reporting of assets and liabilities and the disclosure of contingent liabilities at the date of the Consolidated Financial Statements and the reported amounts of revenues and expenses during the reporting periods to prepare these Consolidated Financial Statements in conformity with GAAP. Management believes that such estimates have been based on reasonable and supportable assumptions and that the resulting estimates are reasonable for use in the preparation of the Consolidated Financial Statements. Actual results, however, could differ from those estimates.

Reclassifications - Certain reclassifications have been made in the 2002 and 2003 financial statements to conform to the classifications used in 2004. The balance sheet at August 1, 2003 and the cash flow statement for 2003 and 2002 reflect certain reclassifications that increased receivables and decreased prepaid expenses.

4. Inventories

Inventories were composed of the following at:

	July 30, 2004	August 1, 2003
Retail	$104,148	$101,955
Restaurant	19,800	17,091
Supplies	17,872	16,974
Total	$141,820	$136,020

5. Debt

Long-term debt consisted of the following at:

	July 30, 2004	August 1, 2003
$300,000 Revolving Credit Facility payable on or before February 21, 2008 (rate at 2.36% at August 1, 2003)	$ --	$ 7,000
3.0% Zero-Coupon Contingently Convertible Senior Notes payable on or before April 2, 2032	185,138	179,730
Long-term debt	$185,138	$186,730

At July 30, 2004, the Company had no outstanding borrowings under the Revolving Credit Facility, which bears interest, at the Company's election, either at the prime rate or a percentage point spread from LIBOR based on certain financial ratios set forth in the loan agreement. At July 30, 2004, the Company's percentage point spread from LIBOR was 1.25% and will decrease to 1.0% for the first quarter of 2005 then increase to 1.25% in the second quarter of 2005. The percentage point spread from LIBOR for the third and fourth quarters of 2005 remains to be determined.

The financial covenants related to the Revolving Credit Facility require that the Company maintain an interest coverage ratio (as defined in the Revolving Credit Facility) of 2.5 to 1.0, a lease adjusted funded debt to total capitalization ratio (as defined in the Revolving Credit Facility) not to exceed 0.5 to 1.0 and a lease adjusted funded debt to EBITDAR (earnings before interest expense, income taxes, depreciation and amortization and rent expense) ratio (as defined in the Revolving Credit Facility) not to exceed 3.0 to 1.0. At July 30, 2004 and August 1, 2003, the Company was in compliance with all of those covenants.

In 2002, the Company issued $422,050 (face value at maturity) of Notes, maturing on April 2, 2032, and received proceeds totaling approximately $172,756 prior to debt issuance costs. The Notes require no cash interest payments and were issued at a discount representing a yield to maturity of 3.00% per annum. The Notes are redeemable at the Company's option on or after April 3, 2007, and the holders of the Notes may require the Company to redeem the Notes on April 3, 2005, 2007, 2012, 2017, 2022 or 2027, and in certain other circumstances. Although the holders of the Notes have the ability to require the Company to repurchase the Notes on April 3, 2005, the Company has classified this debt as long-term due to its intent and ability, in the event it were required to repurchase any portion of the Notes, to refinance this indebtedness on a long-term basis through borrowings under the Revolving Credit Facility. In addition, each $1 (face value at maturity) Note is convertible into 10.8584 shares of the Company's common stock (approximately 4.6 million shares in the aggregate) if any of the following conditions occur: 1) the closing price of the Company's common stock exceeds a specified price (initially, 120% of the accreted conversion price, and declining .08474% per quarter thereafter to approximately 110% of the accreted conversion price on the last day of the quarter ending January 30, 2032, with a specified price of $48.21 at July 30, 2004); 2) the Company exercises its option to redeem the Notes; 3) the credit rating of the Notes is reduced by Moody's and Standard and Poor's to or below both Ba3 and BB-, respectively; or 4) certain specified corporate events. The accreted conversion price is equal to the issue price of the Note plus accrued original issue discount divided by 10.8584 shares, and was $40.40 per share at July 30, 2004. The Company's closing share price, as reported by Nasdaq, on July 30, 2004 was $33.22.

All subsidiaries of the Company have fully and unconditionally guaranteed on a joint and several basis the obligations under the Revolving Credit Facility and the Notes. Each guarantor is, directly or indirectly, a wholly-owned affiliate of the parent company, CBRL Group, Inc., which has no independent assets or operations.

The aggregate maturities of long-term debt subsequent to July 30, 2004 are as follows:

Year	
2005	--
2006	--
2007	--
2008	--
2009	--
2010 and thereafter	$185,138
Total	$185,138

6. Common Stock

During 2000 two executive officers were granted, respectively, 20,000 and 19,000 restricted shares of the Company's common stock that were to vest over five years. In 2002 one executive officer was granted 48,000 restricted shares of the Company's common stock that were to vest over three years, subject to certain early vesting provisions which did occur and resulted in early vesting at the end of 2003. In 2004, one executive officer was granted 7,500 restricted shares which will vest one-third each year starting three years from the date of the grant. The executive officer granted 19,000 restricted shares in 2000 left the company in 2003 and forfeited 9,500 restricted shares. The Company's compensation expense, net of forfeitures, for these restricted shares was $116, $462 and $616 in 2004, 2003 and 2002, respectively.

7. Stock Compensation Plans

The Company's employee compensation plans are administered by the Compensation and Stock Option Committee (the "Committee") of the Board. The Committee is authorized to determine, at time periods within its discretion and subject to the direction of the Board, which employees will be granted options and other awards, the number of shares covered by any awards granted, and within applicable limits, the terms and provisions relating to the exercise of any awards.

On September 26, 2002, the Board approved the CBRL Group 2002 Omnibus Incentive Compensation Plan ("Omnibus Plan") for all employees and non-employee directors of the Company. That Omnibus Plan was subsequently approved by shareholders at the Company's 2002 Annual Shareholders Meeting. The Omnibus Plan allows the Committee to grant awards for an aggregate of 2,500,000 shares of the Company's common stock. The Omnibus Plan authorizes the following types of awards to all eligible participants other than non-employee directors: stock options, stock appreciation rights, stock awards, performance shares, cash bonuses, qualified performance-based awards or any other type of award consistent with the Omnibus Plan's purpose. Under the Omnibus Plan, non-employee directors are granted annually on the day of the Annual Shareholders Meeting an option to purchase 5,000 shares of the Company's common stock with an option price per share of at least 100% of the fair market value of a share of the Company's common stock based on the closing price on the day preceding the day the option is granted. Additionally, non-employee directors newly elected or appointed between the Annual Shareholders Meeting and July 31 of the next year receive an option to purchase 5,000 shares of the Company's common stock with an option price per share of at least 100% of the fair market value of a share of the Company's common stock based on the closing price on the day preceding the day the option is granted. Options granted to date under the Omnibus Plan become exercisable each year on a cumulative basis at a rate of 33% of the total shares covered by the option beginning one year from the date of grant, expiring ten years from the date of grant and are non-transferable. At July 30, 2004, there were 2,108,515 shares of the Company's common stock reserved for issuance under the Omnibus Plan.

On May 25, 2000, the Board approved the CBRL Group, Inc. 2000 Non-Executive Stock Option Plan ("Employee Plan") for employees who are not officers or directors of the Company. The Employee Plan allows the Committee to grant options to purchase an aggregate of 4,750,000 shares of the Company's common stock. The option price per share under the Employee Plan must be at least 100% of the fair market value of a share of the Company's common stock based on the closing price on the day preceding the day the option is granted. Options granted to date under the Employee Plan become exercisable each year on a cumulative basis at a rate of 33% of the total shares covered by the option beginning one year from the date of grant, to expire ten years from the date of grant and are non-transferable. At July 30, 2004, there were 159,428 shares of the Company's common stock reserved for issuance under the Employee Plan.

The Company also has an Amended and Restated Stock Option Plan (the "Plan") that originally allowed the Committee to grant options to purchase an aggregate of 17,525,702 shares of the Company's common stock. At July 30, 2004, there were 1,519,603 shares of the Company's common stock reserved for issuance under the Plan. The option price per share under the Plan must be at least 100% of the fair market value of a share of the Company's common stock based on the closing price on the day preceding the day the option is granted. Options granted to date under the Plan generally have been exercisable each year on a cumulative basis at a rate of 33% of the total number of shares covered by the option beginning one year from the date of grant, expire ten years from the date of grant and are non-transferable. Beginning in 2000, a long-term incentive award was granted to certain officers, which included stock options. The options granted under this award would vest at the end of five years after the grant (subject to earlier vesting upon accomplishments of specified Company performance goals) and are non-transferable. As of August 1, 2003, options to purchase 261,826 shares of the Company's common stock vested early and options to purchase 255,050 shares vested on July 30, 2004 under the long-term incentive award. The options have a six-month life following confirmation of vesting by the Committee.

In 1989, the Board adopted the Cracker Barrel Old Country Store, Inc. 1989 Stock Option Plan for Non-employee Directors ("Directors Plan"). The stock options were granted with an exercise price equal to the fair market value of the Company's common stock as of the date of grant and expire one year from the retirement of the director from the Board. An aggregate of 1,518,750 shares of the Company's common stock were authorized by the Company's shareholders under this plan. Due to the overall plan limit, no shares have been granted under this plan since 1994.

A summary of the status of the Company's stock option plans for 2004, 2003 and 2002, and changes during those years follows:

(Shares in thousands)	2004		2003		2002	
Fixed Options	Shares	Weighted-Average Price	Shares	Weighted-Average Price	Shares	Weighted-Average Price
Outstanding at beginning of year	7,599	$20.73	9,504	$20.23	10,504	$19.77
Granted	1,146	38.35	1,907	23.85	2,506	20.13
Exercised	(2,634)	19.68	(2,922)	20.90	(2,869)	18.67
Forfeited or canceled	(294)	23.76	(890)	21.54	(637)	19.33
Outstanding at end of year	5,817	24.52	7,599	20.73	9,504	20.23
Options exercisable at year-end	3,011	20.62	3,696	20.69	5,148	22.58
Weighted-average fair value per share of options granted during the year		$14.14		$10.20		$ 9.46

The fair value of each option grant is estimated on the date of grant using the Black-Scholes option-pricing model with the following weighted-average assumptions used for grants in 2004, 2003 and 2002:

	2004	2003	2002
Dividend yield range	0.1% - 1.4%	0.1%	0.1%
Expected volatility range	22% - 42%	41% - 45%	43%
Risk-free interest rate range	1.3% - 4.0%	2.2% - 3.8%	4.0% - 4.9%
Expected lives (in years)	1-8	5-8	6

Expected volatility has been measured based on an average of past daily fluctuations in the share price of the Company's common stock.

The following table summarizes information about fixed stock options outstanding at July 30, 2004:

(Shares in thousands)	Options Outstanding			Options Exercisable	
Range of Exercise Prices	Number Outstanding at 7/30/04	Weighted-Average Remaining Contractual Life	Weighted-Average Exercise Price	Number Exercisable at 7/30/04	Weighted-Average Exercise Price
$ 5.09 - 10.00	38	1.93	$ 7.63	38	$ 7.63
10.01 - 20.00	1,186	5.50	14.94	1,186	14.94
20.01 - 30.00	3,181	6.45	22.83	1,495	23.38
30.01 - 40.00	970	7.37	35.28	292	31.28
40.01 - 41.25	442	9.32	40.26	--	--
$ 5.09 - 41.25	5,817	5.89	24.52	3,011	20.62

The Company recognizes a tax deduction, subject to certain limitations imposed by the Internal Revenue Code, upon exercise of non-qualified stock options in an amount equal to the difference between the option price and the fair market value of the common stock on the date the option is exercised. These tax benefits, when realized, are credited to additional paid-in capital.

8. Income Taxes

Deferred income taxes reflect the net tax effects of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for income tax purposes.

Significant components of the Company's net deferred tax liability consisted of the following at:

	July 30, 2004	August 1, 2003
Deferred tax assets:		
Financial accruals without economic performance	$24,818	$20,252
Other	3,637	8,284
Deferred tax assets	28,455	28,536
Deferred tax liabilities:		
Excess tax depreciation over book	89,627	72,846
Other	23,324	25,802
Deferred tax liabilities	112,951	98,648
Net deferred tax liability	$ 84,496	$70,112

The Company provided no valuation allowance against deferred tax assets recorded as of July 30, 2004 and August 1, 2003, as the "more-likely-than-not" valuation method determined all deferred assets to be fully realizable in future taxable periods.

The components of the provision for income taxes for each of the three years were as follows:

	2004	2003	2002
	(As Restated, see Note 2)	(As Restated, see Note 2)	(As Restated, see Note 2)
Current:			
Federal	$44,006	$17,214	$45,223
State	4,273	1,483	3,029
Deferred	14,384	39,254	1,745
Total income tax provision	$62,663	$57,951	$49,997

A reconciliation of the provision for income taxes and the amount computed by multiplying the income before the provision for income taxes by the U.S. federal statutory rate of 35% was as follows:

	2004	2003	2002
	(As Restated, see Note 2)	(As Restated, see Note 2)	(As Restated, see Note 2)
Provision computed at federal statutory income tax rate	$61,092	$57,071	$49,154
State and local income taxes, net of federal benefit	5,578	4,399	4,622
Employer tax credits for FICA taxes paid on employee tip income	(4,781)	(4,323)	(3,875)
Other-net	774	804	96
Total income tax provision	$62,663	$57,951	$49,997

The Internal Revenue Service ("IRS") has completed its examinations of the Company's federal income tax returns for 1997 through 2001. Additionally, the IRS has completed its examinations of the Company's federal payroll tax filings for the calendar years ended December 31, 1997 through December 31, 2001.

9. Segment Information

Cracker Barrel units represent a single, integrated operation with two related and substantially integrated product lines. The operating expenses of the restaurant and retail product lines of a Cracker Barrel unit are shared and are indistinguishable in many respects. Likewise, Logan's units are restaurant operations with investment criteria and economic and operating characteristics similar to those of Cracker Barrel. The chief operating decision makers regularly evaluate the Cracker Barrel and Logan's restaurant and retail components in determining how to allocate resources and in assessing performance. Accordingly, the Company manages its business on the basis of one reportable operating segment. All of the Company's operations are located within the United States. The following data are presented in accordance with SFAS No. 131 for all periods presented.

	2004	2003	2002
Net sales in Company-Owned stores:			
Restaurant	$1,892,487	$1,753,361	$1,645,696
Retail	486,433	443,397	424,949
Total net sales	2,378,920	2,196,758	2,070,645
Franchise fees and royalties	2,027	1,424	1,139
Total revenue	$2,380,947	$2,198,182	$2,071,784

10. Commitments and Contingencies

On September 8, 2004, Cracker Barrel agreed in principle to settle certain litigation alleging violations of the Fair Labor Standards Act as well as allegations of discrimination in employment and public accommodations. The total payment agreed by Cracker Barrel was $8,720 (including $3,500 accrued in 2001), in full satisfaction of all claims, including attorneys' fees and costs.

The Company and its subsidiaries are parties to other legal proceedings incidental to its business. In the opinion of management, based upon information currently available, the ultimate liability with respect to these other actions will not materially affect the Company's Consolidated Financial Statements.

The Company makes trade commitments in the course of its normal operations. As of July 30, 2004 the Company was contingently liable for approximately $7,497 under outstanding trade letters of credit issued in connection with purchase commitments. These letters of credit have terms of three months or less and are used to collateralize obligations to third parties for the purchase of a portion of the Company's imported retail inventories. Additionally, the Company was contingently liable pursuant to standby letters of credit as credit guarantees to insurers. As of July 30, 2004, the Company had $17,830 of standby letters of credit related to workers' compensation and commercial general liability insurance. All standby letters of credit are renewable annually.

The Company is secondarily liable for lease payments under the terms of an operating lease that has been assigned to a third party. The operating lease has a remaining life of approximately 9.2 years with annual lease payments of $361. The Company's performance is required only if the assignee fails to perform the obligations as lessee. At this time, the Company has no reason to believe that the assignee will not perform and, therefore, no provision has been made in the accompanying consolidated financial statements for amounts to be paid as a result of non-performance by the assignee.

The Company also is secondarily liable for lease payments under the terms of another operating lease that has been sublet to a third party more than one year ago. The operating lease has a remaining life of approximately 12.2 years with annual lease payments of $96. The Company's performance is required only if the sublessee fails to perform the obligations as lessee. The Company has a liability of $447 in the accompanying consolidated financial statements for estimated amounts to be paid in case of non-performance by the sublessee.

The Company maintains insurance coverage for various aspects of its business and operations. The Company has elected, however, to retain all or a portion of losses that occur through the use of various deductibles, limits and retentions under its insurance programs. This situation may subject the Company to some future liability for which it is only partially insured, or completely uninsured. The Company intends to mitigate any such future liability by continuing to exercise prudent business judgment in negotiating the terms and conditions of its contracts. See Note 2 for a further discussion of insurance and insurance reserves.

As of July 30, 2004, the Company operated 141 Cracker Barrel stores and 51 Logan's Roadhouse restaurants from leased facilities and also leased certain land and advertising billboards (see Note 12). These leases have been classified as either capital or operating leases. The interest rates for capital leases vary from 5% to 17%. Amortization of capital leases is included with depreciation expense. A majority of the Company's lease agreements provide for renewal options and some of these options contain escalation clauses. Additionally, certain store leases provide for percentage lease payments based upon sales volume in excess of specified minimum levels.

The following is a schedule by year of future minimum lease payments under capital leases, together with the present value of the minimum lease payments as of July 30, 2004:

Year	
2005	$235
2006	235
2007	124
2008	43
2009	--
Total minimum lease payments	637
Less amount representing interest	81
Present value of minimum lease payments	556
Less current portion	189
Long-term portion of capital lease obligations	$367

For reporting purposes, the schedule of future minimum rental payments required under operating leases, excluding leases for advertising billboards, has been restated to conform the lease term to that used in the straight-line rent calculation as described in Note 2, and correct miscellaneous errors due to keying mistakes and summation errors, omission of certain leases and miscalculation of certain lease terms.

The following is a schedule by year of the future minimum rental payments required under operating leases, excluding leases for advertising billboards, as of July 30, 2004. Included in the amounts below are optional renewal periods associated with such leases that the Company is currently not legally obligated to exercise; however, it is reasonably assured that the Company will exercise these options.

Year	Base term and exercised options*	Renewal periods not yet exercised**	Total
	(As Restated, see Note 2)	(As Restated, see Note 2)	As Restated, see Note 2)
2005	$30,174	$ --	$ 30,174
2006	29,741	206	29,947
2007	29,577	357	29,934
2008	29,578	612	30,190
2009	29,490	886	30,376
Later years	290,922	281,996	572,918
Total	$439,482	$284,057	$723,539

*Includes base terms and certain optional renewal periods that have been exercised and are included in the lease term in accordance with SFAS No. 13 (see Note 2).
**Includes certain optional renewal periods that have not yet been exercised, but are included in the lease term for the straight-line rent calculation. Such optional renewal periods are included because it is reasonably assured by the Company that it will exercise such renewal options (see Note 2).

The following is a schedule by year of the future minimum rental payments required under operating leases for advertising billboards as of July 30, 2004:

Year	
2005	$20,218
2006	13,604
2007	5,558
2008	109
Total	$39,489

Rent expense under operating leases, excluding leases for advertising billboards are recognized on a straight-line, or average, basis and include any pre-opening periods during construction for which the Company is legally obligated under the terms of the lease, and any optional renewal periods, for which at the inception of the lease, it is reasonably assured that the Company will exercise those renewal options. This lease period is consistent with the period over which leasehold improvements are amortized. Rent Expense for each of the three years was:

	Minimum	Contingent	Total
	(As Restated, see Note 2)	(As Restated, see Note 2)	(As Restated, see Note 2)
2004	$33,111	$852	$33,963
2003	31,084	753	31,837
2002	28,248	776	29,024

Rent expense under operating leases for billboards for each of the three years was:

	Minimum	Contingent	Total
2004	$23,042	--	$23,042
2003	22,811	--	22,811
2002	21,442	--	21,442

11. Employee Savings Plans

The Company sponsors a qualified defined contribution retirement plan ("Plan I") covering salaried and hourly employees who have completed one year of service and have attained the age of twenty-one. Plan I allows eligible employees to defer receipt of up to 16% of their compensation, as defined in the plan.

The Company also sponsors a non-qualified defined contribution retirement plan ("Plan II") covering highly compensated employees, as defined in the plan. Plan II allows eligible employees to defer receipt of up to 50% of their base compensation and 100% of their eligible bonuses, as defined in the plan. Contributions under both Plan I and Plan II may be invested in various investment funds at the employee's discretion. Such contributions, including the Company matching contribution described below, may not be invested in the Company's common stock. The Company matches 25% of employee contributions for each participant in either Plan I or Plan II up to a total of 6% of the employee's compensation. Employee contributions vest immediately while Company contributions vest 20% annually beginning on the participant's first anniversary of employment. In 2004, 2003, and 2002, the Company contributed approximately $1,321, $1,524 and $1,609, respectively, under Plan I and approximately $345, $280 and $203, respectively, under Plan II. At the inception of Plan II, the Company established a Rabbi Trust to fund Plan II obligations. The market value of the trust assets of $12,479 is included in other assets and the liability to Plan II participants of $12,479 is included in other long-term obligations. Company contributions under Plan I and Plan II are recorded as other store operating expenses.

12. Sale-Leaseback

On July 31, 2000, Cracker Barrel completed a sale-leaseback transaction involving 65 of its owned units. Under the transaction, the land, buildings and building improvements at the locations were sold for net consideration of $138,325 and were leased back for an initial term of 21 years. Equipment was not included. The leases include specified renewal options for up to 20 additional years and have certain financial covenants related to fixed charge coverage for the leased units. At July 30, 2004 and August 1, 2003, the Company was in compliance with all those covenants. Net rent expense during the initial term is $14,963 annually, and the assets sold and leased back previously had depreciation expense of approximately $2,707 annually. The gain on the sale is being amortized over the initial lease term of 21 years.

13. Quarterly Financial Data (Unaudited)

Quarterly financial data for 2004 and 2003 are summarized as follows:

	1st Quarter (As Previously Reported)	Lease Adjustment	1st Quarter (As Restated, see Note 2)
2004			
Total revenue	$576,365	--	$576,365
Gross profit	390,465	--	390,465
Income before income taxes	43,794	(481)	43,313
Net income	28,160	(309)	27,851
Net income per share - basic	$0.59	(0.01)	$0.58
Net income per share - diluted	$0.56	(0.01)	$0.55
2003			
Total revenue	$527,539	--	$527,539
Gross profit	361,574	--	361,574
Income before income taxes	35,635	(638)	34,997
Net income	22,985	(412)	22,573
Net income per share - basic	$0.46	(0.01)	$0.45
Net income per share - diluted	$0.45	(0.01)	$0.44

	2nd Quarter (As Previously Reported)	Lease Adjustment	2nd Quarter (As Restated, see Note 2)
2004			
Total revenue	$612,801	--	$612,801
Gross profit	399,274	--	399,274
Income before income taxes	45,381	(553)	44,828
Net income	29,001	(353)	28,648
Net income per share - basic	$0.59	(0.01)	$0.58
Net income per share - diluted	$0.57	(0.01)	$0.56
2003			
Total revenue	$563,119	--	$563,119
Gross profit	373,007	--	373,007
Income before income taxes	38,181	(583)	37,598
Net income	24,626	(376)	24,250
Net income per share - basic	$0.50	(0.01)	$0.49
Net income per share - diluted	$0.48	(0.01)	$0.47

	3rd Quarter (As Previously Reported)	Lease Adjustment	3rd Quarter (As Restated, see Note 2)
2004			
Total revenue	$584,282	--	$584,282
Gross profit	393,564	--	393,564
Income before income taxes	40,845	(572)	40,273
Net income	26,182	(367)	25,815
Net income per share - basic	$0.53	--	$0.53
Net income per share - diluted	$0.52	(0.01)	$0.51
2003			
Total revenue	$527,189	--	$527,189
Gross profit	361,811	--	361,811
Income before income taxes	36,277	(517)	35,760
Net income	23,399	(333)	23,066
Net income per share - basic	$0.48	(0.01)	$0.47
Net income per share - diluted	$0.46	(0.01)	$0.45

	4th Quarter (As Previously Reported)	Lease Adjustment	4th Quarter* (As Restated, see Note 2)
2004			
Total revenue	$607,499	--	$607,499
Gross profit	411,941	--	411,941
Income before income taxes	46,677	(543)	46,134
Net income	29,919	(348)	29,571
Net income per share - basic	$0.61	--	$0.61
Net income per share - diluted	$0.60	(0.01)	$0.59
2003			
Total revenue	$580,335	--	$580,335
Gross profit	397,875	--	397,875
Income before income taxes	55,169	(465)	54,704
Net income	35,519	(300)	35,219
Net income per share - basic	$0.74	(0.01)	$0.73
Net income per share - diluted	$0.70	--	$0.70

*The Company recorded charges of $5,210 before taxes during the quarter ended July 30, 2004, as a result of a settlement in principle of certain previously

reported lawsuits against its Cracker Barrel subsidiary (see Note 10).

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Board of Directors and Shareholders of CBRL Group, Inc.:

We have audited the accompanying consolidated balance sheets of CBRL Group, Inc. and subsidiaries (the "Company") as of July 30, 2004 and August 1, 2003, and the related consolidated statements of income, changes in shareholders' equity, and cash flows for each of the three fiscal years in the period ended July 30, 2004. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, such consolidated financial statements present fairly, in all material respects, the financial position of the Company at July 30, 2004 and August 1, 2003, and the results of its operations and its cash flows for each of the three fiscal years in the period ended July 30, 2004, in conformity with accounting principles generally accepted in the United States of America.

As discussed in Note 2, the accompanying consolidated financial statements have been restated.

/s/Deloitte & Touche LLP

Nashville, Tennessee
September 23, 2004 (March 30, 2005 as to the
effects of the restatement discussed in Note 2)

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We consent to the incorporation by reference in Registration Statement Nos. 2-86602, 33-15775, 33-37567, 33-45482-99, 333-01465, 333-63442, 333-71384, 333-81063 and 333-111364 of CBRL Group, Inc. on Form S-8 and Registration Statement Nos. 33-59582, 333-90996-02 and 333-90996-13 on Form S-3 of our report relating to the financial statements of CBRL Group, Inc. dated September 23, 2004 (March 30, 2005, as to the effects of Note 2), which expresses an unqualified opinion and includes an explanatory paragraph relating to a restatement as discussed in Note 2, appearing in and incorporated by reference in this amended Annual Report on Form 10-K/A of CBRL Group, Inc. for the year ended July 30, 2004.

/s/ DELOITTE & TOUCHE LLP

Nashville, Tennessee
March 30, 2005

EXHIBIT 31 A CERTIFICATION

I, Michael A. Woodhouse certify that:

1. I have reviewed this Amendment No. 1 to Annual Report on Form 10-K/A of CBRL Group, Inc.;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e) for the registrant and have:

   (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

   (b) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

   (c) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of registrant's board of directors (or persons performing the equivalent functions):

   (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

   (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: March 30, 2005

/s/ Michael A. Woodhouse

Michael A. Woodhouse, Chairman, President and
Chief Executive Officer

EXHIBIT 31 B CERTIFICATION

I, Lawrence E. White certify that:

1. I have reviewed this Amendment No. 1 to Annual Report on Form 10-K/A of CBRL Group, Inc.;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present

in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e) for the registrant and have:

   (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

   (b) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

   (c) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of registrant's board of directors (or persons performing the equivalent functions):

   (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

   (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: March 30, 2005

/s/ Lawrence E. White

Lawrence E. White, Senior Vice President, Finance and
Chief Financial Officer

Exhibit 32 A

CERTIFICATION OF CHIEF EXECUTIVE OFFICER
PURSUANT TO 18 U.S.C. SECTION 1350, AS ADOPTED
PURSUANT TO SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

In connection with Amendment No. 1 to the Annual Report of CBRL Group, Inc. (the "Issuer") on Form 10-K/A for the fiscal year ended July 30, 2004, as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Michael A. Woodhouse, President and Chief Executive Officer of the Issuer, certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that:

1. The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and

2. The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Issuer.

Date: March 30, 2005

By: /s/ Michael A. Woodhouse

Michael A. Woodhouse,
Chairman, President and
Chief Executive Officer

Exhibit 32 B

CERTIFICATION OF CHIEF FINANCIAL OFFICER
PURSUANT TO 18 U.S.C. SECTION 1350, AS ADOPTED
PURSUANT TO SECTION 906 OF THE SARBANES OXLEY ACT OF 2002

In connection with Amendment No. 1 to the Annual Report of CBRL Group, Inc. (the "Issuer") on Form 10-K/A for the fiscal year ended July 30, 2004, as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Lawrence E. White, Senior Vice President and Chief Financial Officer of the Issuer, certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that:

1. The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and

2. The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Issuer.

Date: March 30, 2005

By: /s/Lawrence E. White

Lawrence E. White,
Senior Vice President, Finance
and Chief Financial Officer