THIS INSTRUMENT PREPARED BY:

DENNEY, LACKEY & CHERNAU
Third National Financial Center
424 Church Street, Suite 1350
Nashville, Tennessee 37219

BOOK 8421 PAGE 430

ADDRESS NEW OWNER AS FOLLOWS: SEND TAX BILLS TO: MAP-PARCEL NOS.

OPRYLAND USA INC.,
a Delaware corporation
2806 Opryland Drive
Nashville, TN 37214

Same

A portion of
Tax Map 44
Parcel 17

STATE OF TENNESSEE)
COUNTY OF DAVIDSON)

The actual consideration or value, whichever is greater, for this transfer is $1,650,000.00

Valentine W. Smith
Affiant

Subscribed and sworn to before me this 15th day of August, 1991.

Notary Public

My commission expires: 7/24/93

AUG 15 11 44 AM '91

WARRANTY DEED

For and in consideration of the sum of Ten ($10.00) Dollars, cash in hand paid by the hereinafter named Grantee, and other good and valuable considerations, the receipt of which is hereby acknowledged, **HANES COMPANIES, INC., a North Carolina corporation,** hereinafter called the Grantor, has bargained and sold, and by these presents does transfer and convey unto **OPRYLAND USA INC., a Delaware corporation,** hereinafter called the Grantee, its successors and assigns, a certain tract or parcel of land in Davidson County, State of Tennessee, described as follows:

Being a tract of land lying in Nashville, Davidson County, Tennessee and being part of Hanes Investment Company Property as of record in Deed Book 6129, page 397, Register's Office for Davidson County, Tennessee and being bounded on the North by C.S.X. Railroad, on the east by the remainder of said property, on the South by the north right-of-way line of Industrial Drive and the remainder of said property and on the West by Stratos Boats as of record in Deed Book 7669, page 167, said Register's Office and Stringfellow Lumber Company as of record in Deed Book 4909, page 877 and Deed Book 7100, page 933, said Register's Office and being more particularly described as follows:

Beginning at a punch hole in a concrete ditch marking the easternmost corner of the Stratos Boat property as of record in Book 7669, Page 167, said Register's Office and the northeast corner of a private road easement as of record in Deed Book 6274, page 436, said Register's Office;

Thence leaving the road easement and with Stratos Boat North 48° 08' 19" West, 388.50 feet to an iron pin in the south line of Stringfellow Lumber;

Thence with Stringfellow Lumber North 45° 07' 00" East, 62.00 feet to an iron pin;

Thence North 45° 20' 00" West, 355.22 feet to an iron pin in the South right-of-way line of C.S.X. Railroad;

Thence with C.S.X. Railroad North 50° 22' 00" East, 81.59 feet to an iron pin;

Thence North 76° 07' 00" East, 205.34 feet to an iron pin;

Thence South 81° 06' 00" East, 187.30 feet to an iron pin;

Thence South 58° 12' 00" East, 210.56 feet to an iron pin;

Thence South 56° 35' 00" East, 263.06 feet to an iron pin;

Thence South 51° 55' 00" East, 97.07 feet to an iron pin;

Thence South 54° 31' 59" East, 114.45 feet to an iron pin;

Thence South 61° 48' 00" East, 23.02 feet to an iron pin at the northeast corner of this tract at a common corner with the remainder of the Hanes Property;

Thence leaving C.S.X. Railroad and with Hanes South 32° 58' 55" West, 276.07 feet to an iron pin;

Thence along a curve to the right the radius of which is 234.30 feet, the central angle of which is 34° 59' 34", the chord of which is South 59° 54' 47" East, 140.88 feet, a length of 143.10 feet to an iron pin.

Thence South 42° 25' 00" East, 671.23 feet to an iron pin;

Thence along a curve to the left the radius of which is 25.00 feet, the central angle of which is 87° 48' 00", the chord of which is South 86° 19' 00" East, 34.67 feet, a length of 38.31 feet to an iron pin in the North right-of-way line of Industrial Drive;

Thence with the North right-of-way line of Industrial Drive South 49° 47' 00" West, 110.08 feet to an iron pin.

Thence leaving the North right-of-way line of Industrial Drive along a curve to the left the radius of which is 25.00 feet, the central angle of which is 92° 12' 00", the chord of which is North 03° 41' 00" East, 36.03 feet, a length of 40.23 feet to an iron pin.

Thence North 42° 25' 00" West, 667.00 feet to an iron pin;

Thence with a curve to the left the radius of which is 174.30 feet, the central angle of which is 48° 38' 00", the chord of which is North 66° 44' 00" West, 143.55 feet, a length of 147.95 feet to an iron pin;

Thence South 88° 57' 00" West, 332.02 feet to an iron pin a the southeast corner of the road easement as of record in Deed Book 6274, page 436;

Thence with said easement North 01°03' 00" West, 60.00 feet to the point of beginning.

Containing 455,832 square feet (10.465 acres more or less). Said property is shown and depicted on the attached Exhibit A.

Being part of the same property conveyed to Hanes Investment Company, a North Carolina Corporation, by Deed from Hanes Converting company, a North Carolina Corporation, of record

Being part of the same property conveyed to Hanes Investment Company, a North Carolina Corporation, by Deed from Hanes Converting company, a North Carolina Corporation, of record in Book 6129, page 397, Register's Office for Davidson County, Tennessee. Now known as Hanes Companies, Inc., by certificate of merger, dated 12/30/86, of record in Book 7102, page 160, Register's Office for said County.

Description derived from survey prepared by R. Scot Cherry, Cherry Land Surveying, TN No. 1512, 700 Craighead Street, Suite 204, Nashville, TN 37204, said survey being dated June 10, 1991, Revised July 20, 1991.

TO HAVE AND TO HOLD the said tract or parcel of land, with the appurtenances, estate, title and interest thereto belonging to the said Grantee, its successors and assigns, forever; and the Grantor does covenant with the said Grantee that it is lawfully seized and possessed of said land in fee simple, has a good right to convey it, and the same is unencumbered, except as set forth on Exhibit "B" attached hereto and made a part hereof, and the Grantor does further covenant and bind itself, its successors and assigns to warrant and forever defend the title to the said land to the said Grantee, its successors and assigns, against the lawful claims of all persons whomsoever. Wherever used, the singular number shall include the plural, the plural the singular, and the use of any gender shall be applicable to all genders.

IN WITNESS WHEREOF, the Grantor has caused this instrument to be executed by its duly authorized officer this 15th day of August, 1991.

HANES COMPANIES, INC.,
a North Carolina corporation

By: John B. Talbert, Jr.
John B. Talbert, Jr., President

STATE OF NORTH CAROLINA)
)
COUNTY OF Davidson)

Before me, Paul Bryan Reid, a Notary Public in and for the State and County aforesaid, personally appeared John B. Talbert, Jr. with whom I am personally acquainted, (or proved to me on the basis of satisfactory evidence), and who, upon oath, acknowledged himself to be the President of HANES COMPANIES, INC., a North Carolina corporation, and that he as such President, executed the foregoing instrument for the purpose therein contained, by signing the name of the corporation by himself this 15th day of August, 1991.

Witness my hand and official seal this 15th day of August, 1991.

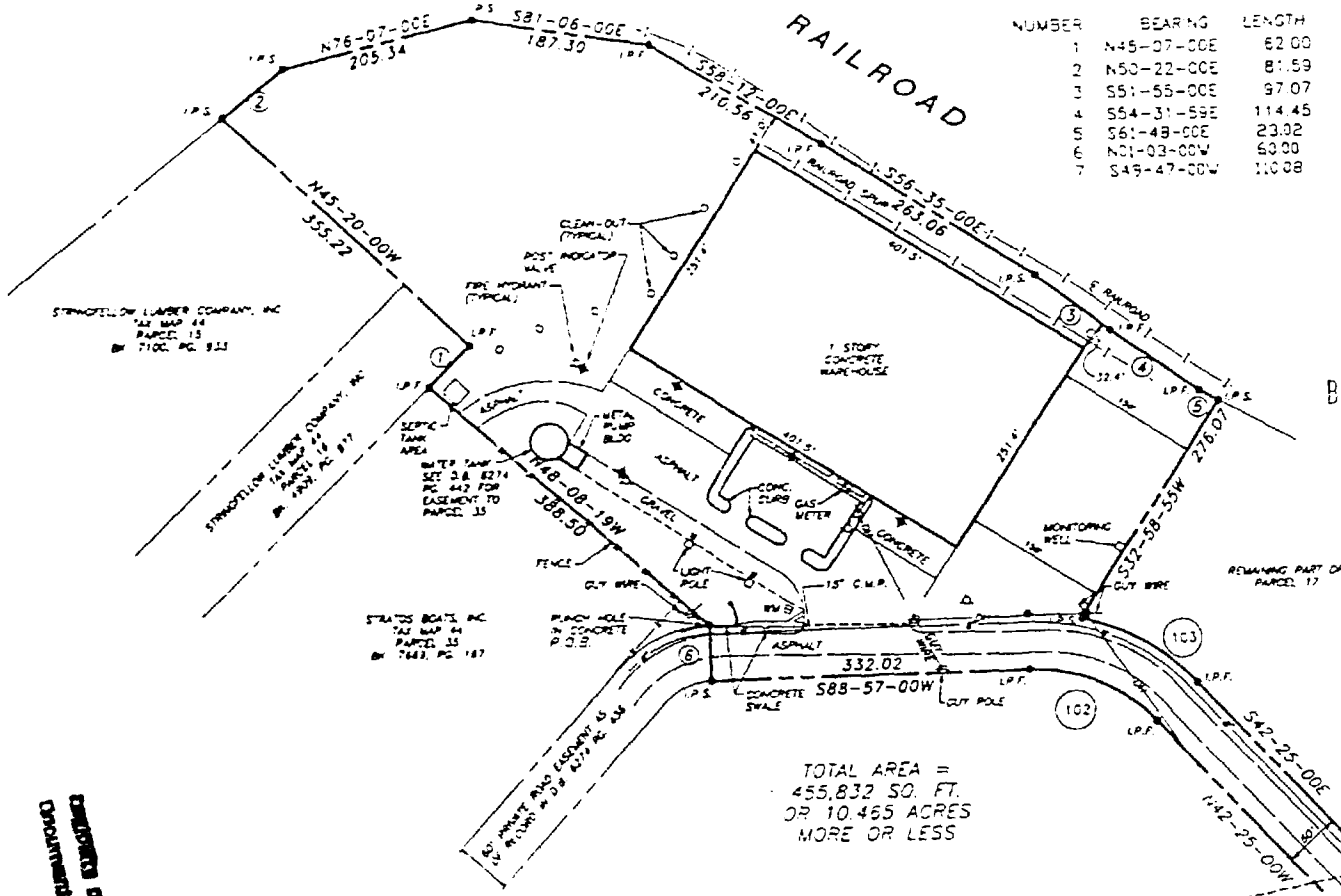
Paul Bryan Reid
NOTARY PUBLIC

My Commission Expires: 1-23-93

PAUL BRYAN REID
NOTARY PUBLIC
DAVIDSON COUNTY, NC
My Commission Expires

OPRY.JC1

EXHIBIT "A"



LINE TABLE

NUMBER	BEARING	LENGTH
1	N45-07-00E	62.00
2	N50-22-00E	81.59
3	S51-55-00E	97.07
4	S54-31-59E	114.45
5	S61-48-00E	23.02
6	N01-03-00W	60.00
7	S49-47-00W	110.08

CURVE TABLE

NUMBER	DELTA	RADIUS	TANGENT	LENGTH	CHORD BRG	CHORD
101	92-12-00	25.00	25.98	40.23	N03-41-00E	36.02
102	48-38-00	174.30	78.76	147.95	N66-44-00W	143.55
103	34-59-34	234.30	73.85	143.10	S59-54-47E	140.88
104	87-48-00	25.00	24.06	38.31	S86-19-00E	34.67

TOTAL AREA = 455,832 SQ. FT. OR 10.465 ACRES MORE OR LESS

REMAINING PART OF PARCEL 17

NOTES:

1) ALL DISTANCES WERE MEASURED WITH E.D.M. EQUIPMENT AND HAVE BEEN ADJUSTED FOR TEMPERATURE.

2) UTILITIES HAVE BEEN PLOTTED FROM SURFACE FEATURES FOUND AT THE TIME OF SURVEY AND AVAILABLE MAPS AND RECORDS. THERE MAY BE OTHER UTILITIES, THE EXISTENCE OF WHICH ARE NOT KNOWN TO THE UNDERSIGNED. SIZE AND LOCATION OF ALL UNDERGROUND UTILITIES MUST BE VERIFIED BY THE APPROPRIATE UTILITY COMPANY PRIOR TO ANY CONSTRUCTION.

3) THIS PROPERTY IS NOT AFFECTED BY THE 100 YEAR FLOOD PLAIN.

4) THIS SURVEY PREPARED FROM CURRENT DEED OF RECORD AND DOES NOT REPRESENT A TITLE SEARCH OR A GUARANTEE OF TITLE, AND IS SUBJECT TO ANY STATE OF FACTS A CURRENT AND ACCURATE TITLE SEARCH WILL REVEAL.

5) THIS PROPERTY IS CURRENTLY ZONED "CC".

6) SURVEYOR'S LIABILITY FOR THIS DOCUMENT SHALL BE LIMITED TO THE ORIGINAL PURCHASER AND DOES NOT EXTEND TO ANY UNNAMED PERSON OR ENTITIES WITHOUT AN EXPRESSED RE-CERTIFICATION BY THE SURVEYOR WHOSE SIGNATURE APPEARS UPON THIS SURVEY.

7) DEED REFERENCE FOR THE PROPERTY SURVEYED IS D.B. 6129, PG. 397, AS OF RECORD IN REGISTER'S OFFICE FOR DAVIDSON COUNTY, TENNESSEE. OWNER OF RECORD BEING: HANES INVESTMENT COMPANY, INC.

8) BOUNDARY BASED ON SURVEY BY BARRY GREER, TN. R.L.S. DATED APRIL 8, 1980

BOOK 8421 PAGE 433

RECORDER'S MEMO
LEGIBILITY OF WRITING, TYPING OR PRINTING UNSATISFACTORY IN THIS DOCUMENT WHEN RECEIVED

(a) 1991 Taxes, Map 044-00, Parcel 017, Field Book No. 04D-46800, a lien but not yet due and payable.

(b) Easement for highway purposes recorded in Book 4377, page 391, Register's Office for Davidson County, Tennessee.

(c) A 50 feet Tennessee Natural Gas Transmission line across the premise and controlled access area along a portion of Robinson Road and Industrial Drive.

(d) A right-of-way for the Louisville and Nashville Railroad and/or C.S.X. Transportation.

(e) A perpetual easement for highway purposes and property taken for drainage facility by agreed order of record in Book 5512, page 973, Register's Office for Davidson County, Tennessee.

(f) A Rayon City Water Easement recorded in Book 5861, page 693, Register's Office for Davidson County, Tennessee.

(g) The terms and conditions of a Water Tank Agreement to Don W. Maddox recorded in Book 6274, page 442, Register's Office for Davidson County, Tennessee.

(h) Easements, conditions, reservations as set forth in Book 6274, page 436, and Book 6392, page 453, Register's Office for Davidson County, Tennessee.

(i) Contract of conveyance and non-exclusive easement of record in Book 5861, page 693, Register's Office for Davidson County, Tennessee.



OFFICIAL RECEIPT

FELIX Z. WILSON, II

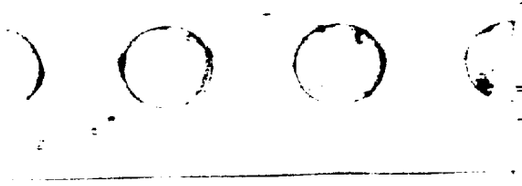
REGISTER OF DAVIDSON COUNTY

NASHVILLE, TENNESSEE

RECEIVED OF _____

FOR _____

BOOK 8421 PAGE 435



CO CONVEYANCE	CC CERTIFIED COPY	MISC - MISCELLANEOUS
MO MORTGAGE	REL RELEASE	CO TX - STATE TAX CONVEY
WD WARRANTY DEED	UCC UNIFORM COMMERCIAL CODE	MO TX - STATE TAX MORT
TD TRUST DEED		PRFEE - PROBATE FEE

DATE	SYMBOL	VALUATION	TAX AND FEES	TOTAL PAID

DART 1650000.00

DON TX 6105.00

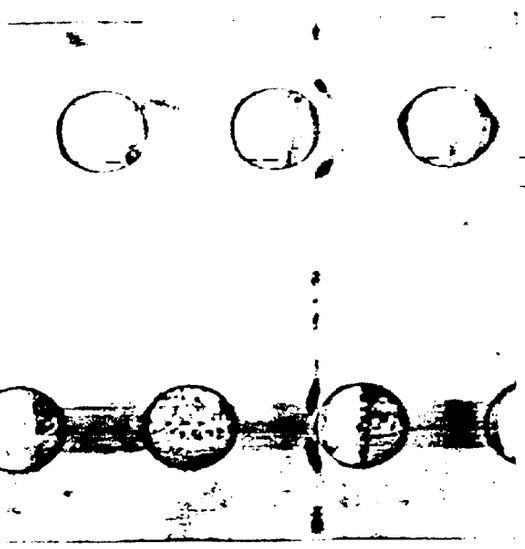
PRFEE 1.00

MTGED 22.00

[illegible] 6128.00

CHECK 6128.00

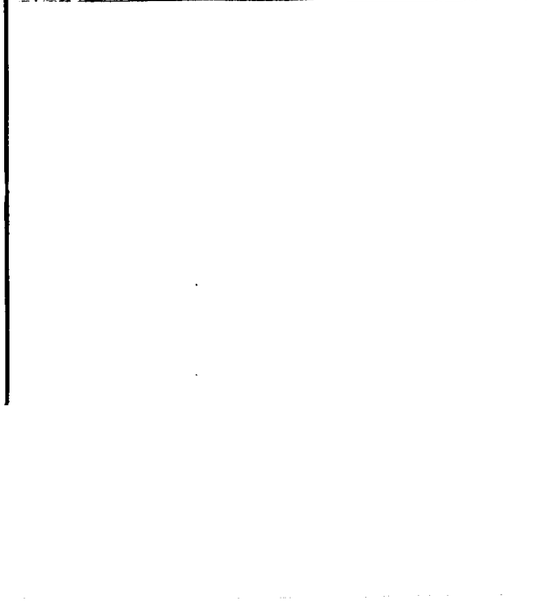
RECEIPT IS NOT VALID UNTIL CHECK IS PAID BY BANK



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AUG 15 11 44 AM '91

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No. 450489