



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

DIVISION OF  
CORPORATION FINANCE

February 28, 2014

Via E-mail

Mr. Sardar Biglari  
Chief Executive Officer  
Biglari Holdings Inc.  
17802 IH 10 West, Suite 400  
San Antonio, Texas 78257

**Re: Cracker Barrel Old Country Store, Inc.  
Preliminary Proxy Statement on Schedule 14A  
Filed by Biglari Capital Corp. et al.  
Filed February 21, 2013  
File No. 001-25225**

Dear Mr. Biglari:

We have reviewed your filing and have the following comments.

General

1. Mark your preliminary proxy statement and form of proxy "preliminary copies."

Background of the Solicitation, page 4

2. Please describe any material elements of the discussion between representatives of Biglari Capital and Cracker Barrel on January 26, 2014.

Proposal No. 2, page 9

3. We note the statement that you firmly believe that strong backing from your fellow shareholders on proposal no. 2 would provide a compelling impetus for the contemplated amendment. Rule 14a-9 requires a reasonable and factual basis for this belief, and support for this belief must be self-evident, disclosed in the proxy materials or provided to the staff in a supplemental response. Please provide support for this statement that a non-binding vote by perhaps as little as 20% of the shareholders of a single Tennessee corporation could provide a compelling impetus for such an amendment.

Mr. Sardar Biglari  
Biglari Holdings Inc.  
February 28, 2014  
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You may contact me at (202) 551-3503 if you have any questions.

Sincerely,

/s/ David L. Orlic

David L. Orlic  
Special Counsel  
Office of Mergers and Acquisitions

cc: Via E-mail  
Michael R. Neidell, Esq.  
Olshan Frome Wolosky LLP