

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D. C. 20549**

FORM 10-Q

(Mark One)

Quarterly Report Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934
For the Quarterly Period Ended October 29, 2010

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

CRACKER BARREL OLD COUNTRY STORE, INC.

(Exact Name of Registrant as Specified in Its Charter)

Tennessee

(State or Other Jurisdiction of Incorporation or Organization)

62-1749513

(IRS Employer Identification No.)

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: 615-444-5533

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 No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§ 232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files).

Yes No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer Accelerated filer

Non-accelerated filer Smaller reporting company

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).

Yes No

Indicate the number of shares outstanding of each of the registrant's classes of common stock, as of the latest practicable date.

23,341,403 Shares of Common Stock
Outstanding as of November 26, 2010

CRACKER BARREL OLD COUNTRY STORE, INC.

FORM 10-Q

For the Quarter Ended October 29, 2010

INDEX

PART I. FINANCIAL INFORMATION

Page

Item 1

· [Condensed Consolidated Financial Statements \(Unaudited\)](#)

a) [Condensed Consolidated Balance Sheet as of October 29, 2010 and July 30, 2010](#) 3

b) [Condensed Consolidated Statement of Income for the Quarters Ended October 29, 2010 and October 30, 2009](#) 4

c) [Condensed Consolidated Statement of Cash Flows for the Quarters Ended October 29, 2010 and October 30, 2009](#) 5

d) [Notes to Condensed Consolidated Financial Statements](#) 6

Item 2

· [Management's Discussion and Analysis of Financial Condition and Results of Operations](#) 14

Item 3

· [Quantitative and Qualitative Disclosures About Market Risk](#) 25

Item 4

· [Controls and Procedures](#) 25

PART II. OTHER INFORMATION

Item 1A

· [Risk Factors](#) 26

Item 6

· [Exhibits](#) 26

[SIGNATURES](#)

27

PART I – FINANCIAL INFORMATION

Item 1. Financial Statements

CRACKER BARREL OLD COUNTRY STORE, INC.
CONDENSED CONSOLIDATED BALANCE SHEET

(In thousands, except share data)

(Unaudited)

	October 29, 2010	July 30, 2010*
ASSETS		
Current assets:		
Cash and cash equivalents	\$ 24,661	\$ 47,700
Accounts receivable	11,917	13,530
Inventories	165,790	144,079
Prepaid expenses and other current assets	12,065	8,609
Deferred income taxes	23,488	22,341
Total current assets	<u>237,921</u>	<u>236,259</u>
Property and equipment	1,636,111	1,621,545
Less: Accumulated depreciation and amortization of capital leases	<u>629,575</u>	<u>617,442</u>
Property and equipment – net	<u>1,006,536</u>	<u>1,004,103</u>
Other assets	<u>53,479</u>	<u>51,705</u>
Total assets	<u>\$ 1,297,936</u>	<u>\$ 1,292,067</u>
LIABILITIES AND SHAREHOLDERS' EQUITY		
Current liabilities:		
Accounts payable	\$ 101,627	\$ 116,218
Current maturities of long-term debt and capital lease obligations	6,765	6,765
Accrued interest expense	10,526	10,535
Other current liabilities	<u>160,181</u>	<u>176,030</u>
Total current liabilities	<u>279,099</u>	<u>309,548</u>
Long-term debt	<u>572,005</u>	<u>573,744</u>
Capital lease obligations	<u>37</u>	<u>41</u>
Interest rate swap liability	<u>68,447</u>	<u>66,281</u>
Other long-term obligations	<u>97,842</u>	<u>93,781</u>
Deferred income taxes	<u>56,480</u>	<u>57,055</u>
Commitments and contingencies (Note 12)		
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; 23,092,639 shares issued and outstanding at October 29, 2010, and 22,732,781 shares issued and outstanding at July 30, 2010	231	228
Additional paid-in capital	19,804	6,200
Accumulated other comprehensive loss	(48,666)	(48,849)
Retained earnings	<u>252,657</u>	<u>234,038</u>
Total shareholders' equity	<u>224,026</u>	<u>191,617</u>
Total liabilities and shareholders' equity	<u>\$ 1,297,936</u>	<u>\$ 1,292,067</u>

See notes to unaudited condensed consolidated financial statements.

* This condensed consolidated balance sheet has been derived from the audited consolidated balance sheet as of July 30, 2010, as filed in the Company's Annual Report on Form 10-K for the fiscal year ended July 30, 2010.

CRACKER BARREL OLD COUNTRY STORE, INC.
CONDENSED CONSOLIDATED STATEMENT OF INCOME
(In thousands, except share data)
(Unaudited)

	Quarter Ended	
	October 29, 2010	October 30, 2009
Total revenue	\$ 598,691	\$ 581,183
Cost of goods sold	179,753	177,471
Gross profit	<u>418,938</u>	<u>403,712</u>
Labor and other related expenses	224,604	224,760
Impairment and store closing charges	83	--
Other store operating expenses	111,959	105,466
Store operating income	<u>82,292</u>	<u>73,486</u>
General and administrative expenses	36,876	35,501
Operating income	<u>45,416</u>	<u>37,985</u>
Interest expense	11,714	11,770
Income before income taxes	<u>33,702</u>	<u>26,215</u>
Provision for income taxes	9,968	8,191
Net income	<u>\$ 23,734</u>	<u>\$ 18,024</u>
Net income per share:		
Basic	<u>\$ 1.04</u>	<u>\$ 0.79</u>
Diluted	<u>\$ 1.01</u>	<u>\$ 0.78</u>
Weighted average shares:		
Basic	<u>22,832,393</u>	<u>22,762,048</u>
Diluted	<u>23,593,882</u>	<u>23,136,385</u>
Dividends declared per share	<u>\$ 0.22</u>	<u>\$ 0.20</u>

See notes to unaudited condensed consolidated financial statements.

CRACKER BARREL OLD COUNTRY STORE, INC.
CONDENSED CONSOLIDATED STATEMENT OF CASH FLOWS
(Unaudited and in thousands)

	Three Months Ended	
	October 29, 2010	October 30, 2009
Cash flows from operating activities:		
Net income	\$ 23,734	\$ 18,024
Adjustments to reconcile net income to net cash (used in) provided by operating activities:		
Depreciation and amortization	15,027	14,118
Loss on disposition of property and equipment	792	945
Share-based compensation	2,462	2,913
Excess tax benefit from share-based compensation	(838)	(324)
Changes in assets and liabilities:		
Accounts receivable	1,613	(255)
Income taxes receivable	--	4,078
Inventories	(21,711)	(15,264)
Prepaid expenses and other current assets	(3,456)	(5,790)
Accounts payable	(14,591)	1,611
Accrued interest expense	(9)	122
Other current liabilities	(15,579)	866
Deferred income taxes	627	(635)
Other long-term assets and liabilities	1,992	2,998
Net cash (used in) provided by operating activities	<u>(9,937)</u>	<u>23,407</u>
Cash flows from investing activities:		
Purchase of property and equipment	(18,177)	(14,904)
Proceeds from sale of property and equipment	196	50
Proceeds from insurance recoveries of property and equipment	24	33
Net cash used in investing activities	<u>(17,957)</u>	<u>(14,821)</u>
Cash flows from financing activities:		
Proceeds from issuance of long-term debt	86,200	158,000
Principal payments under long-term debt and capital lease obligations	(87,943)	(159,857)
Proceeds from exercise of share-based compensation awards	10,307	715
Excess tax benefit from share-based compensation	838	324
Dividends on common stock	(4,547)	(4,627)
Net cash provided by (used in) financing activities	<u>4,855</u>	<u>(5,445)</u>
Net (decrease) increase in cash and cash equivalents	(23,039)	3,141
Cash and cash equivalents, beginning of period	47,700	11,609
Cash and cash equivalents, end of period	<u>\$ 24,661</u>	<u>\$ 14,750</u>
Supplemental disclosures of cash flow information:		
Cash paid during the three months for:		
Interest, excluding interest rate swap payments, net of amounts capitalized	<u>\$ 3,471</u>	<u>\$ 4,212</u>
Interest rate swap	<u>\$ 7,595</u>	<u>\$ 6,831</u>
Income taxes	<u>\$ 6,463</u>	<u>\$ 625</u>
Supplemental schedule of non-cash financing activity:		
Change in fair value of interest rate swap	<u>\$ (2,166)</u>	<u>\$ (3,452)</u>
Change in deferred tax asset for interest rate swap	<u>\$ 2,349</u>	<u>\$ 2,866</u>

See notes to unaudited condensed consolidated financial statements.

CRACKER BARREL OLD COUNTRY STORE, INC.**NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS**

(In thousands, except percentages and share data)

(Unaudited)

1. Condensed Consolidated Financial Statements

The condensed consolidated balance sheets at October 29, 2010 and July 30, 2010 and the related condensed consolidated statements of income and cash flows for the quarters ended October 29, 2010 and October 30, 2009, have been prepared by Cracker Barrel Old Country Store, Inc. (the "Company") in accordance with accounting principles generally accepted in the United States of America ("GAAP") and pursuant to the rules and regulations of the Securities and Exchange Commission ("SEC") without audit. The Company is principally engaged in the operation and development of the Cracker Barrel Old Country Store ("Cracker Barrel") restaurant and retail concept. In the opinion of management, all adjustments (consisting of normal and recurring items) necessary for a fair presentation of such condensed consolidated financial statements have been made. The results of operations for any interim period are not necessarily indicative of results for a full year.

These condensed consolidated financial statements should be read in conjunction with the audited consolidated financial statements and notes thereto contained in the Company's Annual Report on Form 10-K for the year ended July 30, 2010 (the "2010 Form 10-K"). The accounting policies used in preparing these condensed consolidated financial statements are the same as described in the 2010 Form 10-K. References in these Notes to Condensed Consolidated Financial Statements to a year are to the Company's fiscal year unless otherwise noted.

2. Fair Value Measurements

The Company's assets and liabilities measured at fair value on a recurring basis at October 29, 2010 were as follows:

	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	Fair Value as of October 29, 2010
Cash equivalents*	\$ 12,951	\$ --	\$ --	\$ 12,951
Deferred compensation plan assets**	28,031	--	--	28,031
Total assets at fair value	<u>\$ 40,982</u>	<u>\$ --</u>	<u>\$ --</u>	<u>\$ 40,982</u>
Interest rate swap liability (Note 5)	\$ --	\$ 68,447	\$ --	\$ 68,447
Total liabilities at fair value	<u>\$ --</u>	<u>\$ 68,447</u>	<u>\$ --</u>	<u>\$ 68,447</u>

The Company's assets and liabilities measured at fair value on a recurring basis at July 30, 2010 were as follows:

	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	Fair Value as of July 30, 2010
Cash equivalents*	\$ 35,250	\$ --	\$ --	\$ 35,250
Deferred compensation plan assets**	25,935	--	--	25,935
Total assets at fair value	\$ 61,185	\$ --	\$ --	\$ 61,185
Interest rate swap liability (Note 5)	\$ --	\$ 66,281	\$ --	\$ 66,281
Total liabilities at fair value	\$ --	\$ 66,281	\$ --	\$ 66,281

*Consists of money market fund investments.

**Represents plan assets invested in mutual funds established under a Rabbi Trust for the Company's non-qualified savings plan and is included in the condensed consolidated balance sheet as other assets.

The Company's money market fund investments and deferred compensation plan assets are measured at fair value using quoted market prices. The fair value of the Company's interest rate swap liability is determined based on the present value of expected future cash flows. Since our interest rate swaps are based on the LIBOR forward curve, which is observable at commonly quoted intervals for the full term of the swaps, they are considered a Level 2 input. Nonperformance risk is reflected in determining the fair value of the interest rate swaps by using the Company's credit spread less the risk-free interest rate, both of which are observable at commonly quoted intervals for the term of the swaps. Thus, the adjustment for nonperformance risk is also considered a Level 2 input.

The fair values of the Company's accounts receivable and accounts payable approximate their carrying amounts due to their short duration. The fair value of the Company's variable-rate term loans and revolving credit facility, based on quoted market prices, totaled approximately \$574,674 and \$566,510 at October 29, 2010 and July 30, 2010, respectively. See Note 4 for additional information on the Company's debt.

3. Inventories

Inventories were comprised of the following at:

	October 29, 2010	July 30, 2010
Retail	\$ 132,608	\$ 113,674
Restaurant	19,471	17,586
Supplies	13,711	12,819
Total	\$ 165,790	\$ 144,079

4. Debt

Long-term debt consisted of the following at:

	October 29, 2010	July 30, 2010
Term loans payable on or before April 27, 2013	\$ 346,498	\$ 347,559
Term loans payable on or before April 27, 2016	231,931	232,585
Note payable	322	346
	578,751	580,490
Current maturities	(6,746)	(6,746)
Long-term debt	<u>\$ 572,005</u>	<u>\$ 573,744</u>

The Company's credit facility (the "Credit Facility") consists of term loans (aggregate outstanding at October 29, 2010 was \$578,429) and a revolving credit facility (the "Revolving Credit Facility"), under which the Company has a borrowing capacity of \$250,000 until April 27, 2011 and \$165,000 thereafter until January 27, 2013. At October 29, 2010, \$575,000 of the Company's term loans were swapped at a weighted average interest rate of 7.47% (see Note 5) and the weighted average interest rate on the remaining \$3,429 was 2.34%.

At October 29, 2010, the Company did not have any outstanding borrowings under the Revolving Credit Facility. At October 29, 2010, the Company had outstanding \$30,346 of standby letters of credit, which reduce the Company's availability under the Revolving Credit Facility (see Note 12). At October 29, 2010, the Company had \$219,654 available under the Revolving Credit Facility.

The Credit Facility contains customary financial covenants, which are specified in the agreement and include maintenance of a maximum consolidated total leverage ratio and a minimum consolidated interest coverage ratio. At October 29, 2010, the Company was in compliance with all debt covenants.

The Credit Facility also imposes restrictions on the amount of dividends the Company is able to pay. If there is no default then existing and there is at least \$100,000 then available under the Revolving Credit Facility, the Company may both: (1) pay cash dividends on its common stock if the aggregate amount of dividends paid in any fiscal year is less than 15% of Consolidated EBITDA from continuing operations (as defined in the Credit Facility) during the immediately preceding fiscal year; and (2) in any event, increase its regular quarterly cash dividend in any quarter by an amount not to exceed the greater of \$.01 or 10% of the amount of the dividend paid in the prior fiscal quarter.

The note payable consists of a five-year note with a vendor in the original principal amount of \$507 and represents the financing of prepaid maintenance for telecommunications equipment. The note payable is payable in monthly installments of principal and interest of \$9 through October 16, 2013 and bears interest at 2.88%.

5. Derivative Instruments and Hedging Activities

The Company uses derivative instruments to mitigate its interest rate risk. The Company does not hold or use derivative instruments for trading purposes. The Company also does not have any derivatives not designated as hedging instruments and has not designated any non-derivatives as hedging instruments.

The Company has interest rate risk relative to its outstanding borrowings under its Credit Facility (see Note 4). Loans under the Credit Facility bear interest, at the Company's election, either at the prime rate or LIBOR plus a percentage point spread based on certain specified financial ratios. The Company uses derivative instruments, specifically interest rate swaps, to mitigate its interest rate risk. The Company's policy has been to manage interest cost using a mix of fixed and variable rate debt (see Note 4). To manage this risk in a cost efficient manner, the Company has entered into two interest rate swaps.

On May 4, 2006, the Company entered into an interest rate swap (the "2006 swap") in which it agreed to exchange with a counterparty, at specified intervals effective August 3, 2006, the difference between fixed and variable interest amounts calculated by reference to an agreed-upon notional principal amount. The swapped portion of the outstanding debt or notional amount of the interest rate swap over its remaining life is as follows:

From May 4, 2010 to May 2, 2011	\$ 575,000
From May 3, 2011 to May 2, 2012	550,000
From May 3, 2012 to May 3, 2013	525,000

The 2006 swap was accounted for as a cash flow hedge. The rate on the portion of the Company's outstanding debt covered by the 2006 swap is fixed at a rate of 5.57% plus the Company's credit spread over the initial 7-year life of the 2006 swap. The Company's weighted average credit spread at October 29, 2010 was 1.90%.

On August 10, 2010, the Company entered into a second interest rate swap (the "2010 swap") in which it agreed to exchange with a counterparty, effective May 3, 2013, the difference between fixed and variable interest amounts calculated by reference to the notional principal amount of \$200,000. This interest rate swap also was accounted for as a cash flow hedge. The rate on the portion of the Company's outstanding debt covered by the 2010 swap will be fixed at a rate of 2.73% plus the Company's credit spread over the 2-year life of the 2010 swap.

At October 29, 2010 and July 30, 2010, the estimated fair values of the Company's derivative instruments were as follows:

	Balance Sheet Location	October 29, 2010	July 30, 2010
Interest rate swaps (See Note 2)	Interest rate swap liability	\$ 68,447	\$ 66,281

The estimated fair value of the Company's interest rate swap liability incorporates the Company's own non-performance risk (see Note 2). The adjustment related to non-performance risk at October 29, 2010 and July 30, 2010 resulted in reductions of \$3,073 and \$3,915, respectively, in the fair values of the interest rate swap liability. The offset to the interest rate swap liability is recorded in accumulated other comprehensive loss ("AOCL"), net of the deferred tax asset, and will be reclassified into earnings over the term of the underlying debt. As of October 29, 2010, the estimated pre-tax portion of AOCL that is expected to be reclassified into earnings over the next twelve months is \$29,639. Cash flows related to the interest rate swaps are included in interest expense and in operating activities.

The following table summarizes the pre-tax effects of the Company's derivative instruments on AOCL for the quarter ended October 29, 2010 and the year ended July 30, 2010:

	Amount of Loss Recognized in AOCL on Derivatives (Effective Portion)	
	Quarter Ended	Year Ended
	October 29, 2010	July 30, 2010
Cash flow hedges:		
Interest rate swaps	\$ (2,166)	\$ (5,049)

The following table summarizes the pre-tax effects of the Company's derivative instruments on income for the quarters ended October 29, 2010 and October 30, 2009:

	Location of Loss Reclassified from AOCL into Income (Effective Portion)	Amount of Loss Reclassified from AOCL into Income (Effective Portion)	
		Quarter Ended	
		October 29, 2010	October 30, 2009
Cash flow hedges:			
Interest rate swaps	Interest expense	\$ 7,595	\$ 6,831

No ineffectiveness has been recorded in the quarters ended October 29, 2010 and October 30, 2009.

6. **Shareholders' Equity**

During the quarter ended October 29, 2010, the Company received proceeds of \$10,307 from the exercise of share-based compensation awards and the corresponding issuance of 359,858 shares of its common stock. During the quarter ended October 29, 2010, the Company did not make any share repurchases.

During the quarter ended October 29, 2010, the Company paid dividends of \$0.20 per common share. In addition, during the first quarter of 2011, the Company declared a regular dividend of \$0.22 per common share that was paid on November 5, 2010 and is recorded in other current liabilities in the accompanying condensed consolidated balance sheet. On December 1, 2010, the Company's Board of Directors declared a regular dividend of \$0.22 per share payable on February 7, 2011 to shareholders of record on January 21, 2011.

During the quarter ended October 29, 2010, the unrealized loss, net of tax, on the Company's interest rate swaps increased by \$183 to \$48,666 and is recorded in AOCL (see Notes 2, 5 and 7).

During the quarter ended October 29, 2010, total share-based compensation expense was \$2,462. During the quarter ended October 29, 2010, the excess tax benefit realized upon exercise of share-based compensation awards was \$838.

7. Comprehensive Income

Comprehensive income consisted of the following at:

	Quarter Ended	
	October 29, 2010	October 30, 2009
Net income	\$ 23,734	\$ 18,024
Other comprehensive income:		
Change in fair value of interest rate swaps, net of tax benefit of \$2,349 and \$2,866, respectively	183	(586)
Total comprehensive income	<u>\$ 23,917</u>	<u>\$ 17,438</u>

8. Seasonality

Historically, the net income of the Company has been lower in the first and third quarters and higher in the second and fourth quarters. Management attributes these variations to the Christmas holiday shopping season and the summer vacation and travel season. The Company's retail sales, which are made substantially to the Company's restaurant customers, historically have been highest in the Company's second quarter, which includes the Christmas holiday shopping season. Historically, interstate tourist traffic and the propensity to dine out have been much higher during the summer months, thereby contributing to higher profits in the Company's fourth quarter. The Company also generally opens additional new locations throughout the year. Therefore, the results of operations for any interim period cannot be considered indicative of the operating results for an entire year.

9. Segment Reporting

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 line of a Cracker Barrel unit are shared and are indistinguishable in many respects. 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. Total revenue was comprised of the following at:

	Quarter Ended	
	October 29, 2010	October 30, 2009
Revenue:		
Restaurant	\$ 481,815	\$ 466,832
Retail	116,876	114,351
Total revenue	<u>\$ 598,691</u>	<u>\$ 581,183</u>

10. Share-Based Compensation

Share-based compensation expense is recorded in general and administrative expenses. For the quarters ended October 29, 2010 and October 30, 2009, share-based compensation expense totaled \$713 and \$922, respectively, for stock options and \$1,749 and \$1,991, respectively, for nonvested stock.

11. Net Income Per Share and Weighted Average Shares

Basic consolidated net income per share is computed by dividing consolidated net income available to common shareholders by the weighted average number of common shares outstanding for the reporting period. Diluted consolidated 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 and is based upon the weighted average number of common and common equivalent shares outstanding during the reporting period. Common equivalent shares related to stock options and nonvested stock and stock awards issued by the Company are calculated using the treasury stock method. The Company's outstanding stock options and nonvested stock and stock awards represent the only dilutive effects on diluted consolidated net income per share.

The following table reconciles the components of the diluted earnings per share computations:

	Quarter Ended	
	October 29, 2010	October 30, 2009
Net income per share numerator	\$ 23,734	\$ 18,024
Net income per share denominator:		
Weighted average shares	22,832,393	22,762,048
Add potential dilution:		
Stock options and nonvested stock and stock awards	761,489	374,337
Diluted weighted average shares	<u>23,593,882</u>	<u>23,136,385</u>

12. Commitments and Contingencies

The Company and its subsidiaries are parties to various legal and regulatory proceedings and claims incidental to and arising out of the ordinary course of its business. In the opinion of management, based upon information currently available, the ultimate liability with respect to these proceedings and claims will not materially affect the Company's consolidated results of operations or financial position.

The Company is contingently liable pursuant to standby letters of credit as credit guarantees related to insurers. At October 29, 2010, the Company had \$30,346 of standby letters of credit related to securing reserved claims under workers' compensation insurance. All standby letters of credit are renewable annually and reduce the Company's availability under its Revolving Credit Facility (see Note 4 for further information on the Company's Revolving Credit Facility).

The Company is secondarily liable for lease payments under the terms of an operating lease that has been assigned to a third party. At October 29, 2010, the lease has a remaining life of approximately 2.9 years with annual lease payments of approximately \$361 for a total guarantee of \$1,052. The Company's performance is required only if the assignee fails to perform its 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 condensed consolidated balance sheet for amounts to be paid in case of non-performance by the assignee.

Upon the sale of Logan's Roadhouse, Inc. ("Logan's") in 2007, the Company reaffirmed its guarantee on the lease payments for two Logan's restaurants. At October 29, 2010, the operating leases have remaining lives of 1.2 and 9.4 years with annual payments of approximately \$94 and \$108, respectively, for a total guarantee of \$1,172. The Company's performance is required only if Logan's fails to perform its obligations as lessee. At this time, the Company has no reason to believe Logan's will not perform, and therefore, no provision has been made in the condensed consolidated balance sheet for amounts to be paid as a result of non-performance by Logan's.

The Company enters into certain indemnification agreements in favor of third parties in the ordinary course of business. The Company believes that the probability of incurring an actual liability under such indemnification agreements is sufficiently remote so that no liability has been recorded. In connection with the divestiture of Logan's (see Note 15 to the Company's Consolidated Financial Statements included in the 2010 Form 10-K), the Company entered into various agreements to indemnify third parties against certain tax obligations, for any breaches of representations and warranties in the applicable transaction documents and for certain costs and expenses that may arise out of specified real estate matters, including potential relocation and legal costs. With the exception of certain tax indemnifications, the Company believes that the probability of being required to make any indemnification payments to Logan's is remote. Therefore, at October 29, 2010, the Company has recorded a liability of \$22 in the condensed consolidated balance sheet for these potential tax indemnifications, but no provision has been recorded for potential non-tax indemnifications.

Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations

Cracker Barrel Old Country Store, Inc. and its subsidiaries (collectively, the "Company," "our" or "we") are principally engaged in the operation and development in the United States of the Cracker Barrel Old Country Store ("Cracker Barrel") restaurant and retail concept. At October 29, 2010, we operated 596 Cracker Barrel units in 41 states. All dollar amounts reported or discussed in this Management's Discussion and Analysis of Financial Condition and Results of Operations ("MD&A") are shown in thousands, except per share amounts and certain statistical information (e.g., number of stores). References to years in MD&A are to our fiscal year unless otherwise noted.

MD&A provides information which management believes is relevant to an assessment and understanding of our consolidated results of operations and financial condition. MD&A should be read in conjunction with the (i) condensed consolidated financial statements and notes thereto in this Quarterly Report on Form 10-Q and (ii) financial statements and the notes thereto included in the Company's Annual Report on Form 10-K for the fiscal year ended July 30, 2010 (the "2010 Form 10-K"). Except for specific historical information, many of the matters discussed in this report may express or imply projections of items such as revenues or expenditures, estimated capital expenditures, compliance with debt covenants, plans and objectives for future operations, inventory shrinkage, growth or initiatives, expected future economic performance, or the expected outcome or impact of pending or threatened litigation. These and similar statements regarding events or results which we expect will or may occur in the future, are forward-looking statements that involve risks, uncertainties and other factors which may cause our actual results and performance to differ materially from those expressed or implied by those statements. All forward-looking information is provided pursuant to the safe harbor established under the Private Securities Litigation Reform Act of 1995 and should be evaluated in the context of these risks, uncertainties and other factors. Forward-looking statements generally can be identified by the use of forward-looking terminology such as "trends," "assumptions," "target," "guidance," "outlook," "opportunity," "future," "plans," "goals," "objectives," "expectations," "near-term," "long-term," "projection," "may," "will," "would," "could," "expect," "intend," "estimate," "anticipate," "believe," "potential," "regular," "should," "projects," "forecasts" or "continue" (or the negative or other derivatives of each of these terms) or similar terminology.

We believe the assumptions underlying any forward-looking statements are reasonable; however, any of the assumptions could be inaccurate, and therefore, actual results may differ materially from those projected in or implied by the forward-looking statements. Factors and risks that may result in actual results differing from this forward-looking information include, but are not limited to, those contained in Part I, Item 1A of the 2010 Form 10-K, which is incorporated herein by this reference, as well as other factors discussed throughout this report, including, without limitation, the factors described under "Critical Accounting Estimates" on pages 19-24 of this Form 10-Q or, from time to time, in our filings with the Securities and Exchange Commission ("SEC"), press releases and other communications.

Readers are cautioned not to place undue reliance on forward-looking statements made in this report, since the statements speak only as of the report's date. Except as may be required by law, we have no obligation, and do not intend, to publicly update or revise any of these forward-looking statements to reflect events or circumstances occurring after the date of this report or to reflect the occurrence of unanticipated events. Readers are advised, however, to consult any future public disclosures that we may make on related subjects in reports that we file with or furnish to the SEC or in our other public disclosures.

Results of Operations

The following table highlights operating results by percentage relationships to total revenue for the quarter ended October 29, 2010 as compared to the same period in the prior year:

	Quarter Ended	
	October 29, 2010	October 30, 2009
Total revenue	100.0%	100.0%
Cost of goods sold	30.0	30.5
Gross profit	70.0	69.5
Labor and other related expenses	37.6	38.7
Impairment and store closing charges	--	--
Other store operating expenses	18.7	18.2
Store operating income	13.7	12.6
General and administrative expenses	6.1	6.1
Operating income	7.6	6.5
Interest expense	2.0	2.0
Income before income taxes	5.6	4.5
Provision for income taxes	1.6	1.4
Net income	4.0%	3.1%

The following table highlights the components of total revenue by percentage relationships to total revenue for the quarter ended October 29, 2010 as compared to the same period in the prior year:

	Quarter Ended	
	October 29, 2010	October 30, 2009
Revenue:		
Restaurant	80.5%	80.3%
Retail	19.5	19.7
Total revenue	100.0%	100.0%

The following table sets forth the number of units in operation at the beginning and end of the quarters ended October 29, 2010 and October 30, 2009, respectively:

	Quarter Ended	
	October 29, 2010	October 30, 2009
Open at beginning of period	593	588
Opened during period	3	3
Open at end of period	596	591

Average unit volumes include sales of all stores. The following table highlights average unit volumes for the quarter ended October 29, 2010 as compared to the same period in the prior year:

	Quarter Ended	
	October 29, 2010	October 30, 2009
Revenue:		
Restaurant	\$ 810.5	\$ 791.8
Retail	196.6	193.9
Total revenue	<u>\$ 1,007.1</u>	<u>\$ 985.7</u>

Total Revenue

Total revenue for the first quarter of 2011 increased 3.0% compared to the prior year first quarter. For the quarter, comparable store restaurant sales increased 2.4% and comparable store retail sales increased 1.5% resulting in a combined comparable store sales (total revenue) increase of 2.2%. The comparable store restaurant sales increase consisted of a 1.9% average check increase for the quarter (including a 2.0% average menu price increase) and a 0.5% guest traffic increase. We believe the comparable store retail sales increase was due to the increase in guest traffic and a more appealing retail merchandise selection than in the prior year. Sales from newly opened stores accounted for the balance of the total revenue increase in the first quarter.

Gross Profit

Gross profit as a percentage of total revenue for the first quarter of 2011 increased to 70.0% compared to 69.5% in the first quarter of the prior year. This increase was due to a decrease in retail inventory obsolescence reserves in the first quarter of 2011 as compared to an increase in the prior year. Compared to last year our retail inventories are more current due to more active inventory management and successful porch sale events.

Labor and Other Related Expenses

Labor and other related expenses include all direct and indirect labor and related costs incurred in store operations. Labor and other related expenses as a percentage of total revenue were 37.6% in the first quarter of 2011 as compared to 38.7% in the first quarter of the prior year. This decrease resulted primarily from decreases of 0.7% and 0.3% as a percentage of total revenue, respectively, in healthcare costs and store hourly labor costs. The decrease in healthcare costs was due to lower medical claims and the benefit of the calendar 2010 group health plan design changes. The decrease in store hourly labor costs as a percentage of total revenue was due to menu pricing being higher than wage inflation.

Other Store Operating Expenses

Other store operating expenses include all unit-level operating costs, the major components of which are utilities, operating supplies, repairs and maintenance, depreciation and amortization, advertising, rent, credit card fees and non-labor-related pre-opening expenses. Other store operating expense as a percentage of total revenue increased to 18.7% in the first quarter of 2011 as compared to 18.2% in the first quarter of the prior year. This increase resulted primarily from increases of 0.3% and 0.2% as a percentage of total revenue, respectively, in maintenance and supplies expenses. Higher maintenance expense resulted primarily from the timing of sign maintenance and other programs. The increase in supplies expense was due to operational changes which were implemented to improve the guest experience.

General and Administrative Expenses

General and administrative expenses as a percentage of total revenue for the first quarter of 2011 remained flat at 6.1% compared to the first quarter of the prior year.

Interest Expense

Interest expense as a percentage of total revenue for the first quarter of 2011 remained flat at 2.0% compared to the first quarter of the prior year.

Provision for Income Taxes

The provision for income taxes as a percent of pre-tax income was 29.6% and 31.2%, respectively, in the first quarters of 2011 and 2010. The decrease in the effective tax rate from the first quarter of 2010 to the first quarter of 2011 resulted from higher employer tax credits.

Liquidity and Capital Resources

Our primary sources of liquidity are cash generated from our operations and our borrowing capacity under our \$250,000 revolving credit facility (the "Revolving Credit Facility"). Cash on hand at July 30, 2010, along with our internally generated cash, our borrowings under our Revolving Credit Facility and proceeds from exercises of share-based compensation awards were sufficient to finance all of our growth, dividend payments, working capital needs and other cash payment obligations in the first quarter of 2011.

We believe that cash at October 29, 2010, along with cash generated from our operating activities, the borrowing capacity under our Revolving Credit Facility and proceeds from exercises of share-based compensation awards will be sufficient to finance our continuing operations, our continuing expansion plans, our principal payments on our debt, our share repurchase plans and our dividend payments for at least the next twelve months and thereafter for the foreseeable future.

Cash (Used In) Generated From Operations

Our operating activities used net cash of \$9,937 for the quarter ended October 29, 2010, which represented a decrease from the \$23,407 net cash provided during the same period a year ago. This decrease reflected the timing of payments for accounts payable, higher annual bonus payments made this year and an increase in seasonal retail inventory purchases in anticipation of higher retail sales as compared to the prior year and earlier receipts of retail inventory as compared to the prior year to mitigate potential ocean freight container availability issues.

Borrowing Capacity and Debt Covenants

Our credit facility (the "Credit Facility") consists of term loans (aggregate outstanding at October 29, 2010 was \$578,429) and the Revolving Credit Facility. Of the total outstanding under our term loan facility at October 29, 2010, \$346,498 mature on April 27, 2013 and \$231,931 mature on April 27, 2016. The amount available for borrowing under the Revolving Credit Facility is \$250,000 until April 27, 2011 and \$165,000 thereafter until January 27, 2013.

At October 29, 2010, although we had no outstanding borrowings under the Revolving Credit Facility, we had \$30,346 of standby letters of credit related to securing reserved claims under workers' compensation insurance which reduce our availability under the Revolving Credit Facility. At October 29, 2010, we had \$219,654 in borrowing capacity under our Revolving Credit Facility. See Note 4 to our accompanying Condensed Consolidated Financial Statements for further information on our long-term debt.

The Credit Facility contains customary financial covenants, which are specified in the agreement and include maintenance of a maximum consolidated total leverage ratio and a minimum consolidated interest coverage ratio. At October 29, 2010, we were in compliance with all financial covenants and we presently expect to remain in compliance with the Credit Facility's financial covenants for the remaining term of the facility.

Share Repurchases, Dividends and Proceeds from the Exercise of Share-Based Compensation Awards

Subject to a maximum amount of \$65,000, we have been authorized by our Board of Directors to repurchase shares during 2011 to offset share dilution that results from the issuance of shares under our equity compensation plans. The principal criteria for share repurchases are that they be accretive to expected net income per share, are within the limits imposed by our Credit Facility and that they be made only from free cash flow (operating cash flow less capital expenditures and dividends) rather than borrowings. During the quarter ended October 29, 2010, we did not make any share repurchases. In the second quarter of 2011, we expect to repurchase shares from free cash flow to offset share dilution.

Our Credit Facility imposes restrictions on the amount of dividends we are able to pay. If there is no default then existing and there is at least \$100,000 then available under our Revolving Credit Facility, we may both: (1) pay cash dividends on our common stock if the aggregate amount of such dividends paid during any fiscal year is less than 15% of Consolidated EBITDA from continuing operations (as defined in the Credit Facility) during the immediately preceding fiscal year; and (2) in any event, increase our regular quarterly cash dividend in any quarter by an amount not to exceed the greater of \$.01 or 10% of the amount of the dividend paid in the prior fiscal quarter.

During the quarter ended October 29, 2010, we paid dividends of \$0.20 per common share. In addition, during the first quarter of 2011, we declared a regular dividend of \$0.22 per common share that was paid on November 5, 2010. On December 1, 2010, our Board of Directors declared a regular dividend of \$0.22 per share payable on February 7, 2011 to shareholders of record on January 21, 2011.

During the quarter ended October 29, 2010, we received proceeds of \$10,307 from the exercise of share-based compensation awards and the corresponding issuance of 359,858 shares of our common stock.

Working Capital

In the restaurant industry, virtually all sales are either for cash or third-party credit card. Like many other restaurant companies, we are able to, and often do, operate with negative working capital. Restaurant inventories purchased through our principal food distributor are on terms of net zero days, while restaurant inventories purchased locally generally are financed from normal trade credit. Because of our retail operations, which have a lower product turnover than the restaurant business, we carry 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 wire transfers. These various trade terms are aided by rapid turnover of the restaurant inventory. Employees generally are paid on weekly or semi-monthly schedules in arrears of hours worked, and certain expenses such as certain taxes and some benefits are deferred for longer periods of time. Many other operating expenses have normal trade terms.

We had negative working capital of \$41,178 at October 29, 2010 versus negative working capital of \$73,289 at July 30, 2010. Working capital increased from July 30, 2010 primarily due to higher retail inventories, lower incentive compensation accruals and the timing of payments for accounts payable partially offset by a decrease in cash. Lower incentive compensation accruals resulted from the payment of annual bonuses in the first quarter of 2011.

Capital Expenditures

Capital expenditures (purchase of property and equipment) were \$18,177 for the quarter ended October 29, 2010 as compared to \$14,904 during the same period a year ago. Capital expenditures for maintenance programs and construction for new locations accounted for the majority of the expenditures. The increase in capital expenditures from the first quarter of 2010 to the first quarter of 2011 is primarily due to operational innovation initiatives. We estimate that our capital expenditures for 2011 will be between \$110,000 and \$120,000. This estimate includes certain costs related to the acquisition of sites and construction of eleven new stores that will or have opened during 2011, as well as for acquisition and construction costs for locations to be opened in future years, capital expenditures for maintenance programs and operational innovation initiatives. We intend to fund our capital expenditures with cash flows from operations and borrowings under our Revolving Credit Facility, as necessary. Capitalized interest was \$49 and \$80, respectively, for the quarters ended October 29, 2010 and October 30, 2009.

Off-Balance Sheet Arrangements

Other than various operating leases, we have no material off-balance sheet arrangements. Refer to the sub-section entitled "Off-Balance Sheet Arrangements" under the section entitled "Liquidity and Capital Resources" presented in the MD&A of our 2010 Form 10-K for additional information regarding our operating leases.

Material Commitments

There have been no material changes in our material commitments other than in the ordinary course of business since the end of 2010. Refer to the sub-section entitled "Material Commitments" under the section entitled "Liquidity and Capital Resources" presented in the MD&A of our 2010 Form 10-K for additional information regarding our material commitments.

Critical Accounting Estimates

We prepare our consolidated financial statements in conformity with GAAP. The preparation of these financial statements requires us to make estimates and assumptions about future events and apply judgments that affect the reported amounts of assets, liabilities, revenue, expenses and related disclosures. We base our estimates and judgments on historical experience, current trends, 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. However, because future events and their effects cannot be determined with certainty, actual results could differ from those assumptions and estimates, and such differences could be material.

Our significant accounting policies are discussed in Note 2 to the Consolidated Financial Statements contained in the 2010 Form 10-K. Judgments and uncertainties affecting the application of those policies may result in materially different amounts being reported under different conditions or using different assumptions. Critical accounting estimates are those that:

- management believes are both most important to the portrayal of our 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.

We consider the following accounting estimates to be most critical in understanding the judgments that are involved in preparing our consolidated financial statements:

- Impairment of Long-Lived Assets and Provision for Asset Dispositions
- Insurance Reserves
- Inventory Valuation
- Tax Provision
- Share-Based Compensation
- Unredeemed Gift Cards
- Legal Proceedings

Management has reviewed these critical accounting estimates and related disclosures with the Audit Committee of our Board of Directors.

Impairment of Long-Lived Assets and Provision for Asset Dispositions

We assess the impairment of long-lived assets 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 undiscounted future cash flows expected to be generated by the asset. If the total expected future cash flows are less than the carrying amount of the asset, the carrying amount is written down to the estimated fair value of an asset to be held and used or the fair value, net of estimated costs of disposal, of an asset to be disposed of, and a loss resulting from impairment is recognized by a charge to income. Judgments and estimates that we make 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. The accuracy of such provisions can vary materially from original estimates and management regularly monitors the adequacy of the provisions until final disposition occurs.

We have not made any material changes in our methodology for assessing impairments during the first quarter of 2011 and we do not believe that there is a reasonable likelihood that there will be a material change in the estimates or assumptions used by us to assess impairment on long-lived assets. However, if actual results are not consistent with our estimates and assumptions used in estimating future cash flows and fair values of long-lived assets, we may be exposed to losses that could be material.

Insurance Reserves

We self-insure a significant portion of our expected workers' compensation, general liability and health insurance programs. We purchase insurance for individual workers' compensation claims that exceed \$250, \$500 or \$1,000 depending on the state in which the claim originates. We purchase insurance for individual general liability claims that exceed \$500. We self-insure a portion of our group health program. For our calendar 2010 plan, benefits for any individual (employee or dependents) in the self-insured program are limited to not more than \$20 in any given plan year and, in certain cases, to not more than \$8 in any given year. We record a liability for the self-insured portion of our group health program for all unpaid claims based upon a loss development analysis derived from actual group health claims payment experience.

We record 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 us based upon an actuarially determined reserve as of the end of our third quarter and adjust it by the actuarially determined losses and actual claims payments for the subsequent quarters until the next annual actuarial study of our reserve requirements. Those reserves and these losses are determined actuarially from a range of possible outcomes within which no given estimate is more likely than any other estimate. As such, we record the actuarially determined losses at the low end of that range and discount them to present value using a risk-free interest rate based on the actuarially projected timing of payments. We also monitor actual claims development, including incurrence or settlement of individual large claims during the interim period between actuarial studies as another means of estimating the adequacy of our reserves. From time to time, we perform limited scope interim updates of our actuarial studies to verify and/or modify our reserves.

Our accounting policies regarding insurance reserves include certain actuarial assumptions and management judgments regarding economic conditions, the frequency and severity of claims and claim development history and settlement practices. We have not made any material changes in the methodology used to establish our insurance reserves during the first quarter of 2011 and do not believe there is a reasonable likelihood that there will be a material change in the estimates or assumptions used to calculate the insurance reserves. However, changes in these actuarial assumptions or management judgments in the future may produce materially different amounts of expense that would be reported under these insurance programs.

Inventory Valuation

Cost of goods sold includes the cost of retail merchandise sold at our stores utilizing the retail inventory method ("RIM"). RIM is an averaging method that is widely used in the retail industry due to its practicality. Under RIM, the valuation of our retail inventories at cost and the resulting gross margins are calculated by applying a cost-to-retail ratio to the retail value of our inventories. Inherent in the RIM calculation are certain significant management judgments and estimates, including initial markons, markups, markdowns and shrinkage, which may significantly affect the gross margin calculation as well as the ending inventory valuation.

Inventory valuation provisions are included for retail inventory obsolescence and retail inventory shrinkage. Retail inventory is reviewed on a quarterly basis for obsolescence and adjusted as appropriate based on assumptions made by management and judgment regarding inventory aging and future promotional activities. Cost of goods sold includes an estimate of shrinkage that is adjusted upon physical inventory counts in subsequent periods. Annual physical inventory counts are conducted throughout the third and fourth quarters based upon a cyclical inventory schedule. An estimate of shrinkage is recorded for the time period between physical inventory counts by using a three-year average of the physical inventories' results on a store-by-store basis.

We have not made any material changes in the methodologies, estimates or assumptions related to our merchandise inventories during the first quarter of 2011 and do not believe there is a reasonable likelihood that there will be a material change in these methodologies, estimates or assumptions in the future. However, actual obsolescence or shrinkage recorded as a result of physical inventories may produce materially different amounts than we have estimated.

Tax Provision

We must make estimates of certain items that comprise our income tax provision. These estimates include effective state and local income tax rates, employer tax credits for items such as FICA taxes paid on employee tip income, Work Opportunity and Welfare to Work credits, as well as estimates related to certain depreciation and capitalization policies. Our estimates are made based on current tax laws, the best available information at the time of the provision and historical experience.

We recognize (or derecognize) a tax position taken or expected to be taken in a tax return in the financial statements when it is more likely than not (i.e., a likelihood of more than fifty percent) that the position would be sustained (or not sustained) upon examination by tax authorities. A recognized tax position is then measured at the largest amount of benefit that is greater than fifty percent likely of being realized upon ultimate settlement.

We file our income tax returns several months after our year end. These returns are subject to audit by the federal and various state governments years after the returns are filed and could be subject to differing interpretations of the tax laws. We then must assess the likelihood of successful legal proceedings or reach a settlement with the relevant taxing authority. Although we believe that the judgments and estimates used in establishing our tax provision are reasonable, a successful legal proceeding or settlement could result in material adjustments to our consolidated financial statements and our consolidated financial position (see Note 14 to our Consolidated Financial Statements contained in the 2010 Form 10-K for additional information).

Share-Based Compensation

Share-based compensation cost is measured at the grant date based on the fair value of the award and is recognized as expense over the requisite service period. Our policy is to recognize compensation cost for awards with only service conditions and a graded vesting schedule on a straight-line basis over the requisite service period for the entire award. Additionally, our policy is to issue new shares of common stock to satisfy exercises of share-based compensation awards.

The fair value of each option award granted was estimated on the date of grant using a binomial lattice-based option valuation model. This model incorporates the following ranges of assumptions:

- The expected volatility is a blend of implied volatility based on market-traded options on our stock and historical volatility of our stock over the contractual life of the options.
- We use historical data to estimate option exercise and employee termination behavior within the valuation model; separate groups of employees that have similar historical exercise behavior are considered separately for valuation purposes. The expected life of options granted is derived from the output of the option valuation model and represents the period of time the options are expected to be outstanding.
- The risk-free interest rate is based on the U.S. Treasury yield curve in effect at the time of grant for periods within the contractual life of the option.
- The expected dividend yield is based on our current dividend yield as the best estimate of projected dividend yield for periods within the contractual life of the option.

The expected volatility, option exercise and termination assumptions involve management's best estimates at that time, all of which affect the fair value of the option calculated by the binomial lattice-based option valuation model and, ultimately, the expense that will be recognized over the life of the option. We update the historical and implied components of the expected volatility assumption when new grants are made. We update option exercise and termination assumptions annually. The expected life is a by-product of the lattice model and is updated when new grants are made.

Compensation expense is recognized for only the portion of awards that are expected to vest. Therefore, an estimated forfeiture rate derived from historical employee termination behavior, grouped by job classification, is applied against share-based compensation expense. The forfeiture rate is applied on a straight-line basis over the service (vesting) period for each separately vesting portion of the award as if the award were, in substance, multiple awards. We update the estimated forfeiture rate to actual at each reporting period and adjust compensation expense accordingly so that the amount of compensation cost recognized at any date is at least equal to the portion of the grant-date value of the award that is vested at that date.

Generally, the fair value of each nonvested stock grant is equal to the market price of our stock at the date of grant reduced by the present value of expected dividends to be paid prior to the vesting period, discounted using an appropriate risk-free interest rate.

All of our nonvested stock grants are time vested except the nonvested stock grants of one executive that are based upon the achievement of strategic goals. Compensation cost for performance-based awards is recognized when it is probable that the performance criteria will be met. At each reporting period, we reassess the probability of achieving the performance targets and the performance period required to meet those targets. Determining whether the performance targets will be achieved involves judgment and the estimate of expense may be revised periodically based on the probability of achieving the performance targets. Revisions are reflected in the period in which the estimate is changed. If any performance goals are not met, no compensation cost is ultimately recognized and, to the extent previously recognized, compensation cost is reversed.

We have not made any material changes in our estimates or assumptions used to determine share-based compensation expense during the first quarter of 2011. We do not believe that there is a reasonable likelihood that there will be a material change in the future estimates or assumptions used to determine share-based compensation expense. However, if actual results are not consistent with our estimates or assumptions, we may be exposed to changes in share-based compensation expense that could be material.

Unredeemed Gift Cards

Unredeemed gift cards represent a liability related to unearned income and are recorded at their expected redemption value. No revenue is recognized in connection with the point-of-sale transaction when gift cards are sold. For those states that exempt gift cards from their escheat laws, we make estimates of the ultimate unredeemed ("breakage") gift cards in the period of the original sale and amortize this breakage over the redemption period that other gift cards historically have been redeemed by reducing the liability and recording revenue accordingly. For those states that do not exempt gift cards from their escheat laws, we record breakage in the period that gift cards are remitted to the state and reduce our liability accordingly. Any amounts remitted to states under escheat laws reduce our deferred revenue liability and have no effect on revenue or expense while any amounts that we are permitted to retain by state escheat laws for administrative costs are recorded as revenue. Changes in redemption behavior or management's judgments regarding redemption trends in the future may produce materially different amounts of deferred revenue to be reported.

We have not made any material changes in the methodology used to record the deferred revenue liability for unredeemed gift cards during the first quarter of 2011 and do not believe there is a reasonable likelihood that there will be material changes in the future estimates or assumptions used to record this liability. However, if actual results are not consistent with our estimates or assumptions, we may be exposed to losses or gains that could be material.

Legal Proceedings

We are parties to various legal and regulatory proceedings and claims incidental to our business. In the opinion of management, however, based upon information currently available, the ultimate liability with respect to these actions will not materially affect our consolidated results of operations or financial position. We review outstanding claims and proceedings internally and with external counsel as necessary to assess probability of loss and for the ability to estimate loss. These assessments are re-evaluated each quarter or as new information becomes available to determine whether a reserve should be established or if any existing reserve should be adjusted. The actual cost of resolving a claim or proceeding ultimately may be substantially different than the amount of the recorded reserve. In addition, because it is not permissible under GAAP to establish a litigation reserve until the loss is both probable and estimable, in some cases there may be insufficient time to establish a reserve prior to the actual incurrence of the loss (upon verdict and judgment at trial, for example, or in the case of a quickly negotiated settlement).

Item 3. Quantitative and Qualitative Disclosures About Market Risk

Part II, Item 7A of the 2010 Form 10-K is incorporated in this item of this Quarterly Report on Form 10-Q by this reference. There have been no material changes in our quantitative and qualitative market risks since July 30, 2010.

Item 4. Controls and Procedures

Our management, with the participation of our principal executive and financial officers, including the Chief Executive Officer and the Interim Chief Financial Officer, evaluated the effectiveness of our disclosure controls and procedures (as defined in Rule 13a-15(e) promulgated under the Securities Exchange Act of 1934 (the "Exchange Act")). Based upon this evaluation, the Chief Executive Officer and the Interim Chief Financial Officer concluded that as of October 29, 2010, our 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 changes (including corrective actions with regard to significant deficiencies and material weaknesses) during the quarter ended October 29, 2010 in our internal control over financial reporting (as defined in Exchange Act Rule 13a-15(f)) that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

PART II – OTHER INFORMATION

Item 1A. Risk Factors

There have been no material changes in the risk factors previously disclosed in “Item 1A. Risk Factors” of our 2010 Form 10-K.

Item 6. Exhibits

See Exhibit Index immediately following the signature page hereto.

SIGNATURES

Pursuant to the requirements 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.

CRACKER BARREL OLD COUNTRY STORE, INC.

Date: 12/6/10

By: /s/N.B. Forrest Shoaf
N.B. Forrest Shoaf, Senior Vice President, Secretary
Chief Legal Officer and Interim Chief Financial Officer

Date: 12/6/10

By: /s/Patrick A. Scruggs
Patrick A. Scruggs, Vice President, Accounting and Tax
and Chief Accounting Officer

EXHIBIT INDEX

<u>Exhibit No.</u>	<u>Description</u>
10.1	2011 Long-Term Performance Plan
10.2	2011 Annual Bonus Plan (incorporated by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K dated July 28, 2010 and filed with the Commission on August 3, 2010)
31	Rule 13a-14(a)/15d-14(a) Certifications
32	Section 1350 Certifications
101.INS	XBRL Instance Document
101.SCH	XBRL Taxonomy Extension Schema Document
101.CAL	XBRL Taxonomy Extension Calculation Linkbase Document
101.LAB	XBRL Taxonomy Extension Label Linkbase Document
101.PRE	XBRL Taxonomy Extension Presentation Linkbase Document

CRACKER BARREL OLD COUNTRY STORE, INC.
AND
SUBSIDIARIES

FY 2011 LONG-TERM PERFORMANCE PLAN

ARTICLE I
General

1.1 Establishment of the Plan. Pursuant to the Cracker Barrel Old Country Store, Inc. 2002 Omnibus Incentive Compensation Plan (the "Omnibus Plan"), the Compensation Committee (the "Committee") of the Board of Directors of Cracker Barrel Old Country Store, Inc. (the "Company") hereby establishes this FY 2011 Long-Term Performance Plan (the "LTPP").

1.2 Plan Purpose. The purposes of this LTPP are to reward officers of the Company and its subsidiaries for the Company's financial performance during fiscal years 2011 and 2012 and to retain them during this time, to attract and retain the best possible executive talent, to motivate officers to focus attention on long-term objectives and strategic initiatives, and to further align their interests with those of the shareholders of the Company.

1.3 LTPP Subject to Omnibus Plan. This LTPP is established pursuant to, and it comprises a part of the Omnibus Plan. Accordingly, all of the terms and conditions of the Omnibus Plan are incorporated in this LTPP by reference as if included verbatim. In case of a conflict between the terms and conditions of the LTPP and the Omnibus Plan, the terms and conditions of the Omnibus Plan shall supersede and control the issue.

ARTICLE II
Definitions

2.1 Omnibus Plan Definitions. Capitalized terms used in this LTPP without definition have the meanings ascribed to them in the Omnibus Plan, unless otherwise expressly provided.

2.2 Other Definitions. In addition to those terms defined in the Omnibus Plan and elsewhere in this LTPP, whenever used in this LTPP, the following terms have the meanings set forth below:

(a) "2011 and 2012 Operating Income" means, total operating income during the 2011 and 2012 fiscal years, excluding extraordinary gains or losses and the effects of any sale of assets (other than in the ordinary course of business), the effects of any refinancing of the Company's long-term indebtedness, the effects of changes in accounting principles.

- (b) "Cause," in addition to those reasons specified in the Omnibus Plan, also includes unsatisfactory performance or staff reorganizations.
- (c) "Distribution Date" means the first business day following certification of the Performance Goal by the Committee pursuant to Section 3.3.
- (d) "Eligible Award" means an Award of either cash or shares of Common Stock ("Performance Shares") as provided in this LTPP established for each Participant within the first 90 days of the Performance Period.
- (e) "Performance Award" means that number Performance Shares or that amount of cash to be awarded to a Participant after the Committee determines that the Performance Goal has been achieved and exercised its discretion in determining whether to pay the Eligible Award or some other number or amount, as the case may be.
- (f) "Performance Goal" means achievement of 2011 and 2012 Operating Income during the Performance Period in an amount equal to or greater than an amount established by the Committee within the first 90 days of the Performance Period.
- (g) "Performance Period" means the Company's 2011 and 2012 fiscal years.
- (h) "Retirement" (or the correlative "Retire" or "Retires") means the voluntary termination of employment by a Participant in good standing under this LTPP at a time when the Participant meets the definition of Retirement Eligible.
- (i) "Retirement Eligible" means that a Participant shall have achieved the age of 60 and has five (5) or more years of service with the Company, its predecessors or subsidiaries.

ARTICLE III
Eligibility and Participation; Awards

3.1 Plan Eligibility. The Participants in the LTPP shall be those persons designated by the Committee during the first 90 days of the Performance Period or new hires or those persons who may be promoted and are designated as Participants by the Committee at the time of hiring or promotion. No new Participants are eligible after the second fiscal quarter of the Company's 2012 fiscal year.

3.2 Award Eligibility. If the Performance Goal is achieved, each Participant shall be eligible to receive his or her Eligible Award. Each Performance Award, however, shall, subject to Section 3.4, be determined by the Committee based upon such measures, if any, that the Committee in its discretion shall employ.

3.3 Calculation and Payment of Awards. After the close of the Performance Period, the Committee shall certify in writing the achievement of the Performance Goal and the number or amount, as the case may be, of any Performance Award that will become payable or distributable, as the case may be, to each Participant. No Performance Award shall be paid to any Covered Employee if the Performance Goal is not achieved. Any Performance Award awarded by the Committee shall be paid or distributed, as the case may be, on the Distribution Date. The Performance Shares comprising each LTPP Award shall thereafter be distributed, subject to forfeiture or lapse as provided in this LTPP, to each Participant promptly following the Distribution Date.

3.4 Committee Discretion; Limit on Awards. The Committee shall have the discretion to establish the amount of any Performance Award payable to any Participant, except that the Performance Award of any Covered Employee shall not exceed either his or her Eligible Award or any limits prescribed by the Omnibus Plan.

3.5 Restrictions. Notwithstanding that the Performance Shares comprising any LTPP Award hereunder may be earned at the end of the Performance Period, those Performance Shares shall not vest or otherwise become distributable to a Participant, nor, except as expressly provided herein, shall a Participant have any of the rights of a shareholder of the Company with respect to the Performance Shares, until the Distribution Date.

ARTICLE IV Termination of Employment

4.1 Termination of Employment Other Than For Cause.

- (a) If, prior to the end of the Performance Period, a Participant's employment is terminated due to death or disability or Retirement, any Eligible Award shall be reduced to reflect only employment prior to that termination. The reduced Eligible Award shall be based upon the number of calendar months of employment from the beginning of the Performance Period until the date of such termination. In the case of a Participant's disability, the employment termination shall be deemed to have occurred on the date the Committee determines that the disability has occurred, pursuant to the Company's then-effective group long-term disability insurance benefit for officers.
- (b) If, after the end of the Performance Period but prior to the Distribution Date, a Participant Retires or a Participant's employment is terminated due to death or disability, any LTPP Award earned as of the end of the Performance Period shall be payable at the time specified in Section 3.3.

4.2 Termination of Employment For Cause or Voluntary Resignation. If, prior to the Distribution Date, a Participant's employment is terminated for Cause (of which the Committee shall be the sole judge), or the Participant voluntarily resigns (other than through Retirement (as provided in Section 4.1(b)) or disability), all of the Participant's rights hereunder shall be forfeited.

ARTICLE V
Change in Control

5.1 Effect of Change in Control. In the event of a Change in Control prior to the end of the Performance Period, (i), the Performance Goal shall be deemed to have been met if the Company's 2011 Operating Income through the end of the fiscal month preceding the Change in Control equals or exceeds 50% of the Company's operating income for the comparable period in the 2010 fiscal year, and (ii) all Performance Awards established by the Committee shall be immediately payable in cash to Participants upon the date of the Change of Control.

I, Michael A. Woodhouse, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of Cracker Barrel Old Country Store, 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)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) 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) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - (c) 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
 - (d) 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 the 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: December 6, 2010

/s/Michael A. Woodhouse

Michael A. Woodhouse, Chairman and
Chief Executive Officer

I, N.B. Forrest Shoaf, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of Cracker Barrel Old Country Store, 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)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) 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) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - (c) 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
 - (d) 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 the 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: December 6, 2010

/s/N.B. Forrest Shoaf

N.B. Forrest Shoaf, Senior Vice President, Secretary,
Chief Legal Officer and Interim Chief Financial Officer

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 the Quarterly Report of Cracker Barrel Old Country Store, Inc. (the "Issuer") on Form 10-Q for the fiscal quarter ended October 29, 2010, as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Michael A. Woodhouse, Chairman 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: December 6, 2010

By: /s/Michael A. Woodhouse
Michael A. Woodhouse,
Chairman and Chief Executive Officer

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 the Quarterly Report of Cracker Barrel Old Country Store, Inc. (the "Issuer") on Form 10-Q for the fiscal quarter ended October 29, 2010, as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, N.B. Forrest Shoaf, Senior Vice President, Secretary and Chief Legal Officer and Interim 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: December 6, 2010

By: /s/N.B. Forrest Shoaf
N.B. Forrest Shoaf,
Senior Vice President, Secretary, Chief Legal
Officer and Interim Chief Financial Officer
