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SPECIAL WARRANTY DEED

TO: Kampgrounds of America, Inc.

FROM: OLH, G.P.

This instrument was prepared by:
Scott W. Fielding, Esq.
Sherrard & Roe, PLC
424 Church Street, Suite 2000
Nashville, TN 37219

Address New Owner(s) as Follows:

Kampgrounds of America, Inc.
550 N. 31st Street, Suite 400
Billings, Montana 59101

Send Tax Bills To:

Same

Map/Parcel Numbers

062000/005

Davidson County DEEDWARR
Recvd: 12/15/00 14:04 7pgs
Fees:31.00 Taxes:7400.00
20001215-0123490

STATE OF TENNESSEE)
COUNTY OF DAVIDSON)

The actual consideration for this transfer is $2,000,000.00.

Scott W. Fielding
Affiant

Sworn to and subscribed before me, this 15th day of December, 2000.

Daniel B. Smith
Notary Public

My Commission Expires: 3/29/03

DANIEL B. SMITH NOTARY PUBLIC TENNESSEE LAW DAVIDSON COUNTY

SPECIAL WARRANTY DEED

FOR AND IN CONSIDERATION OF the sum of Ten Dollars, cash in hand paid by the hereinafter named Buyer, and other good and valuable considerations, the receipt of which is hereby acknowledged, **OLH, G.P.** (hereinafter called the "Seller"), has bargained and sold, and by these presents does transfer and convey unto **Kampgrounds of America, Inc.**, a Montana corporation (hereinafter called the "Buyer"), and Buyer's successors and assigns, all of Seller's interest in a certain tract of land in Davidson County, Tennessee, described on Exhibit A attached hereto and incorporated herein by reference, and any improvements thereon.

The above-referenced property is conveyed subject to the matters set forth on Exhibit B attached hereto and incorporated herein by reference.

TO HAVE AND TO HOLD the said real property, together with all rights and appurtenances thereunto belonging or in any wise appertaining to Buyer, its successors and assigns, forever in fee simple.

Seller further covenants and binds itself, its representatives, successors and assigns to warrant specially and forever defend the title to said real estate to Buyer, and Buyer's successors and assigns,

against the lawful claims of all persons claiming through and under Seller (other than claims arising out of the matters set forth above), but not further or otherwise. 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, Seller has caused this Special Warranty Deed to be executed effective as of the 15th day of December, 2000.

SELLER:

OLH, G.P.

By: Gaylord Entertainment Company, its General Partner

By: Denise Wilder Warren
Name: Denise Wilder Warren
Title: SVP & CFO

By: Opryland Hospitality, LLC, its General Partner

By: Denise Wilder Warren
Name: Denise Wilder Warren
Title: VP

STATE OF TENNESSEE)
COUNTY OF DAVIDSON)

Before me, the undersigned, a Notary Public in and for the County and State aforesaid, personally appeared Denise Wilder Warren 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 SVP & 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/she as such SVP & CFO, being authorized so to do, executed the foregoing instrument for the purposes therein contained, by signing the name of the corporation by himself/herself as SVP & CFO.

Witness my hand and seal at office in Nashville, Tennessee, this 15th day of December, 2000.

Daniel B. Smith
Notary Public

DANIEL B. SMITH NOTARY PUBLIC AT LARGE DAVIDSON CO.

My Commission Expires:
3/29/03

STATE OF TENNESSEE)
COUNTY OF DAVIDSON)

Before me, the undersigned, a Notary Public in and for the County and State aforesaid, personally appeared Denise Wilder Warren 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 V. P. 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/she as such V. P., 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/herself as Vice President.

Witness my hand and seal at office in Nashville, Tennessee, this 15th day of December, 2000.

Daunelle B. Smith
Notary Public

DAUNELLE B. SMITH NOTARY PUBLIC AT LARGE DAVIDSON COUNTY, TENN.

My Commission Expires:

3/29/03

EXHIBIT A

PROPERTY DESCRIPTION

A tract of land lying in the First Civil District of Metropolitan Nashville-Davidson County, Tennessee lying east of Pennington Bend Road and south of Music Valley Drive, and being more particularly described as follows according to a survey by Ragan-Smith-Associates, dated December 22, 1994:

BEGINNING at an existing iron pin in the easterly margin of Pennington Bend Road, said point lying 300 feet southerly from the intersection of Music Valley Road as measured along the easterly margin of Pennington Bend Road; thence with the southerly line of Bettina F. Claxton McDonald, of record in Book 2274, page 84, Register's Office of Davidson County, Tennessee.

1. South 89 degrees 17'00" East, 191.56 feet to an iron pin set; thence with McDonald's easterly line,

2. North 00 degrees 43'00" East, 357.34 feet to an iron pin set on the southerly margin of Music Valley Drive (formerly Elzie Miller Road); thence with said southerly margin,

3. North 74 degrees 01' 00" East, 754.72 feet to an iron pin set; thence,

4. Easterly, with a curve to the right, having a radius of 1051.35 feet and a central angle of 09732' 18", an arc length of 175.02 feet, a chord bearing and distance of North 78 degrees 47' 08" East, 174.82 feet to an iron pin set, said point being the northwesterly corner of the Cock of the Walk Subdivision, of record in Plat Book 5200, page 716, Register's Office of Davidson County, Tennessee; thence with Cock Of The Walk Subdivision's westerly line,

5. South 01 degrees 13' 35" West 431.37 feet to an existing iron pin; thence with Cock Of The Walk Subdivision's southerly line,

6. South 78 degrees 12'00" East, 230.78 feet to an existing iron pin, said point being the southwesterly corner of Camping World Subdivision, Music Valley Drive, of record in Plat Book 6250, page 142, Register's Office of Davidson County, Tennessee; thence with Camping World's southerly line,

7. South 78 degrees 14' 52" East 266.32 feet to an existing iron pin, said point being in the westerly line of the Water Boggan Management, Inc. Subdivision, of record in Plat Book 5050, page 51, Register's Office of Davidson County, Tennessee; thence with Water Boggan's westerly line,

8. South 24 degrees 40' 06" West, 285.34 feet to an existing concrete monument; thence with Water Boggan's southerly line,

9. South 78 degrees 17' 10" East, 272.82 feet to an existing concrete monument, said point being in the westerly line of Bettye Fox, of record in Book 6311, page 776, Register's Office of Davidson County, Tennessee; thence with Fox's westerly line,

10. South 24 degrees 31' 15" West, 351.67 feet to an iron pin set, said point being in the northerly line of Margaret Sexton Leaves, of record in Book 6816, page 756, Register's Office of Davidson County, Tennessee; thence with Leaves' northerly line,

11. North 78 degrees 13' 19" West, 1211.32 feet to an existing T-bar; thence

12. North 78 degrees 41' 09" West, 419.63 feet to an iron pin set on the easterly margin of Pennington Bend Road; thence with said easterly margin,

13. North 05 degrees 47' 00" East, 19.81 feet to an iron pin set; thence,

14. South 89 degrees 17' 00" East, 20.00 feet to an iron pin set; thence,

15. North 00 degrees 43' 00" East, 221.40 feet to the POINT OF BEGINNING and containing 26.049 acres, more or less.

TOGETHER with such easement rights, if any, as may exist as a benefit to the fee parcel pursuant to Easement of record in Book 4627, page 398, as amended by Extension of record in Book 4736, page 206, Register's Office for Davidson County, Tennessee. (Such easement is subject to automatic termination.)

Being the same property conveyed to OLH, L. P., a Tennessee limited partnership, by deed from Arleen S. Goodman, Bennie B. Goodman, Jr. and Nashville KOA, Inc., a Tennessee corporation, of record in Book 9562, page 647, 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, said Register's Office.

Grantor further transfers and conveys the real estate described on the following page. To the extent that said real estate as so described contains land in excess of the above described land, such excess is conveyed by the Grantor without warranty.

PROPERTY DESCRIPTION

Being a tract of land lying in the Fifteenth Councilmanic District of Metropolitan Nashville, Davidson County, Tennessee, lying east of Pennington Bend Road and south of Music Valley Drive, being more particularly described as follows:

BEGINNING at an existing spike in the northwesterly corner of Cock of the Walk Subdivision as of record in Plat Book 5200, Page 716, Register's Office for Davidson County, Tennessee (R.O.D.C.); thence,

With said Subdivision's westerly line S01°13'35" W, 431.37 feet to an iron rod (new), said iron rod being the southwest corner of the above mentioned Subdivision; thence,

With said Subdivision's southerly line S 78°15'00" E, 497.10 feet to an iron rod (new), passing an existing iron rod at 230.75 feet, said existing iron rod being the southwest corner of Camping World Subdivision of record in Plat Book 6250, Page 142, R.O.D.C. Said iron rod (new) being the southeast corner of said Camping World Subdivision and a point in the westerly line of the Water Boggan Management, Inc. Commercial P.U.D. Subdivision of record in Plat Book 5050, Page 51, R.O.D.C.; thence,

Leaving Camping World Subdivision and with Water Boggan Subdivision's westerly line S 24°33'23" W, 284.36 feet to an iron rod (new), said iron rod (new) being the southwest corner of said Water Boggan Subdivision; thence,

With Water Boggan's south line S 78°12'06" E, 272.21 feet to an iron rod (new), said iron rod (new) lying in the westerly line of property conveyed to Betty Fox Conrad, and husband Arch Conrad, et al of record in Deed book 6311, Page 776, R.O.D.C.; thence,

Leaving said Water Bogan Subdivision with Fox's westerly line S 24°31'48" W, 352.39 feet to an existing iron rod in the northerly line of property conveyed to Margaret Sexton Gleaves of record in Deed Book 6816, Page 756, R.O.D.C.; thence,

With said Gleaves northerly line N 78°12'58" W, 1211.35 feet to an existing Tbar; thence,

Continuing with Gleaves' north line N 78°41'11" W, 419.67 feet to an existing iron rod lying in the easterly right-of-way line of Pennington Bend Road; thence,

Leaving said Gleaves property and with said easterly right-of-way line for the next three (3) calls:

1) N 05°42'01" E, 19.79 feet to an existing iron rod; thence,
2) S 88°47'03" E, 19.78 feet to an existing concrete highway monument; thence,
3) N 00°47'12" E, 221.56 feet to an existing iron rod, said iron rod being the southwest corner of property conveyed to Bettina F. Claxton McDonald of record in Deed Book 2274, Page 84, R.O.D.C.; thence,

Leaving said right-of-way and with McDonald's southerly line S 89°13'23" E, 191.60 feet to an existing C.O.E. Tbar, said TBar being the southeast corner of said McDonald property; thence,

With McDonald's east line N 00°44'14" E, 357.74 feet to an existing iron rod in the southerly right-of-way line of Music Valley Drive, (formerly Elzie Miller Road), said existing iron rod being the northwest corner of the herein described tract; thence,

With said southerly right-of-way line N 74°01'12" E, 754.54 feet to an existing iron rod; thence,

Continuing with said right-of-way with a curve to the right having a central angle of 09°32'33", a radius of 1051.35, a tangent of 87.75 feet, an arc length of 175.10 feet and a chord bearing and distance of N 78°46'43" E, 174.90 feet to the POINT OF BEGINNING. Containing 1,135,070 square feet or 26.058 acres, more or less.

Being the same property conveyed to Nashville KOA, Inc. of record in Deed Book 9010, Page 139, R.O.D.C. and to Bennie B. Goodman and Arleen S. Goodman of record in Deed Book 9010, Page 132, Register's Office for Davidson County, Tennessee (R.O.D.C.).

EXHIBIT B

1. Taxes for the year 2001, a lien, not yet due and payable.

2. Twenty foot water and sewer utility easement as set forth in instrument recorded in Book 5090, page 237, Register's Office for Davidson County, Tennessee.

3. Twenty foot easement as set forth in instrument recorded in Book 6173, page 639, Register's Office for Davidson County, Tennessee.

4. Twenty foot sanitary and storm easement as set forth in instrument recorded in Book 4671, page 257, Register's Office for Davidson County, Tennessee.

5. Land Use Agreement between Donovan Construction Company of Minnesota and Water-Boggan Management, Inc., Donald W. Pemberton and R. L. Kirkpatrick of record in Book 5090, page 226, Register's Office for Davidson County, Tennessee.

6. Deeds of conveyance for sewer lines of record in Book 6422, page 80, Book 6422, page 85, and Book 6422, page 114, Register's Office for Davidson County, Tennessee.

7. Right of Way for Street Purposes and Right of Entry for Temporary Construction Purposes to the Metropolitan Government (Music Valley Drive) of record in Book 10676, page 626, Register's Office for Davidson County, Tennessee.