SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D. C. 20549

FORM 10-Q

Quarterly Report Pursuant to Section 13 or 15(d)
of the Securities Exchange Act of 1934

For the Quarterly Period Ended October 27, 2000

Commission file number 000-25225

CBRL GROUP, INC.

A Tennessee Corporation — I.R.S. EIN: 62-1749513

Hartmann Drive, P. O. Box 787
Lebanon, Tennessee 37088-0787

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 X No

56,789,087 Shares of Common Stock
Outstanding as of November 24, 2000

PART I

Item 1. Financial Statements

CBRL GROUP, INC.
CONDENSED CONSOLIDATED BALANCE SHEET
(In thousands, except share data)
(Unaudited)

	October 27, 2000	July 28, 2000*
ASSETS		
Current assets:		
Cash and cash equivalents	$ 9,720	$ 13,865
Receivables	10,229	11,570
Inventories	125,518	107,377
Prepaid expenses	7,607	6,916
Deferred income taxes	4,307	4,307
Total current assets	157,381	144,035
Property and equipment - net	949,895	1,075,134
Goodwill - net	106,254	107,253
Other assets	10,223	8,601
Total assets	$1,223,753	$1,335,023
LIABILITIES AND SHAREHOLDERS' EQUITY		
Current liabilities:		
Accounts payable	$ 58,327	$ 62,377
Accrued expenses	106,890	111,001
Current maturities of long-term debt and other long-term obligations	200	200
Total current liabilities	165,417	173,578
Long-term debt	165,300	292,000
Other long-term obligations	46,864	40,475

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, at October 27, 2000, 62,701,849 shares issued and 56,701,849 shares outstanding and at July 28, 2000, 62,668,349 shares issued and 56,668,349 shares outstanding	627	627
Additional paid-in capital	284,697	284,429
Retained earnings	665,423	648,489
	950,747	933,545
Less treasury stock, at cost, 6,000,000 shares	(104,575)	(104,575)
Total shareholders' equity	846,172	828,970
Total liabilities and shareholders' equity	$1,223,753	$1,335,023

See notes to condensed consolidated financial statements.

(*) This condensed consolidated balance sheet has been derived from the audited consolidated balance sheet as of July 28, 2000.

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

	Quarter Ended October 27, 2000	Quarter Ended October 29, 1999
Net sales	$467,064	$422,421
Franchise fees and royalties	191	186
Total revenue	467,255	422,607
Cost of goods sold	156,072	145,759
Gross profit	311,183	276,848
Labor & other related expenses	173,290	153,220
Other store operating expenses	79,798	70,358
Store operating income	58,095	53,270
General and administrative	26,630	23,369
Amortization of goodwill	998	998
Operating income	30,467	28,903
Interest expense	3,478	5,329
Interest income	19	31
Income before income taxes	27,008	23,605
Provision for income taxes	10,074	9,133
Net income	$ 16,934	$ 14,472
Net earnings per share:		
Basic	$ .30	$ .25
Diluted	$ .30	$ .25
Weighted average shares:		
Basic	56,699	58,629
Diluted	56,815	58,721

See notes to condensed consolidated financial statements.

CBRL GROUP, INC.
CONDENSED CONSOLIDATED STATEMENT OF CASH FLOWS
(In thousands)
(Unaudited)

	Three Months Ended	
	October 27, 2000	October 29, 1999
Cash flows from operating activities:		
Net income	$ 16,934	$ 14,472
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation and amortization	15,624	15,390
Loss (gain) on disposition of property and equipment	533	(269)
Changes in assets and liabilities:		
Inventories	(18,141)	(14,977)
Accounts payable	(4,050)	(10,618)
Other current assets and other current liabilities	(3,461)	8,432
Other assets and other long-term liabilities	4,754	(2,155)
Net cash provided by operating activities	12,193	10,275
Cash flows from investing activities:		
Purchase of property and equipment	(30,346)	(40,758)
Proceeds from sale of property and equipment	140,499	716
Net cash provided by (used in) investing activities	110,153	(40,042)
Cash flows from financing activities:		
Proceeds from issuance of long-term debt	85,000	76,500
Principal payments under long-term debt and other long-term obligations	(211,759)	(46,559)
Proceeds from exercise of stock options	268	42
Dividends on common stock	--	(293)
Net cash (used in) provided by financing activities	(126,491)	29,690
Net decrease in cash and cash equivalents	(4,145)	(77)
Cash and cash equivalents, beginning of period	13,865	18,262
Cash and cash equivalents, end of period	$ 9,720	$18,185
Supplemental disclosures of cash flow information:		
Cash paid during the three months for:		
Interest	$ 3,126	$ 5,311
Income taxes	9,151	1,221

See notes to condensed consolidated financial statements.

CBRL GROUP, INC.

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
(In thousands)

1. CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

The condensed consolidated balance sheet as of October 27, 2000 and the related condensed consolidated statements of income and cash flows for the quarters ended October 27, 2000 and October 29, 1999, have been prepared by CBRL Group, Inc., (the "Company") without audit; in the opinion of management, all adjustments for a fair presentation of such condensed consolidated financial statements have been made.

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 28, 2000.

Deloitte & Touche LLP, the Company's independent accountants, have performed a limited review of the financial information included herein. Their report on such review accompanies this filing.

2. INCOME TAXES

The provision for income taxes for the quarter ended October 27, 2000 has been computed based on management's estimate of the tax rate for the entire fiscal year of 37.3%. The variation between the statutory tax rate and the effective tax rate is due primarily to employer tax credits for FICA taxes paid on employee tip income. The Company's effective tax rates for the quarter ended October 29, 1999 and for the entire fiscal year of 2000 were 38.7% and 37.7%, respectively.

3. SEASONALITY

The sales and profits of the Company are affected significantly by seasonal travel and vacation patterns because of its interstate highway locations. Historically, the Company's greatest sales and profits have occurred during the period of June through August. Early December through the last part of February, excluding the Christmas holidays, has historically been the period of lowest sales and profits. Therefore, the results of operations for the quarter ended October 27, 2000 cannot be considered indicative of the operating results for the full fiscal year.

4. INVENTORIES

Inventories were comprised of the following at:

	October 27, 2000	July 28, 2000
Retail	$ 99,636	$ 81,200
Restaurant	15,202	16,083
Supplies	10,680	10,094
Total	$125,518	$107,377

5. EARNINGS PER SHARE AND WEIGHTED AVERAGE SHARES

Basic earnings per share are computed by dividing income available to common shareholders by the weighted average number of common shares outstanding for the reporting period. Diluted earnings 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. Outstanding stock options issued by the Company represent the only dilutive effect reflected in diluted weighted average shares.

6. 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. There is no difference between comprehensive income and net income as reported by the Company for all periods shown.

7. SEGMENT REPORTING

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 Statement of Financial Accounting Standards ("SFAS") No. 131 for all periods presented.

	Quarter Ended	
	October 27, 2000	October 29, 1999
Net sales:		
Restaurant	$370,042	$332,454
Retail	97,022	89,967
Total net sales	$467,064	$422,421

8. RECENT ACCOUNTING PRONOUNCEMENTS ADOPTED

In June 1998, SFAS No. 133, "Accounting for Derivative Instruments and Hedging Activities," was issued, but was subsequently amended by SFAS Nos. 137 and 138. These statements specify how to report and display derivative instruments and hedging activities and are effective for fiscal years beginning after June 15, 2000. The Company adopted these statements on July 29, 2000. See Note 11. The adoption of these statements did not have a material effect on the Company's consolidated financial statements. On December 3, 1999, the Securities and Exchange Commission ("SEC") released Staff Accounting Bulletin ("SAB") No. 101, "Revenue Recognition in Financial Statements". Its effective date was subsequently amended by the SEC through the issuance of SAB Nos. 101A and 101B. SAB No. 101 must now be adopted by the fourth quarter of fiscal years beginning after December 15, 1999. SAB No. 101 summarizes certain of the SEC's views in applying generally accepted accounting principles to revenue recognition in financial statements. The Company early adopted SAB No. 101 on July 29, 2000. The adoption of SAB No. 101 did not have a material effect on its consolidated financial statements.

9. IMPAIRMENT OF LONG-LIVED ASSETS

The Company evaluates long-lived assets and certain identifiable intangibles to be held and used in the business for impairment 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 store by store 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. Assets held for sale are reported at the lower of carrying amount or fair value less costs to sell. The Company had no impairment loss recorded for the quarters ending October 27, 2000 and October 29, 1999.

10. LITIGATION

As more fully discussed in Note 10 to the Consolidated Financial Statements for the fiscal year ended July 28, 2000 contained in the Company's Annual Report on Form 10-K filed on October 25, 2000, the Company is defendant in two lawsuits, one of which has been provisionally certified as a class action. The Company believes it has substantial defenses in these actions and intends to defend each of them vigorously. There currently is no provision for any potential liability with respect to this litigation in the Consolidated Financial Statements. There has been no significant change in the status of either of these two lawsuits during the quarter ended October 27, 2000. If there were to be an unfavorable outcome in either of these cases, the Company's results of operations, financial position and liquidity could be materially and adversely affected.

11. DERIVATIVE FINANCIAL INSTRUMENTS AND HEDGING ACTIVITIES

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 would review these derivative financial instruments on a specific exposure basis to support hedge accounting. The changes in fair value of these hedging instruments would be 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. The Company has accomplished this objective through the use of interest rate swaps and/or sale-leaseback transactions. In an interest rate swap, the Company agrees to exchange, at specified intervals, the difference between fixed and variable interest amounts calculated by reference to an agreed-upon notional amount. In a sale-leaseback transaction, the Company finances its operating facilities by selling them to a third party and then leasing them back under a long-term operating lease at fixed terms. See Note 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 which are generally unpredictable. Changes in commodity prices would affect the Company and its competitors generally and often simultaneously. In many cases, the Company believes it will be able to pass through any increased commodity costs by adjusting its menu pricing. From time to time, competitive circumstances may limit menu price flexibility, and in those circumstances increases in commodity prices can result in lower margins for the Company. 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 and 138. However, these features that could be classified as derivative financial instruments are exempt from hedge accounting based on the normal purchases exemption. The Company presently believes that any changes in commodity pricing which cannot be adjusted for by changes in menu pricing or other product delivery strategies would not be material.

Upon adoption of SFAS Nos. 133, 137 and 138 on July 29, 2000 and at October 27, 2000, the Company had no derivative financial instruments that required hedge accounting.

12. SALE-LEASEBACK TRANSACTION

On July 31, 2000, the Company, through its Cracker Barrel Old Country Store, Inc. subsidiary, completed a sale-leaseback transaction involving 65 of its owned Cracker Barrel Old Country Store units. Under the transaction, the land, buildings and building improvements at the locations were sold for net consideration of $138,325 and have been 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. Net rent expense during the initial term will be $14,965 annually, and the assets sold and leased back previously had depreciation expense of $2,707 annually. The $5,069 gain on the sale and the $1,295 deferred financing costs will be amortized over the initial lease term of 21 years and are included in the net rent expense. Net proceeds from the sale were used to reduce outstanding borrowings under the Company's revolving credit facility.

ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

All dollar amounts reported or discussed in Part I, Item 2 of this Quarterly Report on Form 10-Q are shown in thousands. 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 condensed consolidated financial statement and notes thereto. Except for specific historical information, many of the matters discussed in this Form 10-Q may express or imply projections of revenues or expenditures, statements of plans and objectives or future operations or statements of future economic performance. These, and similar statements are forward-looking statements concerning matters that involve risks, uncertainties and other factors which may cause the actual performance of CBRL Group, Inc. 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 and Litigation Reform Act of 1995 and should be evaluated in the context of these factors. Factors which will affect actual results include, but are not limited to: 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; the ability of the Company to identify successful new lines of retail merchandise, especially during seasonal sales periods such as the Christmas holiday season; the results of pending or threatened litigation; the availability and costs of acceptable sites for development; the acceptance of the Company's concepts as the Company expands into new markets and geographic regions; commodity price increases; adverse general economic conditions; adverse weather conditions; changes in interest rates affecting the Company's financing costs; changes in or implementation of additional governmental rules and regulations affecting wage and hour matters, health and safety, taxes, pensions and insurance; other undeterminable areas of government actions or regulations; and other factors described from time to time in the Company's filings with the Securities and Exchange Commission, press releases and other communications.

RESULTS OF OPERATIONS

The Company's higher net income for the quarter ended October 27, 2000 compared with the year earlier period primarily reflects higher operating income at Cracker Barrel Old Country Store ("Cracker Barrel") and lower interest expense. The following table highlights operating results by percentage relationships to total revenue for the quarter ended October 27, 2000 as compared to the same period a year ago:

	Quarter Ended	
	October 27, 2000	October 29, 1999
Net sales	100.0%	100.0%
Franchise fees and royalties	--	--
Total revenue	100.0	100.0
Cost of goods sold	33.4	34.5
Gross profit	66.6	65.5
Labor & other related expenses	37.1	36.3
Other store operating expenses	17.1	16.6
Store operating income	12.4	12.6
General and administrative	5.7	5.5
Amortization of goodwill	0.2	0.2
Operating income	6.5	6.9
Interest expense	0.7	1.3
Interest income	--	--
Income before income taxes	5.8	5.6
Provision for income taxes	2.2	2.2
Net income	3.6%	3.4%

Comparable Store Sales Analysis

	Quarter Ended	
	October 27, 2000	October 29, 1999
Cracker Barrel (380 stores)		
Net sales:		
Restaurant	$750.2	$712.2
Retail	221.2	215.8
Total net sales	$971.4	$928.0
Logan's (41 restaurants)	$722.1	$717.6

TOTAL REVENUE

Total revenue for the first quarter of fiscal 2001 increased 11% compared to last year's first quarter. At the Cracker Barrel concept, comparable store restaurant sales increased 5.3% and comparable store retail sales increased 2.5%, for a combined comparable store sales (total net sales) increase of 4.7%. The comparable store restaurant sale increase consisted of a 3.2% menu price increase for the quarter and a 2.1% increase in customer traffic. Comparable store retail sales increased primarily due to the assortment of retail items in the stores versus the prior year. At the Logan's concept, comparable store sales increased 0.6%, which consisted of 2.6% menu price increase and a 2.0% customer traffic decrease. The customer traffic decrease was partly caused by the opening of directly competitive restaurants in 11 of 41 of the Company's comparable store direct trade areas. Sales from new Cracker Barrel and Logan's stores accounted for the balance of the total revenue increase in the first quarter.

COST OF GOODS SOLD

Cost of goods sold as a percentage of total revenue for the quarter ended October 27, 2000 decreased to 33.4% from 34.5% in the first quarter of last year. This decrease was primarily due to higher menu pricing, improvements in Cracker Barrel store level execution, lower chicken and dairy prices and lower retail shrinkage versus the prior year, partially offset by higher pork and shrimp costs.

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 increased to 37.1% in the first quarter this year from 36.3% last year. This increase was primarily due to hourly employee wage inflation at Cracker Barrel and Logan's stores of approximately 5%, increases in Cracker Barrel's store manager staffing and wages, increased bonus payouts under the Cracker Barrel store-level bonus program and increased group health costs. These increases were partially offset by higher menu pricing at Cracker Barrel and Logan's and improvements in Cracker Barrel store level execution.

OTHER STORE OPERATING EXPENSES

Other store operating expenses include all unit-level operating costs, the major components of which are operating supplies, repairs and maintenance, advertising expenses, utilities and depreciation. Other store operating expenses as a percentage of total revenue increased to 17.1% in the first quarter of fiscal 2001 from 16.6% in the first quarter of last year. This increase was primarily due to the net effect of the Company's sale-leaseback transaction, which increased net rent expense by $3,741 during the first quarter and decreased depreciation by $677 for a net increase to other store operating expenses as a percentage of total revenue of 0.7%.

GENERAL AND ADMINISTRATIVE EXPENSES

General and administrative expenses as a percentage of total revenue increased to 5.7% in the first quarter of fiscal 2001 from 5.5% in the first quarter of last year. The primary reason for the increase was the increased costs for recruiting and training to complete the Company's goal to be fully staffed in the store management ranks in the Cracker Barrel stores by the end of the first quarter of fiscal 2001.

INTEREST EXPENSE

Interest expense decreased to $3,478 in the first quarter of fiscal 2001 from $5,329 in the first quarter of last year. The decrease primarily resulted from lower average debt outstanding during the quarter as compared to last year, reflecting net revolving debt principal payments from the proceeds of the Company's sale-leaseback transaction.

INTEREST INCOME

Interest income decreased to $19 in the first quarter of fiscal 2001 from $31 in the first quarter of last year. The decrease was primarily due to lower average funds available for investment.

PROVISION FOR INCOME TAXES

The provision for income taxes as a percent of pretax income decreased to 37.3% in the first quarter of fiscal 2001 from 38.7% during the same period a year ago. The decrease in tax rate was primarily due to decreases in effective state tax rates.

LIQUIDITY AND CAPITAL RESOURCES

The Company's operating activities provided net cash of $12,193 for the three-month period ended October 27, 2000. Most of this cash was provided by net income adjusted for depreciation and amortization. Increases in inventories and other assets and decreases in accounts payable and other current liabilities were partially offset by decreases in other current assets and increases in other long-term obligations.

Capital expenditures were $30,346 for the three-month period ended October 27, 2000. Land purchases and the construction of new stores accounted for substantially all of these expenditures. Capitalized interest was $322 for the quarter ended October 27, 2000 as compared to $460 for the quarter ended October 29, 1999. This difference was primarily due to the reduction in Cracker Barrel new store construction in fiscal 2001 as compared to the same period a year ago.

The Company's internally generated cash along with cash at July 28, 2000 and the Company's available revolver, were sufficient to finance all of its growth in the first quarter of fiscal 2001.

The Company estimates that its capital expenditures for fiscal 2001 will be approximately $93,000 substantially all of which will be land purchases and the construction of 15 new Cracker Barrel stores and 13 new Logan's restaurants, including one replacement for a unit destroyed by fire in fiscal 2000. On July 31, 2000, the Company completed a sale-leaseback transaction involving 65 of its owned Cracker Barrel Old Country Store units. Under the transaction, the land, buildings and improvements at the locations were sold for net consideration of $138,280 and have been leased back for an initial term of 21 years. Net proceeds from the sale were used to reduce outstanding borrowings under the Company's revolving credit facility, and the commitment under that facility was reduced by $70,000 to $270,000.

Management believes that cash at October 27, 2000, along with cash generated from the Company's operating activities, will be sufficient to finance its continued operations and its continued expansion plans through fiscal 2001. At October 27, 2000, the Company had $154,700 available under its revolving credit facility following the completion of the sale-leaseback transaction. The Company estimates that it will generate excess cash of approximately $70,000 which it intends to use for additional share repurchases upon Board of Directors approval and/or to reduce borrowings under the revolving credit facility in fiscal 2001. The Company's principal criteria for share repurchases are that they be accretive to earnings per share and that they do not unfavorably affect the Company's investment grade debt rating.

On November 22, 2000, the Company announced that the Board of Directors had authorized the repurchase of up to an additional 2 million shares of the Company's common stock. The purchases are to be made from time to time in the open market at prevailing market prices. The Company expects to complete this third share repurchase authorization by the end of fiscal 2001.

Item 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

Item 7A of the Company's Annual Report on Form 10-K for the fiscal year ended July 28, 2000, and filed with the Commission on October 25, 2000, is incorporated in this item of this report by this reference.

INDEPENDENT ACCOUNTANTS' REPORT

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

We have reviewed the accompanying condensed consolidated balance sheet of CBRL Group, Inc. and subsidiaries as of October 27, 2000, and the related condensed consolidated statements of income and cash flows for the quarters ended October 27, 2000 and October 29, 1999. These financial statements are the responsibility of the Company's management.

We conducted our review in accordance with standards established by the American Institute of Certified Public Accountants. A review of interim financial information consists principally of applying analytical procedures to financial data and of making inquiries of persons responsible for financial and accounting matters. It is substantially less in scope than an audit conducted in accordance with generally accepted auditing standards, the objective of which is the expression of an opinion regarding the financial statements taken as a whole. Accordingly, we do not express such an opinion.

Based on our review, we are not aware of any material modifications that should be made to such condensed consolidated financial statements for them to be in conformity with generally accepted accounting principles in the United States of America.

We have previously audited, in accordance with generally accepted auditing standards, the consolidated balance sheet of CBRL Group, Inc. and subsidiaries as of July 28, 2000, and the related consolidated statements of income, shareholders' equity, and cash flows for the year then ended (not presented herein); and in our report dated September 7, 2000, we expressed an unqualified opinion on those financial statements. In our opinion, the information set forth in the accompanying condensed consolidated balance sheet as of July 28, 2000 is fairly stated, in all material respects, in relation to the consolidated balance sheet from which it has been derived.

DELOITTE & TOUCHE LLP

Nashville, Tennessee
December 7, 2000

PART II

ITEM 1. LEGAL PROCEEDINGS

Part I, Item 3 of the Company's Annual Report on Form 10-K filed October 25, 2000, is incorporated in this Form 10-Q by this reference. See also Note 10 to the Company's Condensed Consolidated Financial Statements filed in Part I, Item I of this Quarterly Report on Form 10-Q, which also is incorporated in this item of this report by this reference.

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

(a) The Annual Meeting of shareholders was held November 21, 2000.

(b)(c) Proxies for the meeting were solicited in accordance with Regulation 14 of the Securities Exchange Act of 1934; there was no solicitation in opposition to management's nominees and all of management's nominees were elected.

The following sets forth the results of voting on each matter at the annual meeting:

Proposal 1 - Election of Directors.

	FOR	WITHHOLD AUTHORITY
James C. Bradshaw	48,903,221	710,748
Robert V. Dale	48,939,293	674,676
Dan W. Evins	43,384,979	6,228,990
Edgar W. Evins	48,530,709	1,083,260
Robert C. Hilton	48,933,500	680,469
Charles E. Jones, Jr.	48,294,930	1,319,039
Charles T. Lowe, Jr.	48,912,518	701,451
B.F. Lowery	48,542,616	1,071,353
Gordon L. Miller	48,908,408	705,561
Martha M. Mitchell	48,297,632	1,316,337
Jimmie D. White	48,291,686	1,322,283
Michael A. Woodhouse	48,938,442	675,527

Proposal 2 - To approve the selection of Deloitte and Touche LLP as the Company's independent auditors for the 2001 fiscal year.

Votes cast for	49,376,172
Votes cast against	111,140
Votes cast to abstain	126,657

ITEM 6. EXHIBITS AND REPORTS ON FORM 8-K

(a) The following exhibits are filed pursuant to Item 601 of Regulation S-K

(15)Letter regarding unaudited financial information
(27)Financial Data Schedule.

(b) On August 8, 2000, the Company filed a Current Report on Form 8-K, Item 5 to report a sale-leaseback transaction involving 65 of its owned Cracker Barrel Old Country Store units and the completion of its remaining share repurchase authorization.

On September 7, 2000, the Company filed a Current Report on Form 8-K, Item 5 the Company's quarterly and fiscal year end results and the Company's comments on current trends and earnings targets for fiscal 2001, all as had been announced concurrently by a press release.

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.

CBRL GROUP, INC.

Date: 12/7/00 By /s/Lawrence E. White

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

Date: 12/7/00 By /s/Patrick A. Scruggs

Patrick A. Scruggs, Assistant Treasurer

December 7, 2000

CBRL Group, Inc.
Lebanon, Tennessee 37088-0787

We have made a review, in accordance with standards established by the American Institute of Certified Public Accountants, of the unaudited interim financial information of CBRL Group, Inc. for the quarters ended October 27, 2000 and October 29, 1999, as indicated in our report dated December 7, 2000; because we did not perform an audit, we expressed no opinion on that information.

We are aware that our report referred to above, which is included in your Quarterly Report on Form 10-Q for the quarter ended October 27, 2000, is incorporated by reference in Registration Statement Nos. 2-86602, 33-15775, 33-37567, 33-45482, 333-01465 and 333-81063 on Form S-8 and Registration Statement No. 33-59582 on Form S-3.

We also are aware that the aforementioned report, pursuant to Rule 436(c) under the Securities Act of 1933, is not considered a part of the Registration Statement prepared or certified by an accountant or a report prepared or certified by an accountant within the meaning of Sections 7 and 11 of that Act.

DELOITTE & TOUCHE LLP

Nashville, Tennessee

5

THIS SCHEDULE CONTAINS SUMMARY FINANCIAL INFORMATION EXTRACTED FROM THE CONSOLIDATED FINANCIAL STATEMENT OF CBRL GROUP, INC. AND SUBSIDIARIES FOR THE THREE MONTHS ENDED OCTOBER 27, 2000 AND IS QUALIFIED IN ITS ENTIRETY BY REFERENCE TO SUCH CONSOLIDATED FINANCIAL STATEMENTS.

0001067294
CBRL GROUP, INC
1,000

3-MOS
AUG-03-2001
JUL-29-2000
OCT-27-2000
9,720
0
10,229
0
125,518
157,381
1,231,944
282,049
1,223,753
165,417
165,300
0
0
627
845,545
1,223,753
467,064
467,255
156,072
253,088
27,628
0
3,478
27,008
10,074
16,934
0
0
0
16,934
.30
.30