

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	10/01/2012

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Gaylord Entertainment Company		10/01/2012	CORPORATION:

RECEIVING PARTY DATA

Name:	Ryman Hospitality Properties, Inc.
Street Address:	One Gaylord Drive
City:	Nashville
State/Country:	TENNESSEE
Postal Code:	37214
Entity Type:	CORPORATION: DELAWARE

PROPERTY NUMBERS Total: 57

Property Type	Number	Word Mark
Registration Number:	3440490	BLUEGRASS
Registration Number:	1358508	GEN JACKSON
Registration Number:	2962248	GENERAL JACKSON
Registration Number:	2962247	GENERAL JACKSON
Registration Number:	3257790	GRAND OLE OPRY 650 WSM WWW.OPRY.COM
Registration Number:	3279447	HEE HAW LAFFS!
Registration Number:	3796453	NASHVILLE MUSIC CITY
Registration Number:	3796485	NASHVILLE MUSIC CITY
Registration Number:	0727814	OZARK OPRY
Registration Number:	2221888	RYMAN AUDITORIUM
Serial Number:	85587968	RYMAN AUDITORIUM
Registration Number:	1495449	THE CAROLINA OPRY
Registration Number:	1839640	WSM GRAND OLE OPRY

OP \$1440.00 3440490

Registration Number:	2789638	1-800-SEE-OPRY
Registration Number:	3934786	AIN'T LIFE GRAND
Registration Number:	3769259	AIN'T LIFE GRAND
Registration Number:	1283695	FAN FAIR
Registration Number:	3008683	GRAND OLE OPRY
Registration Number:	2997211	GRAND OLE OPRY
Registration Number:	3535320	GRAND OLE OPRY
Registration Number:	2559070	GRAND OLE OPRY
Registration Number:	2997213	GRAND OLE OPRY
Registration Number:	2997210	GRAND OLE OPRY
Registration Number:	3012994	GRAND OLE OPRY
Registration Number:	2937990	GRAND OLE OPRY
Registration Number:	0527589	GRAND OLE OPRY
Registration Number:	0645898	GRAND OLE OPRY
Registration Number:	3150063	GRAND OLE OPRY
Registration Number:	4100011	LIVE AT THE RYMAN
Registration Number:	3634712	MY ROAD TO THE OPRY
Registration Number:	2843318	OPRY
Registration Number:	2843317	OPRY
Registration Number:	2845121	OPRY
Registration Number:	2851087	OPRY
Registration Number:	2813274	OPRY
Registration Number:	2948198	OPRY
Registration Number:	3858951	OPRY
Registration Number:	4077044	OPRY
Registration Number:	3764727	OPRY COUNTRY CLASSICS
Registration Number:	3838586	OPRY COUNTRY CLASSICS
Registration Number:	3788209	OPRY COUNTRY CLASSICS
Registration Number:	3773099	OPRY COUNTRY CLASSICS
Registration Number:	3726727	OPRY COUNTRY KITCHEN
Registration Number:	3099321	OPRY MUSIC
Registration Number:	3088270	OPRY MUSIC
Registration Number:	2373084	OPRY.COM
Registration Number:	3788747	OPRYLAND
Serial Number:	85604251	OPRYLAND

	3801181	OPRYLAND USA
Registration Number:	2175280	RYMAN
Registration Number:	1867250	RYMAN
Registration Number:	1867249	RYMAN AUDITORIUM
Registration Number:	3763918	SIMPLY GRAND
Registration Number:	2735041	THE MOTHER CHURCH OF COUNTRY MUSIC
Registration Number:	1348575	WSM
Registration Number:	2917376	WSM-FM
Serial Number:	85364172	YUM Y'ALL

CORRESPONDENCE DATA

Fax Number: 6152446804
Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.
Phone: 615-850-8741
Email: rfelber@wallerlaw.com
Correspondent Name: Robert P. Felber, Jr.
Address Line 1: c/o Waller Lansden Dortch & Davis, LLP
Address Line 2: 511 Union Street, Suite 2700
Address Line 4: Nashville, TENNESSEE 37219

ATTORNEY DOCKET NUMBER:	003614.21264
NAME OF SUBMITTER:	Robert P. Felber, Jr.
Signature:	/ROBERT P. FELBER, JR./
Date:	11/15/2012

Total Attachments: 3
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Delaware

PAGE 1

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF MERGER, WHICH MERGES:

"GAYLORD ENTERTAINMENT COMPANY", A DELAWARE CORPORATION, WITH AND INTO "RYMAN HOSPITALITY PROPERTIES, INC." UNDER THE NAME OF "RYMAN HOSPITALITY PROPERTIES, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-EIGHTH DAY OF SEPTEMBER, A.D. 2012, AT 11:03 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF MERGER IS THE FIRST DAY OF OCTOBER, A.D. 2012, AT 12:01 O'CLOCK A.M.


A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.

5173288 8100M

121078941



You may verify this certificate online
at corp.delaware.gov/authver.shtml


Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 9880229

DATE: 09-28-12

TRADEMARK
REEL: 004900 FRAME: 0988

**CERTIFICATE OF MERGER
OF
GAYLORD ENTERTAINMENT COMPANY
(a Delaware Corporation)
with and into
RYMAN HOSPITALITY PROPERTIES, INC.
(a Delaware Corporation)**

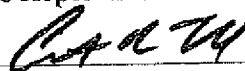
Pursuant to Title 8, Section 251(c) of the General Corporation Law of the State of Delaware (the "DGCL"), the undersigned, as of this 28th day of September, 2012, hereby submit this Certificate of Merger and state as follows:

1. The name of the merging corporation is Gaylord Entertainment Company, a Delaware corporation (the "Merging Corporation").
2. The name of the surviving corporation is Ryman Hospitality Properties, Inc., a Delaware corporation (the "Surviving Corporation").
3. A Merger Agreement has been adopted, approved, certified, executed and acknowledged by the Merging Corporation and by the Surviving Corporation in accordance with Section 251 of the DGCL, including adoption by the stockholders of each of the Merging Corporation and the Surviving Corporation.
4. At the Effective Time (as defined below), the Merging Corporation will be merged with and into the Surviving Corporation (the "Merger") in accordance with the DGCL, whereupon the separate existence of the Merging Corporation will cease, and the Surviving Corporation will continue to exist under and be governed by the DGCL.
5. The Merger Agreement is on file at One Gaylord Drive, Nashville, Tennessee 37214, which, in accordance with Section 251 of the DGCL, is the office of the Surviving Corporation.
6. The Merger and this Certificate of Merger shall be effective at 12:01 a.m. on October 1, 2012 (the "Effective Time").
7. As of the Effective Time of the Merger, the Certificate of Incorporation of the Surviving Corporation shall be the Amended and Restated Certificate of Incorporation of Ryman Hospitality Properties, Inc.
8. A copy of the Merger Agreement will be furnished by the Surviving Corporation, upon request and without cost, to the former stockholders of the Merging Corporation or to the stockholders of the Surviving Corporation.

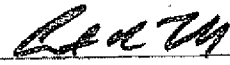
[Signature Page Follows]

IN WITNESS WHEREOF, each of the undersigned has caused this certificate to be signed by an authorized officer as of the date first used above.

GAYLORD ENTERTAINMENT COMPANY,
a Delaware corporation

By: 
Name: Carter R. Todd
Title: Executive Vice President, General Counsel &
Secretary

RYMAN HOSPITALITY PROPERTIES, INC.,
a Delaware corporation

By: 
Name: Carter R. Todd
Title: General Counsel & Secretary

[Signature page to Certificate of Merger]