THIS INSTRUMENT PREPARED BY:
Dan Haskell, Attorney
One Gaylord Drive
Nashville, TN 37214

QUITCLAIM DEED

BOOK 10356 PG 249

Address New Owner(s) As Follows:	Send Tax Bills To:	Map Parcel Numbers:
Opryland Attractions, Inc. 2802 Opryland Drive Nashville, TN 37214	Gaylord Entertainment Company Attn: Tax Department One Gaylord Drive Nashville, TN 37214	Map To be Assigned Parcel

FOR GOOD AND VALUABLE CONSIDERATION, the receipt of which is hereby acknowledged, Opryland USA Inc., a Delaware corporation, by these presents does hereby quitclaim and convey unto Opryland Attractions, Inc., a Delaware corporation, its successors and assigns, all of its right, title and interest in and to the property described below:

Being land in the First Civil District of Metropolitan Nashville and Davidson Country 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 the same property conveyed to Opryland USA Inc. by the State of Tennessee recorded in Book 10356, Page 244, Register's Office, Davidson County, Tennessee. See Exhibit A, traced in bold, 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.

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 undersigned has caused this instrument to be executed by its duly authorized officer as of the 21st day of February, 1997.

OPRYLAND USA INC.

BY: _____

ITS: SR VP - DDC

STATE OF TENNESSEE)
COUNTY OF DAVIDSON)

Before me, the undersigned, a Notary Public in and for 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 to be the Sup Design Development of Opryland USA Inc., the within named bargainor, a corporation, and that he as such Sup executed the foregoing instrument for the purposes therein contained, by signing the name of the corporation by himself as Sup.

12.00

WITNESS my hand and seal, at office in Nashville, Davidson County, Tennessee, this 21st day of February, 1997.

Carla Y. Barlow
Notary Public

CARLA Y. BARLOW NOTARY PUBLIC AT LARGE DAVIDSON COUNTY, TENN.

My Commission Expires:

11-22-97

STATE OF TENNESSEE)
COUNTY OF DAVIDSON)

The actual consideration for this transfer is $0.

Elaine Kay Jackson
Affiant

Subscribed and sworn to before me
this 21 day of Feb., 1997.

B. Edwards - Dep. Reg.
~~Notary Public~~

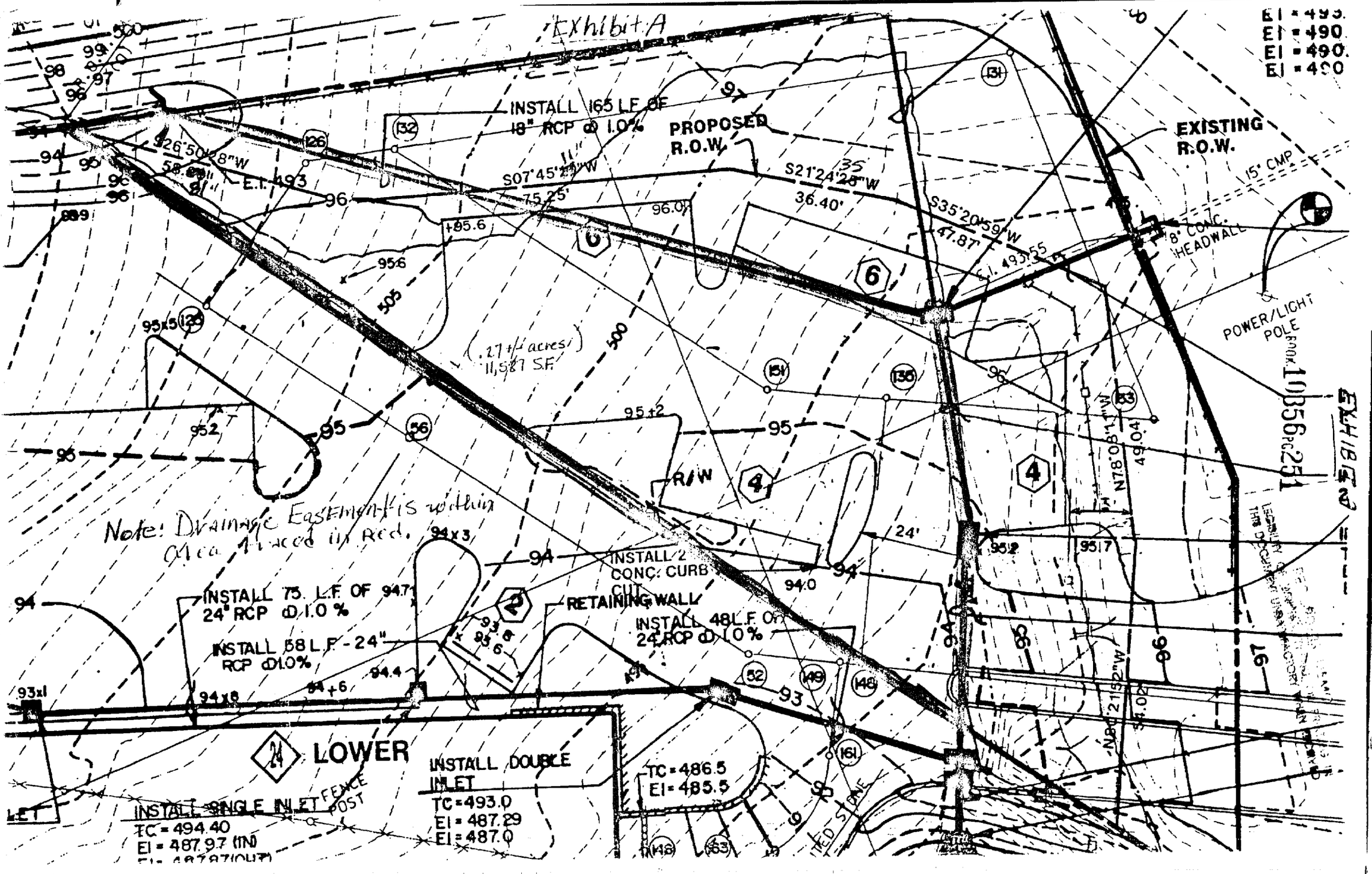
~~My Commission Expires~~:

0275234
IDENTIFICATION

97 FEB 21 PM 1:01
DAVIDSON COUNTY, TN.

MAIL ENV.

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Exhibit A
INSTALL 165 L.F. OF 18" RCP @ 1.0%
PROPOSED R.O.W.
EXISTING R.O.W.
S26°50'28"W
58.69'
E.I. 493
S07°45'11"W
75.25'
S21°24'28"W
36.40'
S35°20'59"W
47.87'
96.0
+85.6
95.6
95±5
95±2
95.2
(.27+/- acres)
11,587 S.F.
Note: Drainage Easement is within area hatched in Red.
94x3
INSTALL 75 L.F. OF 24" RCP @ 1.0 %
INSTALL 58 L.F. - 24" RCP @1.0%
94.4
94+6
93x1
94x8
INSTALL 2 CONC. CURB CUT
RETAINING WALL
INSTALL 48 L.F. OF 24" RCP @ 1.0 %
94.0
93.6 x 95.6
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
TIED STONE
15" CMP
8' CONC. HEADWALL
POWER/LIGHT POLE
N78°08'11"W
49.04'
N81°21'52"W
55.02'
EI = 493.
EI = 490.
EI = 490.
EI = 490
10356 PG 251
EXHIBIT A