

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

SCHEDULE 13D
(Rule 13d-101)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT
TO § 240.13d-1(a) AND AMENDMENTS THERETO FILED PURSUANT TO
§ 240.13d-2(a)

(Amendment No.)¹

CCA INDUSTRIES, INC.
(Name of Issuer)

Common Stock, par value \$0.01 per share
(Title of Class of Securities)

124867102
(CUSIP Number)

Sardar Biglari
c/o Biglari Holdings Inc.
175 East Houston Street, Suite 1300
San Antonio, Texas 78205
(210) 344-3400

with copies to:

Steven Wolosky, Esq.
Olshan Grundman Frome Rosenzweig & Wolosky LLP
Park Avenue Tower
65 East 55th Street
New York, New York 10022
(212) 451-2300

(Name, Address and Telephone Number of Person Authorized to
Receive Notices and Communications)

January 25, 2011
(Date of Event Which Requires Filing of This Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§ 240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box .

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See § 240.13d-7 for other parties to whom copies are to be sent.

¹ The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the *Notes*).

1	NAME OF REPORTING PERSON Sardar Biglari	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input type="checkbox"/> (b) <input type="checkbox"/>	
3	SEC USE ONLY	
4	SOURCE OF FUNDS OO	
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e) <input type="checkbox"/>	
6	CITIZENSHIP OR PLACE OF ORGANIZATION USA	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER 381,506
	8	SHARED VOTING POWER -0-
	9	SOLE DISPOSITIVE POWER 381,506
	10	SHARED DISPOSITIVE POWER -0-
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 381,506	
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES <input type="checkbox"/>	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 6.3%	
14	TYPE OF REPORTING PERSON IN	

1	NAME OF REPORTING PERSON Biglari Holdings Inc.	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input type="checkbox"/> (b) <input type="checkbox"/>	
3	SEC USE ONLY	
4	SOURCE OF FUNDS WC	
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e) <input type="checkbox"/>	
6	CITIZENSHIP OR PLACE OF ORGANIZATION Indiana	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER 381,506
	8	SHARED VOTING POWER -0-
	9	SOLE DISPOSITIVE POWER 381,506
	10	SHARED DISPOSITIVE POWER -0-
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 381,506	
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES <input type="checkbox"/>	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 6.3%	
14	TYPE OF REPORTING PERSON CO	

1	NAME OF REPORTING PERSON Biglari Capital Corp.	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input type="checkbox"/> (b) <input type="checkbox"/>	
3	SEC USE ONLY	
4	SOURCE OF FUNDS OO	
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e) <input type="checkbox"/>	
6	CITIZENSHIP OR PLACE OF ORGANIZATION Texas	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER 190,753
	8	SHARED VOTING POWER -0-
	9	SOLE DISPOSITIVE POWER 190,753
	10	SHARED DISPOSITIVE POWER -0-
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 190,753	
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES <input type="checkbox"/>	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 3.1%	
14	TYPE OF REPORTING PERSON CO	

1	NAME OF REPORTING PERSON The Lion Fund, L.P.	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input type="checkbox"/> (b) <input type="checkbox"/>	
3	SEC USE ONLY	
4	SOURCE OF FUNDS WC	
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e) <input type="checkbox"/>	
6	CITIZENSHIP OR PLACE OF ORGANIZATION Delaware	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER 190,753
	8	SHARED VOTING POWER -0-
	9	SOLE DISPOSITIVE POWER 190,753
	10	SHARED DISPOSITIVE POWER -0-
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 190,753	
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES <input type="checkbox"/>	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 3.1%	
14	TYPE OF REPORTING PERSON PN	

1	NAME OF REPORTING PERSON Philip L. Cooley	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input type="checkbox"/> (b) <input type="checkbox"/>	
3	SEC USE ONLY	
4	SOURCE OF FUNDS	
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e) <input type="checkbox"/>	
6	CITIZENSHIP OR PLACE OF ORGANIZATION USA	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER -0-
	8	SHARED VOTING POWER -0-
	9	SOLE DISPOSITIVE POWER -0-
	10	SHARED DISPOSITIVE POWER -0-
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON -0-	
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES <input type="checkbox"/>	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 0%	
14	TYPE OF REPORTING PERSON IN	

The following constitutes the Schedule 13D filed by the undersigned (the "Schedule 13D").

Item 1. Security and Issuer.

This statement relates to shares of the Common Stock, par value \$0.01 per share (the "Shares"), of CCA Industries, Inc. (the "Issuer"). The address of the principal executive offices of the Issuer is 200 Murray Hill Parkway, East Rutherford, New Jersey 07073.

Item 2. Identity and Background.

(a) This statement is filed by Biglari Holdings Inc., an Indiana corporation ("BH"), Biglari Capital Corp., a Texas corporation ("BCC"), The Lion Fund, L.P., a Delaware limited partnership ("Lion Fund"), Sardar Biglari and Philip L. Cooley. Each of the foregoing is referred to as a "Reporting Person" and collectively as the "Reporting Persons."

Sardar Biglari is the Chairman and Chief Executive Officer of BH and has investment discretion over the securities owned by BH. By virtue of this relationship, Sardar Biglari may be deemed to beneficially own the Shares owned directly by BH.

BCC is the general partner of the Lion Fund. BCC is a wholly-owned subsidiary of BH. Sardar Biglari is the Chairman and Chief Executive Officer of each of BCC and BH and has investment discretion over the securities owned by the Lion Fund. By virtue of these relationships, BCC, BH and Sardar Biglari may be deemed to beneficially own the Shares owned directly by the Lion Fund.

Philip L. Cooley serves as Vice Chairman of the Board of BH.

Each of Sardar Biglari and Philip L. Cooley is a nominee for the Board of Directors of the Issuer.

Set forth on Schedule A annexed hereto is the name and present principal occupation or employment and the name, principal business and address of any corporation or other organization in which such employment is conducted of each of the executive officers and directors of BH.

(b) The principal business address of each of BH, BCC, the Lion Fund and Sardar Biglari is 175 East Houston Street, Suite 1300, San Antonio, Texas 78205.

The principal business address of Philip L. Cooley is c/o Trinity University, One Trinity Place, San Antonio, Texas 78212.

(c) The principal business of BH is a diversified holding company engaged in a number of diverse business activities. The principal business of the Lion Fund is purchasing, holding and selling securities for investment purposes. The principal business of BCC is serving as the general partner of the Lion Fund. The principal occupation of Sardar Biglari is serving as Chairman and Chief Executive Officer of BH and BCC.

The principal occupation of Philip L. Cooley is serving as the Prassel Distinguished Professor of Business at Trinity University, San Antonio, Texas.

(d) No Reporting Person nor any person listed on Schedule A annexed hereto has, during the last five years, been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors).

(e) No Reporting Person nor any person listed on Schedule A annexed hereto has, during the last five years, been party to a civil proceeding of a judicial or administrative body of competent jurisdiction and as a result of such proceeding was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws.

(f) Each of Sardar Biglari and Philip L. Cooley is a citizen of the United States of America. The citizenships of the persons listed on Schedule A annexed hereto are set forth thereon.

Item 3. Source and Amount of Funds or Other Consideration.

The aggregate purchase price (including commissions) of the 190,753 Shares owned directly by BH is approximately \$1,017,593.74. Such Shares were acquired with the working capital of BH (which may include margin loans made by brokerage firms in the ordinary course of business).

The aggregate purchase price (including commissions) of the 190,753 Shares owned directly by the Lion Fund is approximately \$1,017,594.48. Such Shares were acquired with the working capital of the Lion Fund (which may include margin loans made by brokerage firms in the ordinary course of business).

None of the persons listed on Schedule A annexed hereto currently beneficially own any Shares.

Item 4. Purpose of Transaction.

On January 24, 2011, the Lion Fund delivered a letter to the Corporate Secretary of the Issuer nominating Sardar Biglari and Philip L. Cooley to be elected by holders of the Shares to the Board of Directors of the Issuer (the "Board") at the 2011 annual meeting of stockholders of the Issuer, or any other meeting of stockholders held in lieu thereof, and any adjournments, postponements, reschedulings or continuations thereof (the "Annual Meeting"). The Reporting Persons reserve the right to take all action they deem appropriate to obtain Board representation.

The Reporting Persons intend to evaluate their investment in the Shares on a continuous basis. The Reporting Persons communicate with the Issuer's management and members of the Board regarding the business and future plans of the Issuer. The Reporting Persons may also convey or make proposals to other stockholders of the Issuer concerning the business and future plans of the Issuer.

From time to time, the Reporting Persons may acquire additional shares of the Issuer's capital stock or dispose of shares, in the open market or otherwise, or may formulate other purposes, plans or proposals regarding the Issuer or its shares.

No Reporting Person has any present plan or proposal that would relate to or result in any of the matters set forth in subparagraphs (a) - (j) of Item 4 of Schedule 13D except as set forth herein or as would occur upon completion of any of the actions discussed herein.

Item 5. Interest in Securities of the Issuer.

(a-e) The aggregate percentage of Shares reported owned by the Reporting Persons is based upon 6,086,740 Shares outstanding, which is the total number of Shares outstanding as of August 31, 2010, as reported in the Issuer's Quarterly Report on Form 10-Q for the quarter ended August 31, 2010 filed with the Securities and Exchange Commission on October 15, 2010.

As of the close of business on the date hereof, BH owned directly 190,753 Shares, constituting approximately 3.1% of the Shares outstanding. By virtue of the relationships with BH discussed in further detail in Item 2, Sardar Biglari may be deemed to beneficially own the Shares owned by BH.

As of the close of business on the date hereof, the Lion Fund owned directly 190,753 Shares, constituting approximately 3.1% of the Shares outstanding. By virtue of the relationships with the Lion Fund discussed in further detail in Item 2, each of BCC, BH and Sardar Biglari may be deemed to beneficially own the Shares owned by the Lion Fund.

An aggregate of 381,506 Shares, constituting approximately 6.3% of the Shares outstanding, are reported by the Reporting Persons in this statement.

None of Sardar Biglari, Philip L. Cooley or any person set forth on Schedule A annexed hereto directly owns any Shares as of the date hereof.

Schedule B annexed hereto lists all transactions in securities of the Issuer by (i) the Reporting Persons and (ii) each of the executive officers and directors of BH during the past 60 days. All of such transactions were effected in the open market, unless otherwise noted.

By virtue of his relationships with the other Reporting Persons discussed in further detail in Item 2, Sardar Biglari may be deemed to have the sole power to vote and dispose of the Shares owned directly by BH and the Lion Fund.

No person other than the Reporting Persons is known to have the right to receive, or the power to direct the receipt of dividends from, or proceeds from the sale of, the Shares.

Each of the Reporting Persons, as a member of a "group" with the other Reporting Persons for purposes of Rule 13d-5(b)(1) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), may be deemed to beneficially own the Shares owned by the other Reporting Persons. The filing of this Schedule 13D shall not be deemed an admission that any of the Reporting Persons is, for purposes of Section 13(d) of the Exchange Act, the beneficial owner of any Shares he or it does not directly own. Each of the Reporting Persons specifically disclaims beneficial ownership of the Shares reported herein that he or it does not directly own.

Item 6. Contracts, Arrangements, Understandings or Relationships With Respect to Securities of the Issuer.

On February 3, 2011, BH, BCC, the Lion Fund, Sardar Biglari and Philip L. Cooley entered into a Joint Filing and Solicitation Agreement in which, among other things, (a) the Reporting Persons agreed to the joint filing on behalf of each of them of statements on Schedule 13D with respect to the securities of the Issuer, (b) the Reporting Persons agreed to solicit proxies or written consents for the election of the persons nominated by the Lion Fund to the Board at the Annual Meeting (the "Solicitation"), and (c) BH agreed to bear all expenses incurred in connection with the Reporting Persons' activities, subject to certain limitations. A copy of this agreement is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

Item 7. Material to be Filed as Exhibits.

- 99.1 Joint Filing and Solicitation Agreement, dated February 3, 2011, by and between BH, BCC, the Lion Fund, Sardar Biglari and Philip L. Cooley.

SIGNATURE

After reasonable inquiry and to the best of his knowledge and belief, each of the undersigned certifies that the information set forth in this statement is true, complete and correct.

February 3, 2011

(Date)

BIGLARI HOLDINGS INC.

By: /s/ Sardar Biglari

Name: Sardar Biglari

Title: Chairman and Chief Executive Officer

BIGLARI CAPITAL CORP.

By: /s/ Sardar Biglari

Name: Sardar Biglari

Title: Chairman and Chief Executive Officer

THE LION FUND, L.P.

By: BIGLARI CAPITAL CORP., its General Partner

By: /s/ Sardar Biglari

Name: Sardar Biglari

Title: Chairman and Chief Executive Officer

/s/ Sardar Biglari

SARDAR BIGLARI

/s/ Philip L. Cooley

PHILIP L. COOLEY

Schedule A**Directors and Executive Officers of Biglari Holdings Inc.**

NAME AND POSITION WITH BH	PRESENT PRINCIPAL OCCUPATION	BUSINESS ADDRESS	CITIZENSHIP
Sardar Biglari, <i>Chairman of the Board and Chief Executive Officer</i>	See Item 2	See Item 2	See Item 2
Philip L. Cooley, <i>Vice Chairman of the Board</i>	See Item 2	See Item 2	See Item 2
Duane E. Geiger, <i>Interim Chief Financial Officer, Vice President and Controller</i>	Interim Chief Financial Officer, Vice President and Controller of BH	c/o Biglari Holdings Inc. 175 East Houston Street Suite 1300 San Antonio, Texas 78205	USA
William J. Regan, Jr., <i>Director</i>	Private investor	c/o Biglari Holdings Inc. 175 East Houston Street Suite 1300 San Antonio, Texas 78205	USA
Dr. Ruth J. Person, <i>Director</i>	Chancellor and Professor of Management, University of Michigan-Flint	c/o Biglari Holdings Inc. 175 East Houston Street Suite 1300 San Antonio, Texas 78205	USA
Dr. John W. Ryan, <i>Director</i>	Private investor	c/o Biglari Holdings Inc. 175 East Houston Street Suite 1300 San Antonio, Texas 78205	USA
Kenneth R. Cooper, <i>Director</i>	Attorney	c/o Biglari Holdings Inc. 175 East Houston Street Suite 1300 San Antonio, Texas 78205	USA

Schedule B**Transactions in the Securities of the Issuer during the past 60 days**

<u>Class of Security</u>	<u>Securities Purchased</u>	<u>Price Per Share (\$)</u>	<u>Date of Purchase</u>
<u>BIGLARI HOLDINGS INC.</u>			
Common Stock	5,374	5.1719	12/06/2010
Common Stock	3,550	5.3642	12/08/2010
Common Stock	2,500	5.2958	12/09/2010
Common Stock	1,073	5.2125	12/10/2010
Common Stock	1,551	5.1523	12/13/2010
Common Stock	2,810	5.3070	12/14/2010
Common Stock	2,400	5.3753	12/16/2010
Common Stock	2,165	5.4384	12/17/2010
Common Stock	4,045	5.5193	12/27/2010
Common Stock	4,267	5.4700	12/28/2010
Common Stock	2,550	5.4990	12/29/2010
Common Stock	225	5.5478	12/30/2010
Common Stock	638	5.6417	12/31/2010
Common Stock	4,650	5.5503	1/03/2011
Common Stock	3,000	5.5928	1/04/2011
Common Stock	7,250	5.5211	1/05/2011
Common Stock	1,965	5.6947	1/06/2011
Common Stock	4,440	5.6927	1/07/2011
Common Stock	864	5.7237	1/11/2011
Common Stock	13,750	5.7794	1/12/2011
Common Stock	100	5.7750	1/13/2011
Common Stock	478	5.7791	1/14/2011
Common Stock	33,911	5.5921	1/25/2011
Common Stock	550	5.5836	1/26/2011
Common Stock	4,405	5.6740	1/27/2011
Common Stock	9,850	5.8733	1/28/2011

<u>Class of Security</u>	<u>Securities Purchased</u>	<u>Price Per Share (\$)</u>	<u>Date of Purchase</u>
<u>THE LION FUND, L.P.</u>			
Common Stock	5,375	5.1719	12/06/2010
Common Stock	3,550	5.3642	12/08/2010
Common Stock	2,500	5.2958	12/09/2010
Common Stock	1,073	5.2125	12/10/2010
Common Stock	1,550	5.1523	12/13/2010
Common Stock	2,810	5.3070	12/14/2010
Common Stock	2,400	5.3753	12/16/2010
Common Stock	2,165	5.4384	12/17/2010
Common Stock	4,045	5.5193	12/27/2010
Common Stock	4,267	5.4700	12/28/2010
Common Stock	2,550	5.4990	12/29/2010
Common Stock	225	5.5478	12/30/2010
Common Stock	639	5.6417	12/31/2010
Common Stock	4,650	5.5503	1/03/2011
Common Stock	3,000	5.5928	1/04/2011
Common Stock	7,250	5.5211	1/05/2011
Common Stock	1,964	5.6947	1/06/2011
Common Stock	4,441	5.6927	1/07/2011
Common Stock	863	5.7237	1/11/2011
Common Stock	13,750	5.7794	1/12/2011
Common Stock	100	5.7750	1/13/2011
Common Stock	478	5.7791	1/14/2011
Common Stock	33,912	5.5921	1/25/2011
Common Stock	550	5.5836	1/26/2011
Common Stock	4,405	5.6740	1/27/2011
Common Stock	9,850	5.8733	1/28/2011

JOINT FILING AND SOLICITATION AGREEMENT

WHEREAS, Biglari Holdings Inc. ("BH") and The Lion Fund, L.P. (the "Lion Fund") each own shares of Common Stock, par value \$0.01 per share (the "Shares"), of CCA Industries, Inc., a Delaware corporation (the "Company");

WHEREAS, by virtue of the relationships discussed in the Schedule 13D (as defined below), Sardar Biglari may be deemed to beneficially own the Shares owned by BH and Sardar Biglari, BH and Biglari Capital Corp. ("BCC") may be deemed to beneficially own the Shares owned by the Lion Fund;

WHEREAS, the Lion Fund has nominated Sardar Biglari and Philip L. Cooley to be elected by holders of the Shares to the Board of Directors of the Company (the "Board") at the 2011 annual meeting of stockholders of the Company, or any other meeting of stockholders held in lieu thereof, and any adjournments, postponements, reschedulings or continuations thereof (the "2011 Annual Meeting");

WHEREAS, Sardar Biglari is the Chairman and Chief Executive Officer of BH and BCC and Philip L. Cooley is the Vice Chairman of BH; and

WHEREAS, BH, BCC, the Lion Fund, Sardar Biglari and Philip L. Cooley wish to form a group for the purpose of seeking representation on the Board at the 2011 Annual Meeting, and for the purpose of taking all other action necessary or appropriate to achieve the foregoing.

NOW, IT IS AGREED, this 3rd day of February, 2011 by the parties hereto:

1. In accordance with Rule 13d-1(k)(1)(iii) under the Securities Exchange Act of 1934, as amended (the "Exchange Act"), each of the undersigned (collectively, the "Group") agrees to the joint filing on behalf of each of them of statements on Schedule 13D, and any amendments thereto (collectively, the "Schedule 13D"), with respect to the securities of the Company. Each member of the Group shall be responsible for the accuracy and completeness of his/its own disclosure therein, and is not responsible for the accuracy and completeness of the information concerning the other members, unless such member knows or has reason to know that such information is inaccurate.

2. So long as this Agreement is in effect, each of the undersigned shall provide written notice to Olshan Grundman Frome Rosenzweig & Wolosky LLP ("Olshan") of (i) any of their purchases or sales of securities of the Company; or (ii) any securities of the Company over which they acquire or dispose of beneficial ownership. Notice shall be given no later than 24 hours after each such transaction.

3. Each of the undersigned agrees to form the Group for the purpose of (i) soliciting proxies or written consents for the election of the persons nominated by the Lion Fund to the Board at the 2011 Annual Meeting, (ii) taking such other actions as the parties deem advisable, and (iii) taking all other action necessary or advisable to achieve the foregoing.

4. BH shall have the right to pre-approve all expenses incurred in connection with the Group's activities and agrees to pay directly all such pre-approved expenses.

5. Each of the undersigned agrees that any SEC filing, press release or stockholder communication proposed to be made or issued by the Group or any member of the Group in connection with the Group's activities set forth in Section 3 shall be first approved by BH.

6. The relationship of the parties hereto shall be limited to carrying on the business of the Group in accordance with the terms of this Agreement. Such relationship shall be construed and deemed to be for the sole and limited purpose of carrying on such business as described herein. Nothing herein shall be construed to authorize any party to act as an agent for any other party, or to create a joint venture or partnership, or to constitute an indemnification. Nothing herein shall restrict any party's right to purchase or sell securities of the Company, as he/it deems appropriate, in his/its sole discretion, provided that all such sales are made in compliance with all applicable securities laws.

7. This Agreement may be executed in counterparts, each of which shall be deemed an original and all of which, taken together, shall constitute but one and the same instrument, which may be sufficiently evidenced by one counterpart.

8. In the event of any dispute arising out of the provisions of this Agreement or their investment in the Company, the parties hereto consent and submit to the exclusive jurisdiction of the Federal and State Courts in the County of New York.

9. Any party hereto may terminate his/its obligations under this Agreement on 24 hours' prior written notice to all other parties, with a copy by fax to Steven Wolosky at Olshan, Fax No. (212) 451-2222.

10. Each party acknowledges that Olshan shall act as counsel for both the Group and BH and its affiliates relating to their investment in the Company.

11. Each of the undersigned parties hereby agrees that this Agreement shall be filed as an exhibit to the Schedule 13D pursuant to Rule 13d-1(k)(1)(iii) under the Exchange Act.

[Signature page follows]

IN WITNESS WHEREOF, the parties hereto have caused this Agreement to be executed as of the day and year first above written.

BIGLARI HOLDINGS INC.

By: /s/ Sardar Biglari

Name: Sardar Biglari

Title: Chairman and Chief Executive Officer

BIGLARI CAPITAL CORP.

By: /s/ Sardar Biglari

Name: Sardar Biglari

Title: Chairman and Chief Executive Officer

THE LION FUND, L.P.

By: BIGLARI CAPITAL CORP., its General Partner

By: /s/ Sardar Biglari

Name: Sardar Biglari

Title: Chairman and Chief Executive Officer

/s/ Sardar Biglari

SARDAR BIGLARI

/s/ Philip L. Cooley

PHILIP L. COOLEY