This Instrument Prepared By:
State of Tennessee
Real Estate Management
15th Floor, Tennessee Toweer
312 8th Avenue, North
Nashville, TN 37243-0299

MAP
To be Recorded

BOOK 10356 PG 244

QUITCLAIM DEED

FOR AND IN CONSIDERATION OF the sum of $22,837.50 cash in hand paid, the receipt of which is hereby acknowledged, the STATE OF TENNESSEE, acting by the Commissioner, Department of Finance and Administration, with the approval of the Governor, and the Attorney General, acting under the authority of §12-2-112, Tennessee Code Annotated, does hereby bargain, sell, remise, release, quitclaim, and convey unto Opryland USA Inc., certain real estate identified as tract number 12 on highway right-of-way plans of Project No. 19076-2306-04, which is recorded in Book 8848, Page 015, Register's Office, Davidson County, Tennessee, and being more fully described as follows:

Being land in the First Civil District of Metropolitan Nashville and Davidson County and being located in the northwesterly corner of Briley Parkway (SR 155) and Two Rivers Parkway interchange. Being more particularly described as follows:

Beginning at a point in the westerly margin of Briley Parkway, 130 feet left of centerline Station 471+04.30 as shown on the aforementioned highway plans. Thence, with the proposed westerly right-of-way of Briley Parkway, South 26 degrees 50 minutes 28 seconds West, 58.81 feet to a pin; Thence, South 07 degrees 45 minutes 11 seconds W, 75.25 feet to a pin; Thence, South 21 degrees 24 minutes 35 seconds West, 36.40 feet to a pin; Thence, South 35 degrees 20 minutes 59 seconds West, 47.87 feet to a pin; Thence, North 78 degrees 08 minutes 11 seconds West, 49.04 feet to a pin; Thence, North 80 degrees 21 minutes 52 seconds West, 54.02 feet to a pin in the westerly right-of-way of Two Rivers Parkway; Thence, North 44 degrees 41 minutes 41 seconds East, 254.40 feet to the point of beginning;

Containing 11,565 square feet or 0.27 acre.

Property is subject to a twenty foot wide drainage easement located along the centerline of the existing storm drainage system.

Being all or a portion of the same property conveyed to the State of Tennessee by the Metropolitan Government of Nashville and Davidson County recorded in Book 8848, Page 015, Register's Office, Davidson County, Tennessee. See Exhibit A, traced in red, and attached hereto and made a part of this Deed which is incorporated by this reference.

This conveyance is subject to the following conditions:

No junkyards, as defined in 23 U.S.C., Section 136 shall hereafter be established or maintained on land released as excess to highway needs. No signs, billboards, outdoor advertising structures or advertisement of any kind as provided for in 23 U.S.C., Section 131 shall be hereafter erected, displayed, placed or maintained upon or within the land released, except that signs may be erected and maintained to advertise the sale, hire or lease of the property, or the principal activities conducted on the land upon which the signs are located.

STATE OF TENNESSEE
COUNTY OF DAVIDSON
THE ACTUAL CONSIDERATION OR TRUE VALUE, WHICHEVER IS GREATER, FOR THIS TRANSFER IS $ 22,837.50
Eileen Kay Jackson
AFFIANT
SUBSCRIBED AND SWORN TO BEFORE ME, THIS THE 21 DAY OF Feb. 19 97.
D. Edwards
Deputy Register

Mail tax bills to new owners as follows:
Gaylord Entertainment
ATTN: Tax Department
One Gaylord Drive
Nashville, TN 37214

BOOK 10356 PG 245

The grantees, for themselves, their heirs, personal representatives, successors in interest, and assigns, as a part of the consideration hereof, do hereby covenant and agree that;

(1) no person, on the grounds of sex, handicap, race, color, or national origin shall be excluded from participation in, be denied the benefits of, or be otherwise subjected to discrimination in the use of any public facilities which may be constructed on the above described land;

(2) that in connection with the construction of any improvements on said lands and the furnishings of services thereon, no discrimination shall be practiced in the selection of employees and contractors, by contractors in the selection and retention of first-tier subcontractors and by first-tier subcontractors in the selection of the retention of second-tier subcontractors;

(3) that such discrimination shall not be practiced against the public in their access to and use of the facilities and services provided for public accommodations (such as eating, sleeping, rest, recreation, and vehicle servicing) constructed or operated on the above described land; and,

(4) that the grantees comply with all other requirements imposed pursuant to Title 49, Code of Federal Regulations, Department of Transportation, Subtitle A, Office of Secretary, Part 21, Nondiscrimination in Federally-assisted programs of the Department of Transportation Effectuation of Title VI of the Civil Rights Act of 1964, and as said Regulations may be amended, Title 49, Code of Federal Regulations, Part 27, Nondiscrimination on the Basis of Handicap in Programs and Activities Receiving or Benefiting from Federal Financial Assistance; and 23 U.S.C., Section 324.

IN WITNESS WHEREOF, the signature of the STATE OF TENNESSEE has been hereunto affixed by Bob Corker, Commissioner of Finance and Administration, with the approval of the Governor, and of the Attorney General, as evidenced by their signatures hereunto affixed as of the 7th day of SEPTEMBER, 1995.

GRANTEE

OPRYLAND USA, INC.

BY: _____

TITLE: Director of Design, Development and Construction

STATE OF TENNESSEE

_____
Bob Corker, Commissioner
Finance and Administration

APPROVED:

_____
Charles W. Burson, Attorney General

_____
Don Sundquist, Governor

MAIL ENV.

02 75233
IDENTIFICATION REFERENCE

97 FEB 21 PM 1:03

BOOK 10356 PG 246

STATE OF TENNESSEE
COUNTY OF Davidson

Before me, the undersigned, a Notary Public of the State and County aforesaid, personally appeared Eric A. Westin, with whom I am personally acquainted (or proved to me on the basis of satisfactory evidence) and who, upon oath, acknowledged himself/herself to be the Director, Design Development & Construction of Opryland USA, Inc., the within named bargainor(s), and that he/she as such officer being authorized so to do, executed the foregoing instrument for the purpose therein contained, by signing the name of the corporation by himself/herself as such officer.

Witness my hand and seal at office, this 17th day of July, 1995.

Carla G. Barlow
Notary Public

My Commission Expires:

11-22-97

CARLA G. BARLOW NOTARY PUBLIC AT LARGE STATE OF TENNESSEE

8730 02/21 0101 03CHECK 101.50

STATE OF TENNESSEE
COUNTY OF DAVIDSON

Personally appeared before me, the undersigned, Notary Public for Davidson County, Bob Corker, Commissioner of Finance and Administration with whom I am personally acquainted and who, upon oath, acknowledged that he is the Commissioner of Finance and Administration and that he as Commissioner, being authorized so to do, executed the foregoing instrument for the purpose therein contained by signing the name of the State of Tennessee by himself as Commissioner.

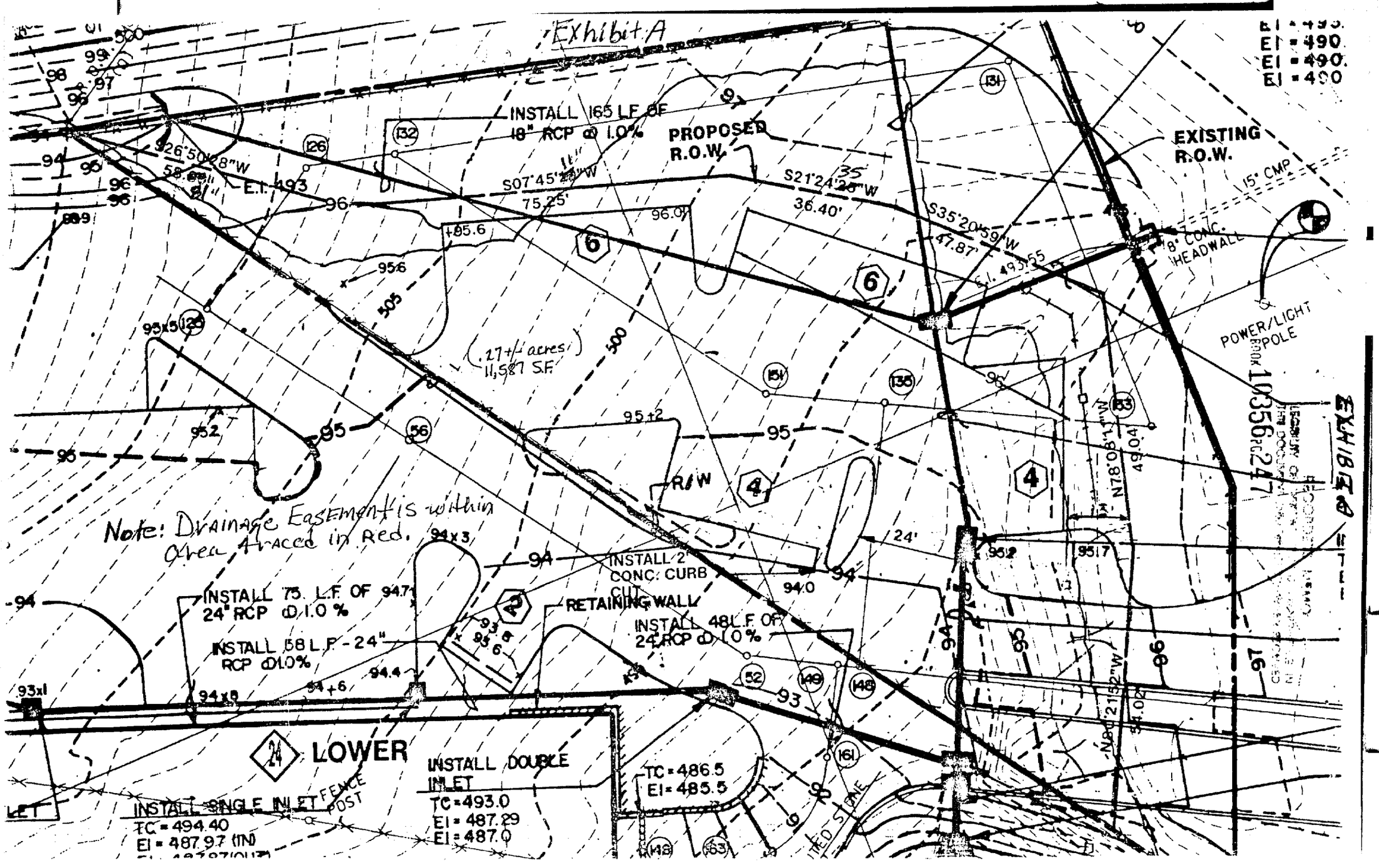
Witness my hand and seal at office, this 14th day of August, 1995.

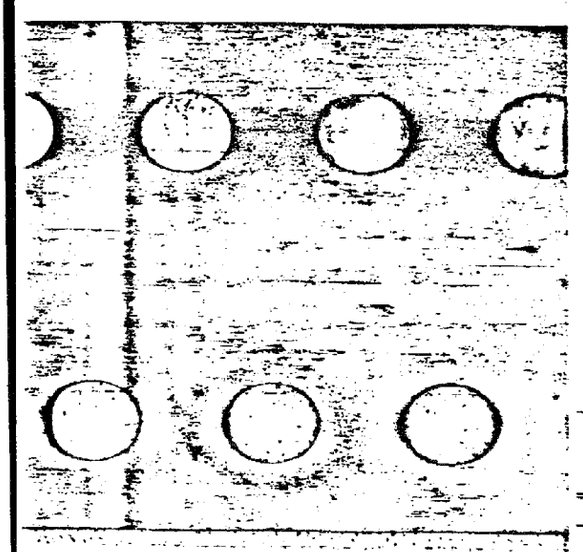
Brenda Tuhe
Notary Public

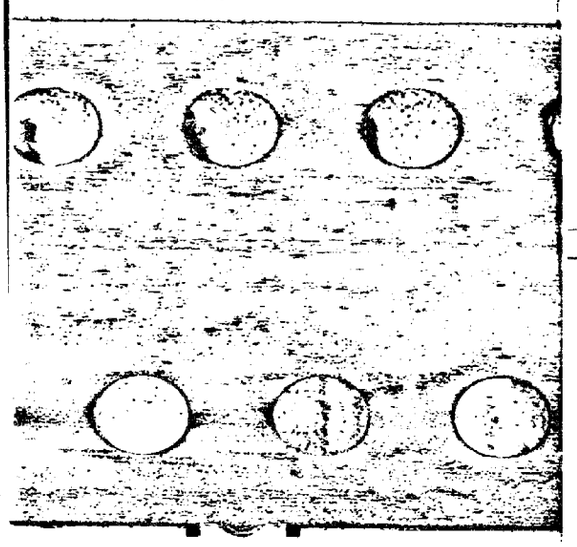
My Commission Expires:

My Commission Expires March 27, 1999

BRENDA TUHE NOTARY PUBLIC AT LARGE DAVIDSON COUNTY TN


Exhibit A
INSTALL 165 L.F. OF 18" RCP @ 1.0%
PROPOSED R.O.W.
EXISTING R.O.W.
S26°50'28"W
58.88'
E.I. 493
S07°45'28"W
75.25'
S21°24'28"W
36.40'
S35°20'59"W
47.87'
E.I. 495.55
15" CMP
8' CONC. HEADWALL
POWER/LIGHT POLE
(.27+/- acres)
11,587 S.F.
Note: Drainage Easement is within area hatched in Red.
INSTALL 75 L.F. OF 24" RCP @ 1.0 %
INSTALL 58 L.F. - 24" RCP @ 1.0%
INSTALL 2' CONC. CURB CUT
RETAINING WALL
INSTALL 48 L.F. OF 24" RCP @ 1.0%
24 LOWER
INSTALL SINGLE INLET
TC = 494.40
EI = 487.97 (IN)
INSTALL DOUBLE INLET
TC = 493.0
EI = 487.29
EI = 487.0
TC = 486.5
EI = 485.5
FENCE POST
STONE
N78°08'14"W
49.04'
N8°21'52"W
34.04'
EXHIBIT A
10356 PG 247





OFFICIAL RECEIPT
FELIX Z. WILSON, II
REGISTER OF DAVIDSON COUNTY
NASHVILLE, TENNESSEE

RECEIVED OF _____

FOR _____

BOOK 10356 PG 248

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

CAMT	22837.20
CON TX	84.50
PRFEE	1.00
MISC	16.00
TOTAL	101.50
CHECK	101.50

02/21/97 01 16:06 0001 8730

RECEIPT IS NOT VALID UNTIL CHECK IS PAID BY BANK

0275233
IDENTIF. & REFERENCE

97 FEB 21 PM 4:00

DAVIDSON COUNTY TN

No. 1119169