Davidson County DEEDWARR
Recvd: 06/08/05 15:14 5 pgs
Fees:28.00 Taxes:22866.00
20050608-0065696

THIS INSTRUMENT PREPARED BY:
Waller Lansden Dortch & Davis, PLLC (RRC)
511 Union Street, Suite 2700
Nashville, Tennessee 37219

ADDRESS NEW OWNER:
STP Partners, LLC
Roundabout Plaza, Suite 600
1600 Division Street
Nashville, Tennessee 37203

SEND TAX BILL TO:
Same

MAP-PARCEL:
p/o Map-Parcel 93-6-3/71

SPECIAL WARRANTY DEED

FOR AND IN CONSIDERATION of the sum of TEN AND NO/100 ($10.00) DOLLARS cash in hand paid, and other good and valuable consideration, the receipt and sufficiency of all of which are hereby acknowledged, GAYLORD ENTERTAINMENT COMPANY, a Delaware corporation (f/k/a Opryland USA, Inc., a Delaware corporation) (the "Grantor"), has bargained and sold, and by these presents does transfer and convey, unto STP PARTNERS, LLC, a Tennessee limited liability company (the "Grantee"), its successors and assigns, a certain tract or parcel of land in Davidson County, State of Tennessee, described as follows:

See Exhibit A attached hereto and incorporated herein by this reference.

The conveyance of the property herein, and all covenants and warranties of Grantor contained herein, are made expressly subject to those matters set forth on Exhibit B attached hereto and incorporated herein by this reference.

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, and Grantee's successors and assigns forever.

Grantor covenants and binds itself, and its successors and assigns, to warrant specially and forever defend the title to the property to the said Grantee, Grantee's successors and assigns, against the lawful claims of all persons claiming by, through or under the Grantor, but not further or otherwise.

IN WITNESS WHEREOF, the Grantor has caused this Special Warranty Deed to be executed as of the 8th day of June, 2005.

GAYLORD ENTERTAINMENT, COMPANY,
a Delaware corporation

By: _____

Title: Senior Vice President, Development

STATE OF TENNESSEE)
COUNTY OF DAVIDSON)

Before me, the undersigned, a Notary Public in and for the County and State aforesaid, personally appeared Bennett Westbrook, with whom I am personally acquainted (or proved to me on the basis of satisfactory evidence), and who upon oath acknowledged himself to be Sr. Vice-Pres., Development of GAYLORD ENTERTAINMENT COMPANY, the within named bargainor, a Delaware corporation, and that he as such Sr. Vice-Pres., Development, 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. Vice-Pres., Development.

WITNESS my hand and official seal at Nashville, Davidson County, Tennessee, this 8th day of June, 2005.

MARILYN HYDE STATE OF TENNESSEE NOTARY PUBLIC DAVIDSON COUNTY, TENN.

_____
Notary Public

My Commission Expires: 11/22/08

STATE OF TENNESSEE)
COUNTY OF Davidson)

The actual consideration or value, whichever is greater, for this transfer is $6,180,000.00.

_____
Affiant

Subscribed and sworn to before me
this 8th day of June, 2005.

_____
Notary Public

My Commission Expires: 3-25-06

LINDA J. BOGGESS NOTARY PUBLIC AT LARGE DAVIDSON CO., TENN.

1115035.3

EXHIBIT A

SURVEYOR'S DESCRIPTION
LOT 1

Being a parcel of land in the First Civil District, Sixth Councilmanic District, Nashville, Davidson County, Tennessee, located in the southwest quadrant of the intersection of Commerce Street and Fourth Avenue North, said parcel being Lot 1 of the Subdivision of SunTrust Plaza of record in Instrument No. 20050510-0052715, Register's Office Davidson County, Tennessee and being more particularly described as follows:

BEGINNING, at a Railroad Spike (new) in the westerly right-of-way of Fourth Avenue North, said Spike being the southeast corner of said Lot 1;

THENCE, leaving said right-of-way, and with the southern line of said Lot 1 the following calls:

S 62° 51' 16" W, 81.80 feet to an X in concrete (new);
S 27° 08' 44" E, 14.50 feet to an X in concrete (new);
S 62° 51' 06" W, 279.33 feet to an X in concrete (new) in the easterly right-of-way of Opry Place (formerly Fifth Avenue North);

THENCE, with said right-of-way N27° 21' 00" W, 140.58 feet to an iron rod (old) at the southerly terminus of a curve return to the southerly right-of-way of Commerce Street;

THENCE, along said curve to the right 23.53 feet to a lead plug with tack (old), in the southerly right-of-way of Commerce Street, said curve having a central angle 89° 52' 34", a radius of 15.00 feet, a tangent of 14.97 feet, and a chord of N17° 34' 10"E, 21.19 feet;

THENCE, with said Commerce Street right-of-way the follow calls:

N62° 30' 27" E, 11.34 feet to a drill hole (old);

With a curve to the right 102.05 feet to an iron rod (old), said curve having a central angle of 06° 25' 34", a radius of 909.93 feet, a tangent of 51.08 feet, and a chord of N65° 43' 14"E, 102.00 feet;

With a curve to the left 112.15 feet to an iron rod (old), said curve having a central angle of 06° 25' 33", a radius of 999.99 feet, a tangent of 56.13 feet, and a chord of N65° 43' 16"E, 112.09 feet;

N62° 30' 14"E, 106.06 feet to an iron rod (old) at the westerly terminus of a curve return to the westerly right-of-way of Fourth Avenue North;

THENCE, along said curve to the right 23.60 feet to an iron rod (new) in the westerly right-of-way of Fourth Avenue North, said curve having a central angle of 90° 08' 56", a radius of 15.00 feet, a tangent of 15.04 feet, and a chord of S72° 25' 18"E, 21.24 feet;

THENCE, with said Fourth Avenue North right-of-way S27° 20' 50"E, 116.19 feet to the POINT OF BEGINNING;

Containing 52,535 square feet, or 1.21 acres more or less.

Being a portion of the same property conveyed to Opryland USA, Inc. (predecessor of Gaylord Entertainment Company) by deed of record in Book 9899, Page 624, said Register's Office.

Barge Waggoner Sumner & Cannon, Inc.
File 3203400
May 25, 2005

EXHIBIT B

Permitted Encumbrances

1. Easement(s) to Metropolitan Government of Nashville and Davidson County, Tennessee, as set forth in instrument recorded in Book 10005, Page 683, Register's Office for Davidson County, Tennessee.

2. Restrictions pertaining to the Capital Mall Redevelopment Project as contained in Book 7423, Page 374; Book 8027, Page 865; Book 8421, Page 587; Book 9208, Page 613, as amended in Book 10512, Page 464; Instrument No. 20020626-0076795; and Instrument No. 20050124-0008719, said Register's Office.

3. All matters shown on Plat recorded in Instrument No. 20050510-0052715, said Register's Office.