



June 20, 1997

Top-Hat Plan Exemption
Pension and Welfare Benefits Administration
Room N-5638
U. S. Department of Labor
200 Constitution Avenue NW
Washington, DC 20210

Dear Gentlemen:

Enclosed please find the initial Letter of Disclosure applicable to the Cracker Barrel Old Country Stores Non-qualified Savings Plan, for your review. It was our understanding the submission had originally been completed within the prescribed 120 day period after the plan first became subject to Title I of ERISA. However, we have recently been made aware of the fact that this filing was not completed as originally intended, due to changes in personnel within our Company's Human Resource Department that occurred at that time.

We ask that you please accept our Letter of Disclosure at this time. We respectfully request that you waive any penalties associated with the delay in our completion of the submission process.

Sincerely,



Norman Hill

Sr. Vice President, Human Resources

NH/lp

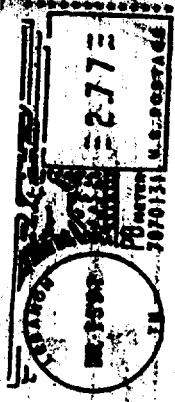
Cracker Barrel
P.O. Box 787 • Harpeth Drive
Lewiston, Tennessee 37088-0787
Phone: 615-444-5833



Old Country Store
 CORPORATE OFFICE
 P.O. Box 787 • HARTMANN DRIVE
 LEBANON, TENNESSEE 37088-0787

CERTIFIED
 P 023 431 846
MAIL

Return Receipt Requested



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 PENSION AND WELFARE BENEFITS ADMINISTRATION
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