Box
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This instrument prepared by:
Sherrard & Roe (MDR)
424 Church Street, Suite 2000
Nashville, TN 37219

Davidson County DEEDQC
Recvd: 12/06/00 11:54 7pgs
Fees:30.00 Taxes:0.00
20001206-0120021

QUITCLAIM DEED

Address New Owner(s):
Opryland Hotel Nashville, LLC
535 Marriott Drive
Suite 600
Highland Ridge Towers
Nashville, TN 37214

Send Tax Bills To:
Same

Map/Parcel Nos. 73/32

RECITALS

OLH, G.P., a Tennessee general partnership ("OLH") operates a hotel and convention center on certain real property described on Exhibit A attached hereto (the "Premises"), located in Nashville, Tennessee, and known as the Opryland Hotel. OLH has caused the formation of Opryland Hotel Nashville, LLC, a Delaware limited liability company ("OHN") and wishes to contribute the Premises to OHN.

FOR AND IN CONSIDERATION of the sum of Ten and no/100 Dollars ($10.00), and other good and valuable consideration, the receipt of which is hereby acknowledged, OLH does hereby quitclaim, transfer and convey to OHN, all of its right, title and interest in and to the Premises, said property being a certain tract or parcel of land in the County of Davidson, State of Tennessee, and such transfer being specifically subject to that certain Deed of Trust, Assignment of Leases and Rents and Security Agreement, dated as of October 6, 2000, recorded in the Register's Office for Davidson County, Tennessee as instrument number 20001006-0099702.

IN TESTIMONY WHEREOF, GRANTOR has executed this deed on the 1st day of December, 2000.

OLH, G.P.

By: GAYLORD ENTERTAINMENT COMPANY,
Its General Partner
By: Denise Wilder Warren
Name: Denise Wilder Warren
Title: Sr. Vice Pres.

By: OPRYLAND HOSPITALITY, LLC,
Its General Partner
By: Denise Wilder Warren
Name: Denise Wilder Warren
Title: Vice Pres.

STATE OF TENNESSEE)
COUNTY OF DAVIDSON)

Before me, Lori McPherson, a Notary Public in and for the County and State aforesaid, personally appeared Denise Wilbanks Warren 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 Senior V.P. & CFO of Gaylord Entertainment Company, a Delaware corporation which is the general partner of OLH, G.P., a Tennessee general partnership, the within named bargainor, and that he as such Sr. V.P. & CFO, being authorized so to do, executed the foregoing instrument for the purposes therein contained, by signing the name of the corporation by himself as Sr. V.P. & CFO.

Witness my hand and seal at office in Nashville, Tennessee, this 1 day of December, 2000.

Lori McPherson
Notary Public

My Commission Expires:

5-26-02

STATE OF TENNESSEE)
COUNTY OF DAVIDSON)

Before me, Lori McPherson, a Notary Public in and for the County and State aforesaid, personally appeared Denise Wilbanks Warren 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 Vice Pres. of Opryland Hospitality, LLC, a Tennessee limited liability company, which is the general partner of OLH, G.P., a Tennessee general partnership, the within named bargainor, and that he as such Vice Pres., being authorized so to do, executed the foregoing instrument for the purposes therein contained, by signing the name of the limited liability company by himself as Vice Pres.

Witness my hand and seal at office in Nashville, Tennessee, this 1 day of December, 2000.

Lori McPherson
Notary Public

My Commission Expires:

5-26-02

STATE OF TENNESSEE)
)
COUNTY OF DAVIDSON)

The actual consideration for this transfer of property is $-0-.

Affiant

Sworn to and subscribed before me
this 1 day of December, 2000.

Notary Public

My Commission Expires:

5-26-02

EXHIBIT "A"

LOT 3 OF THE UNIFIED PLAT OF SUBDIVISION

GAYLORD ENTERTAINMENT COMPANY

Being land in the First Civil District, Fifteenth Councilmanic District, Nashville, Davidson County, Tennessee, being generally located in the southwest quadrant of Briley Parkway and McGavock Pike, and also being Lot 3 of the (Unified Plat of Subdivision) Gaylord Entertainment Company as of record in Instrument No. 200005020043734, R.O.D.C., and being more particularly described as follows:

BEGINNING; at the southeast corner of Lot 4 on the above mentioned Plat and being a point on the westerly right-of-way line of Briley Parkway;

THENCE, with the westerly right-of-way line of Briley Parkway the following calls:

S 18°22'50" E, 303.04 feet to a concrete monument;
S 21°26'07" E, 117.06 feet to a concrete monument;
S 10°20'21" E, 1638.48 feet,
S 79°47'25" W, 4.00 feet,
S 10°12'04" E, 17.64 feet to a point on the northerly line of Lot 2 on the above mentioned Plat;

THENCE, with said northerly line of Lot 2 the following calls:

S 86°04'51" W, 311.54 feet,
S 79°58'47" W, 77.40 feet,
S 69°16'53" W, 283.76 feet,
S 64°24'00" W, 246.01 feet,
N 54°55'26" W, 97.24 feet,
N 25°40'45" W, 51.69 feet,
N 7°58'09" W, 29.91 feet,
N 3°30'34" W, 41.41 feet,
N 5°30'14" W, 46.15 feet,
N 7°27'54" W, 182.23 feet,
N 53°17'19" W, 78.14 feet,
N 76°26'46" W, 179.85 feet,
N 82°54'50" W 1546.66 feet to a point on the low water line of the Cumberland River;

THENCE, with said low water mark the following calls:

N 33°23'51" W 1547.39 feet to a point;
N 34°48'25" W, 101.54 feet to a point;

Exhibit "A"
Continued

N 37°02'35" W, 466.69 feet to a point;

THENCE, leaving said low water mark with the lines of Opryland USA, Inc., the following calls:
S 82°03'00" E, 445.06 feet to a point;
N 28°02'24" W, 50.00 feet to a point;
N 61°57'36" E, 50.00 feet to a point;
N 28°02'24" W, 586.44 feet to a point;
N 5°47'24" W, 196.88 feet to a point on the southerly right-of-way line of McGavock Pike;

THENCE, with said southerly right-of-way the following calls:

S 84°39'35" E, 856.71 feet,
S 84°45'45" E, 1275.61 feet,
S 83°22'24" E, 311.89 feet to a point on the northerly line of said Lot 4 on the above mentioned Plat:

THENCE, leaving said right-of-way with the lines of said Lot 4 the following calls:

to a point on a curve, having a radius of 85.00 feet and a central angle of 112°11'55", THENCE, along the arc of said curve a distance of 166.45 feet, said arc subtended by a chord bearing S 40°20'23" W, a distance of 141.10 feet,

THENCE, S 15°45'28" E, 72.37 feet,

THENCE, S 29°29'45" E, 113.32 feet,

THENCE, S 48°30'36" E, 118.04 feet,

THENCE, S 59°00'42" E, 62.33 feet,

THENCE, S 63°47'56" E, 184.35 feet,

to a point on a curve, having a radius of 773.54 feet and a central angle of 23°30'32" , THENCE, along the arc of said curve a distance of 317.39 feet, said arc subtended by a chord bearing S 52°02'39" E , a distance of 315.17 feet,

THENCE, N 9°00'38" E, 81.49 feet,

THENCE, S 82°18'07" E, 148.28 feet,

Exhibit "A"
Continued

THENCE, S 79°17'41" E, 248.44 feet to the POINT OF BEGINNING;

Containing 7,483,070 square feet or 171.79 acres, more or less.

Being the same property conveyed to OLH, L.P., a Tennessee limited partnership, pursuant to deeds from Opryland USA, Inc., a Delaware corporation, and Opryland Hospitality, Inc., a Tennessee corporation, of record in Book 9899, pages 653 and 617, respectively, as re-recorded in Book 9901, pages 543 and 561, respectively, Register's Office for Davidson County, Tennessee. Title now vests in OLH, G.P. pursuant to Certificate of Cancellation of Limited Partnership of record in Book 11530, page 323, Register's Office for Davidson County, Tennessee.

Together with appurtenant easements benefiting the above described property established by the following easements:

(a) 20' Sanitary Sewer Easement of record in Book 4671, page 271, and Book 4676, page 371, as modified by Exceptions to Sanitary Sewer Easement of record in Book 11382, page 134, Register's Office for Davidson County, Tennessee.

(b) Construction, Operation and Reciprocal Easement Agreement and Master Declaration of Covenants, Conditions and Restrictions made by Opryland Attractions, Inc., OLH, G.P., and Opry Mills Limited Partnership of record in Book 11683, page 18, Register's Office for Davidson County, Tennessee.

(c) 10' Water Line Easement of record in Book 4836, pages 800 and 806, Register's Office for Davidson County, Tennessee.