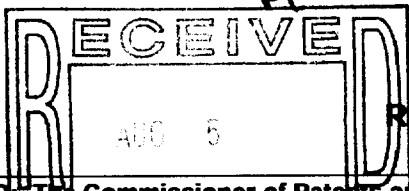


08-13-1999



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RECORDATION FORM COVER SHEET
TRADEMARKS ONLY

TO: The Commissioner of Patents and Trademarks: Please record the attached original document(s) or copy(ies).

Submission Type

- New
- Resubmission (Non-Recordation)
Document ID #
- Correction of PTO Error
Reel # Frame #
- Corrective Document
Reel # Frame #

Conveyance Type

- Assignment License
- Security Agreement Nunc Pro Tunc Assignment
- Merger Effective Date
Month Day Year
- Change of Name
- Other

Conveying Party

Mark if additional names of conveying parties attached

Execution Date
Month Day Year

Name

Formerly

- Individual General Partnership Limited Partnership Corporation Association
- Other

Citizenship/State of Incorporation/Organization

Receiving Party

Mark if additional names of receiving parties attached

Name

DBA/AKA/TA

Composed of

Address (line 1)

Address (line 2)

Address (line 3)
City State/Country Zip Code

- Individual General Partnership Limited Partnership If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached. (Designation must be a separate document from Assignment.)
- Corporation Association
- Other

Citizenship/State of Incorporation/Organization

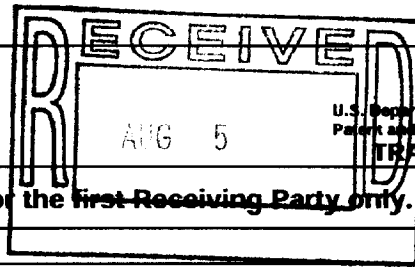
FOR OFFICE USE ONLY

08/12/1999 VBROWN 00000060 231325 1906057

01 FC:481 40.00 CH
02 FC:482 325.00 CH

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Mail documents to be recorded with required cover sheet(s) information to:
Commissioner of Patents and Trademarks, Box Assignments, Washington, D.C. 20231



Domestic Representative Name and Address

Enter for the first Receiving Party only.

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Correspondent Name and Address

Area Code and Telephone Number

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Pages

Enter the total number of pages of the attached conveyance document including any attachments.

#

Trademark Application Number(s) or Registration Number(s)

Mark if additional numbers attached

Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

Trademark Application Number(s)

<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>

Registration Number(s)

<input type="text" value="1906057"/>	<input type="text" value="2157080"/>	<input type="text" value="1958661"/>
<input type="text" value="1560188"/>	<input type="text" value="1925998"/>	<input type="text" value="1926000"/>
<input type="text" value="1910165"/>	<input type="text" value="1882585"/>	<input type="text" value="1353345"/>

Number of Properties

Enter the total number of properties involved.

#

Fee Amount

Fee Amount for Properties Listed (37 CFR 3.41):

\$

Method of Payment:

Enclosed

Deposit Account

Deposit Account

(Enter for payment by deposit account or if additional fees can be charged to the account.)

Deposit Account Number:

#

Authorization to charge additional fees:

Yes

No

Statement and Signature

To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document. Charges to deposit account are authorized, as indicated herein.

Colleen Galvin

8-5-99

Name of Person Signing

Signature

Date Signed

**RECORDATION FORM COVER SHEET
CONTINUATION
TRADEMARKS ONLY**

FORM PTO-1618C
Expires 06/30/99
OMB 0651-0027

U.S. Department of Commerce
Patent and Trademark Office
TRADEMARK

Conveying Party

Enter Additional Conveying Party

Mark if additional names of conveying parties attached

Execution Date
Month Day Year

Name

Formerly

Individual General Partnership Limited Partnership Corporation Association

Other

Citizenship State of Incorporation/Organization

Receiving Party

Enter Additional Receiving Party

Mark if additional names of receiving parties attached

Name

DBA/AKA/TA

Composed of

Address (line 1)

Address (line 2)

Address (line 3)

City

State/Country

Zip Code

Individual General Partnership Limited Partnership

Corporation Association

Other

Citizenship/State of Incorporation/Organization

If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached (Designation must be a separate document from the Assignment.)

Trademark Application Number(s) or Registration Number(s)

Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

Mark if additional numbers attached

Trademark Application Number(s)

Registration Number(s)

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**CERTIFICATE OF OWNERSHIP AND MERGER
MERGING
HOSPITALITY & LEISURE MANAGEMENT COMPANY, INC.
INTO
NEW GAYLORD ENTERTAINMENT COMPANY
(PURSUANT TO SECTION 253 OF THE GENERAL
CORPORATION LAW OF THE STATE OF DELAWARE)**

New Gaylord Entertainment Company, a Delaware corporation (the "Corporation"), does hereby certify:

FIRST: That the Corporation is incorporated pursuant to the General Corporation Law of the State of Delaware

SECOND: That the Corporation owns all of the outstanding shares of each class of the capital stock of Hospitality & Leisure Management Company, Inc., a Delaware corporation ("H&LMC")

THIRD: That the Corporation, by the following resolutions of its Board of Directors, duly adopted as of the 26th day of September, 1997, determined to merge H&LMC into itself on the conditions set forth in such resolutions:

RESOLVED: that the Board of Directors of the Corporation has determined that it is in the best interest of the Corporation to merge Hospitality and Leisure Management Company, Inc., a Delaware corporation and wholly owned subsidiary of the Corporation ("H&LMC"), with and into the Corporation.

RESOLVED FURTHER: that the Corporation merge its subsidiary H&LMC into itself, in accordance with Section 4 1(d)(ii) of that certain Agreement and Plan of Distribution, dated as of September 30, 1997, between Gaylord Entertainment Company and the Corporation, and thereby assume all of H&LMC's liabilities and obligations

RESOLVED FURTHER: that an authorized officer or officers of this Corporation are hereby directed to make, execute, and acknowledge a Certificate of Ownership and Merger, setting forth (i) a copy of these resolutions to merge H&LMC into this Corporation and to thereby assume H&LMC's liabilities and obligations and (ii) the date of adoption thereof and to file the same in the Office of the Secretary of State of Delaware and a certified copy thereof in the appropriate office of the recorder of deeds, if applicable

RESOLVED FURTHER: that such merger shall constitute a plan of complete liquidation adopted by the Corporation within the meaning of Section 332 of the Internal Revenue Code of 1986, as amended.

RESOLVED FURTHER: that the authorized officers of the Corporation are, and any one of them is, hereby authorized to pay all fees and expenses and to take all other actions as in their judgment shall be necessary, proper, or advisable to fully carry out the intent and accomplish the purpose of the foregoing resolutions

FOURTH: This Certificate of Merger, and the Merger contemplated hereby, shall become effective at 3 30 p m . local time, on the date hereof, which is the date on which this Certificate of Merger is filed

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IN WITNESS WHEREOF, the undersigned, an authorized officer of the Corporation, has executed this Certificate as of this 30th day of September, 1997

NEW GAYLORD ENTERTAINMENT COMPANY

By: [Signature]

Title: President and Chief Executive Officer

*Sworn to before me
this 30th day of Sept. 1997*

Bernard GYMAS

BERNARD GYMAS
NOTARY PUBLIC, State of New York
No. 31-5856200
Qualified in New York County
Commission Expires April 30, 1998

Hospitality & Leisure Management Co., Inc.

I. United States Trademarks

MARK	REGISTRATION/ APPLICATION NUMBER	REGISTRATION/ FILING DATE
HISTORY OF COUNTRY MUSIC	74/600,046	11/17 94
BUSHEL AND BASKETS	75/213,717	12/16/96
DESIGNS BY US	75/213,716	12/16/96
NATURE WALK	75/213,712	12/16/96
RIVERVIEW GALLERY	75/213,711	12/16/96
KEYNOTES	75/213,710	12/16/96
DELTA GIFT & SUNDRIES	75/213,709	12/16/96
SOUPS SALADS & SUCH	75/168,285	9/18/96
SWEET SURRENDER	75/168,284	9/18/96
TENNESSEE WOK	75/168,283	9/18/96
SWEET SURRENDER and Design	75/168,282	9/18/96
DERRINGERS and Design	75/168,281	9/18/96
BEIGNET CAFE and Design	75/168,280	9/18/96
BEIGNET CAFE	75/167,822	9/18/96
PLATINUM COUNTRY	75/116,025	6/7/96
WSM.COM	75/091,097	4/19/96
EASTER IN SONG AND STORY	1,880,142	2/21/95
Design Only	74/732,553	12/24/96
Design Only	2,026,638	12/31/96
AMERICA'S MUSICAL SHOWPLACE	74/719,003	8/22/95
RYMAN	74/692,767	6/23/95
RYMAN AUDITORIUM and Design	74/692,765	6/23/95
OPRY.COM	74/667,299	4/26/95
MUSIC.CITY.COM	74/667,297	4/26/95
OPRYLAND.COM	74/667,296	4/26/95
Design Only	1,979,404	6/11/96
NASHVILLE ON STAGE	74/623,783	1/20/95

MARK	REGISTRATION/ APPLICATION NUMBER	REGISTRATION/ FILING DATE
LASSOS	1,950,986	1/23/96
LASSOS and Design	1,950,978	1/23/96
OPRYLAND HOTEL CONVENTION CENTER	2,013,097	11/5/96
BEAUREGARD'S	74/610,560	12/13/94
COUNTRY	74/600,045	11/17/94
HANGMAN	74/596,479	11/8/94
1-800-SEE-OPRY	1,946,599	1/9/96
SAM'S PLACE	10/21/94	10/21/94
1(800)WSM-OPRY	2,010,733	10/22/96
THE RATTLER	1,934,341	11/7/95
CREATING TOMORROW'S MEMO- RIES TODAY	74/529,903	5/26/94
RIVERBEND HOLLOW	1,919,013	9/12/95
MUSIC CITY EVENTS	74/442,309	9/30/93
K.C.	1,845,951	7/20/93
RYMAN	1,867,250	12/13/94
RYMAN AUDITORIUM	1,867,249	12/13/94
OPRYLAND MAJOR MUFFIN and Design	1,864,042	11/22/94
WSM GRAND OLE OPRY and De- sign	1,839,640	6/14/94
WSM GRAND OLE OPRY 650 and Design	1,827,749	3/22/94
EXPRESS CHECK-IN PLUS and Design	1,834,114	5/3/94
NUMBER ONE COUNTRY	1,903,828	7/4/95
EASTER IN SONG AND STORY	1,876,195	1/24/95
PROFESSOR U.B. SHARP	1,829,991	4/5/94
SPRINGHOUSE GOLF CLUB	1,644,014	5/7/91
SPRINGHOUSE GOLF CLUB OPRYLAND HOTEL and Design	1,707,366	3/11/92

MARK	REGISTRATION/ APPLICATION NUMBER	REGISTRATION/ FILING DATE
A COUNTRY CHRISTMAS and Design	1,643,954	5/7/91
A COUNTRY CHRISTMAS and Design	1,647,626	6/11/91
A COUNTRY CHRISTMAS	1,627,724	12/11/90
A COUNTRY CHRISTMAS	1,631,917	1/15/91
SPRINGHOUSE GOLF CLUB	1,663,796	11/5/91
SPRINGHOUSE GOLF CLUB OPRYLAND HOTEL and Design	1,663,795	11/5/91
THE TEXAS CONNECTION	1,641,775	4/16/91
TNNR	1,551,361	8/8/89
OPRYLAND HOTEL and Design	1,566,498	11/14/89
PICKIN' PARLOR	1,557,338	9/19/89
PASSPORT	1,398,938	6/24/86
GEN JACKSON and Design	1,358,508	9/3/85
PICKIN' PARLOR	1,289,595	8/7/84
FAN FAIR	1,283,695	6/26/84
COUNTRY MUSIC FAN FAIR IN- TERNATIONAL NASHVILLE-TEN- NESSEE and Design	1,284,673	7/3/84
RYMAN'S LANDING	1,270,317	3/13/84
OPRY LANDING	1,270,316	3/13/84
RYMANS FERRY	1,272,183	3/27/84
OPRYLAND RADIO PRODUCTIONS and Design	1,238,909	5/17/83
WSM	1,348,575	7/9/85
GRAND OLE OPRY WSM and De- sign	1,264,246	1/17/84
GRAND OLE OPRY WSM and De- sign	1,217,895	11/23/82
OPRYLAND PRODUCTIONS and Design	1,225,996	2/8/83
OPRYLAND	1,152,702	4/28/81

MARK	REGISTRATION/ APPLICATION NUMBER	REGISTRATI FILING DATE
MUSIC AMERICLUB	1,160,260	7/7/81
OPRYLAND TALENT AGENCY and Design	1,164,025	8/4/81
OPRYLAND HOTEL	1,147,384	2/17/81
INTERNATIONAL COUNTRY MUSIC FAN FAIR	1,052,094	11/2/76
GRAND OLE COUNTRY	1,060,998	3/8/77
OPRYLAND USA and Design	979,662	2/26/74
GRAND OLE GOSPEL TIME	949,144	12/19/72
OPRYLAND U.S.A.	952,938	2/6/73
OZARK OPRY and Design	727,814	2/20/62
GRAND OLE OPRY	645,898	5/21/57
GRAND OLE OPRY Stylized	527,589	7/11/50
TNN and Design	1,560,188	10/10/89
TNN MOTOR SPORTS and Design	1,958,661	2/27/96
TNN OUTDOORS and Design	1,906,057	7/18/95
Design Only (FRET DESIGN)	1,410,444	9/23/86
Design Only (FRET DESIGN)	1,353,345	8/6/85
GO RACING	75/040,055	1/4/96
GO RACING TNN MOTORSPORT and Design	75/046,068	1/19/96
PTC	75/114,862	6/6/96
TNN CHRONICLES	75/142,246	7/25/96
NOTHING BUT STOCK	75/201,863	11/19/96
YESTERDAY AND TODAY	75/215,383	12/18/96
THIS WEEK IN COUNTRY MUSIC	75/222,869	1/8/97
STINKBAIT BARNES	74/533,081	6/3/94
FLOYD THE FLY	74/533,083	6/3/94
KARL "SINKER" SCHWIM	74/533,084	6/3/94

MARK	REGISTRATION/ APPLICATION NUMBER	REGISTRATION/ FILING DATE
Design Only-Floyd the Fly character design	74/533,085	6/3/94
PRIME TIME COUNTRY	75/015,933	11/7/95
THE TEXAS CONNECTION	1,641,775	4/16/91
BLUEGRASS FAN FEST	74/496,835	3/4/94
FAN FEST	74/496,838	3/4/94
MUSIC.CITY.COM	74/667,297	4/26/95
GILL BASS	74/533,096	6/3/94
BILLY RAY "TIGHTLINE"	74/533,097 ✓	6/3/94
Design Only-Gill Bass char- acter design	74/551,354	7/20/94
Design Only-Billy Ray "Tightline" character de- sign	74/551,526	7/20/94
PEPPERCORN PRODUCTIONS	74/578,895	9/27/94
PEPPERCORN PRODUCTIONS, INC. Stylized	74/582,646	10/5/94
GASN	74/599,203	11/15/94
GREAT AMERICAN SPORTS NET- WORK	75/599,204	11/15/94
NASHVILLE.NETWORK.COM	74/667,298	4/26/95
COUNTRY.MUSIC.COM	74/667,300	4/26/95
COUNTRY.COM	74/716,372	8/16/95
FOR PEOPLE WHO REALLY LOVE THEIR COUNTRY	1,278,380	5/15/84
THE NASHVILLE NETWORK	1,407,652	9/2/86
TNN	1,426,014	1/20/97
THE NASHVILLE NETWORK	1,488,840	5/17/98
THE HEART OF COUNTRY	1,702,204	7/21/92
Design Only-Statuette De- sign	1,712,316	9/1/92
CLUB DANCE	1,882,585	3/7/95

MARK	REGISTRATION/ APPLICATION NUMBER	REGISTRATION/ FILING DATE
CLUB DANCE	1,910,165	8/8/95
PEPPERCORN PRODUCTIONS	1,925,998	10/10/95
PEPPERCORN PRODUCTIONS, INC. Stylized	1,926,000	10/10/95
RACEDAY	1,991,131	8/6/96
Design Only-Karl "Sinker" Schwimm character design	2,012,394	10/29/96
Design Only-Stinkbait Barnes character design	2,012,395	10/29/96
MUSIC CITY TONIGHT	2,028,086	1/7/97