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BIGLARI

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Procedures and

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On Dec

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Cracker Barrel Old Country Store, Inc. (

ha: Big ari io a:red ection 7A of the Cay:ion Act, 1 U

ar:- co:-Rodino An:irus: I pro e e ns Act: of 1966 (

certain ac quiring persons and certain persons whose o:ing

ac quisi:ions of o:ing securities or asse:s. 1 U. .C. § 18a (

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2020). In

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With respect to the size of person thresholds, the

has sales or assets in excess of 10 million, as adjusted (

Compain: and to penalize Bigari's RAC: io a:ions. Under the proposed Fina: Judg: en:, Bigari: us: pay a ci: i: pena: y to the United: a:es in the a: ount: of 1,374,190.

The United: a:es and Bigari ha: e stipu: ated that the proposed Fina: Judg: en: ay be entered after co: p: iance with the APPA, un: ess the United: a:es fir: wi: hdraws its consent. Entry of the proposed Fina: Judg: en: wi: ter: inate this ac: ion, excep: that the Cour: wi: retain jurisdiction to cons: rue, odify, or enforce the pro: isions of the proposed Fina: Judg: en: and punish io a:ions hereof.

**II. DESCRIPTION OF THE EVENT LEADING TO THE ALLEGED VIOLATION**

The crux of Bigari's io a:ion is that it failed to sub: it an RAC: no: fication e: en though its ac: uisition of Cracker Barrel o: ing securi: ies satisfied the RAC: fi ng require: ents. As a i: es re: e: ant to the Co: p: ain:, Bigari had sa: es or asse: s in excess of 18.8 i: ion. As a i: es re: e: ant to the Co: p: ain:, Cracker Barrel had sa: es or asse: s in excess of 188 i: ion.

On March 16, 2020, two entities contro: ed by Bigari ac: uired 2,014 Cracker Barrel o: ing securi: ies. When aggregated with the o: ing securi: ies already held by Bigari, these ac: uisitions resulted in Bigari holding 2,014 Cracker Barrel o: ing securi: ies, valued at approxi: a: e y 19.4 i: ion. Although required to do so, Bigari did no: fi: e under the RAC: and obser: e the RAC: s waiting period prior to co: p: e: ing the March 16, 2020 ac: uisitions.

Bigari made a correc: i: e RAC: fi ng on June 19, 2020, but Bigari's RAC: io a:ion was no: disco: ered by Bigari itse: f. Rather, prior to Bigari's correc: i: e fi ng, the Pre: merger No: fication Office of the Federa: Trade Co: ission e: aied course for Bigari and asked why Bigari had no: made an RAC: fi ng before the March 16, 2020, ac: uisitions of



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Aug. 11, 2009) (





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to the effect of proposed remedies, is  
nature of the case.”). The ultimate que  
Judgment are] so inconsonant with the  
public interest.” *Microso t*, 6 F.3d at

Moreover, the Court’s role und  
relationship to the allegations that the U  
authorize the Court to “construct [i:s] c  
that case.” *Microso t*, 6 F.3d at 14 9;  
the court’s duty simply determine whether  
decisions such that its conclusions rega

2009 U. S. Dis. LEXI 84787, at \*20 (

comparing the allegations alleged in the complaint against those the court believes could have, or  
even should have, been alleged.”). Because the “court’s authority to review the decree depends  
entirely on the government’s exercising its prosecutorial discretion by bringing a case in the first

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