

CBRL GROUP INC
Form DEFA14A
October 31, 2003

SCHEDULE 14A INFORMATION

Proxy Statement Pursuant to Section 14(a) of the
Securities and Exchange Act of 1934

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

Preliminary Proxy Statement

Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))

Definitive Proxy Statement

Definitive Additional Materials

Soliciting Material under Rule 14a-12

CBRL Group, Inc.

(Name of the Registrant as Specified In Its Charter)

N/A

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

No fee required.

Fee computed on table below per Exchange Act Rules 14a-6(i)(4) and 0-11.

1. Title of each class of securities to which transaction applies:

N/A

2. Aggregate number of securities to which transaction applies:

N/A

3. Per unit price of other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (Set forth the amount on which the filing fee is calculated and state how it was determined):

N/A

4. Proposed maximum aggregate value of transaction:

N/A

5. Total fee paid:

N/A

Fee paid previously with preliminary materials.

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[] Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

1. Amount Previously Paid:

N/A

2. Form, Schedule or Registration Statement No.:

N/A

3. Filing Party:

N/A

4. Date Filed:

N/A

[Logo of CBRL Group, Inc.]

To our Shareholders:

We regret to inform you of the death of one of our directors, Dr. Gordon L. Miller. Dr. Miller served faithfully as a director of your company for almost three decades. We are grateful for his years of service and we will miss him.

Following Dr. Miller's death, our Board of Directors has taken the step of reducing the size of the Board from 11 to 10 members. We have done this so that a vacancy does not exist following Dr. Miller's death and one will not exist at the upcoming Annual Meeting to be held on November 25, 2003. Although we intend to recruit a new member to replace Dr. Miller on the Board, at which time, if necessary, we could increase the size of the Board, we believe that elimination of a vacancy at this time is a prudent step to better allow for an orderly identification and recruitment of a suitable Board candidate.

At the Annual Meeting, you now will vote on and elect 10 rather than 11 directors. All of the information on those nominees is contained in our proxy materials, dated October 24, 2003, that already have been sent to you. This letter is meant to supplement those materials.

We appreciate your continuing support and look forward to seeing many of you at the Annual Meeting.

Sincerely,

/s/ Dan W. Evins

Dan W. Evins

Chairman

/s/ Michael A. Woodhouse

Michael A. Woodhouse

October 31, 2003

President and Chief Executive Officer