

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	Conversion from corporation to limited liability company		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Opryland Hospitality, Inc.		11/30/2000	CORPORATION: DELAWARE
RECEIVING PARTY DATA			
Name:	Opryland Hospitality, LLC		
Street Address:	One Gaylord Drive		
City:	Nashville		
State/Country:	TENNESSEE		
Postal Code:	37214		
Entity Type:	limited liability company: TENNESSEE		
PROPERTY NUMBERS Total: 2			
Property Type	Number	Word Mark	
Registration Number:	2307632	BORN TO TRADITION	
Registration Number:	2307633	CONSIDER IT DONE	
CORRESPONDENCE DATA			
Fax Number:	(615)687-1537		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
Email:	mcecchi@stokesbartholomew.com		
Correspondent Name:	Micol Cecchi		
Address Line 1:	424 Church Street		
Address Line 2:	Suite 2800		
Address Line 4:	Nashville, TENNESSEE 37219		
NAME OF SUBMITTER:	Micol Cecchi		
Signature:	/Micol Cecchi/		
Date:	03/02/2005		

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Total Attachments: 2

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STATE

ARTICLES OF CONVERSION
of
OPRYLAND HOSPITALITY, INC.
into
OPRYLAND HOSPITALITY, LLC

OPRYLAND HOSPITALITY, INC., a Tennessee corporation (the "Corporation"), acting pursuant to Section 48-21-111 of the Tennessee Business Corporation Act, hereby adopts the following Articles of Conversion:

1. **Articles of Organization.** The following shall constitute the Articles of Organization of the limited liability company into which the Corporation has been converted:

Article I.

The name of the limited liability company is Opryland Hospitality, LLC (the "LLC").

Article II.

The street address of the initial registered office of the LLC shall be: 424 Church Street, Suite 2000, Nashville, Tennessee 37219, which is located in Davidson County. The initial registered agent at that office shall be Thomas J. Sherrard.

Article III.

The name and address of the organizer of the Company is Michael D. Roberts, Sherrard & Roe, PLC, 424 Church Street, Suite 2000, Nashville, Tennessee 37219.

Article IV.

The LLC shall be member-managed.

Article V.

The address of the principal executive office of the LLC is: One Gaylord Drive, Nashville, Tennessee, 37214, which is located in Davidson County.

2. **Conversion.** The Corporation has been converted to a limited liability company from a corporation.

3. **Former Corporation.** The name of the former corporation is "Opryland Hospitality, Inc.," and the address of the former corporation is:

Gaylord Entertainment Company
One Gaylord Drive
Nashville, TN 37214

4. **Plan of Conversion.** The Plan of Conversion ("Plan of Conversion") is attached hereto as Exhibit A.

5. **Approval.** The Plan of Conversion was unanimously approved by the sole shareholder of the Corporation by written consent in lieu of a meeting as of November 29, 2000.

6. **Number of Members.** There is one member of the LLC at the time of conversion.

Dated this the 30th day of November, 2000.

OPRYLAND HOSPITALITY, INC.

By: Thomas J. Sherrard
Thomas J. Sherrard, Secretary