

GAYLORD ENTERTAINMENT CO /DE  
Form 10-Q  
November 05, 2010

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549  
FORM 10-Q**

(Mark One)

**QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES  
EXCHANGE ACT OF 1934**

**For the quarterly period ended September 30, 2010**

or

**TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES  
EXCHANGE ACT OF 1934**

**Commission file number 1-13079**

**GAYLORD ENTERTAINMENT COMPANY**

(Exact name of registrant as specified in its charter)

Delaware

73-0664379

(State or other jurisdiction of  
incorporation or organization)

(I.R.S. Employer  
Identification No.)

One Gaylord Drive  
Nashville, Tennessee 37214  
(Address of principal executive offices)  
(Zip Code)

(615) 316-6000

(Registrant's telephone number, including area code)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes  No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes  No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act.

Large accelerated filer

Accelerated filer

Non-accelerated filer   
(Do not check if a smaller  
reporting company)

Smaller reporting  
company

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes  No

Indicate the number of shares outstanding of each of the issuer's classes of common stock, as of the latest practicable date.

<b>Class</b>	<b>Outstanding as of October 31, 2010</b>
Common Stock, \$.01 par value	47,591,626 shares

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**GAYLORD ENTERTAINMENT COMPANY**  
**FORM 10-Q**  
**For the Quarter Ended September 30, 2010**  
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**Part I FINANCIAL INFORMATION****Item 1. FINANCIAL STATEMENTS.****GAYLORD ENTERTAINMENT COMPANY AND SUBSIDIARIES  
CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS****(Unaudited)****(In thousands, except per share data)**

	<b>Three Months Ended</b>		<b>Nine Months Ended</b>	
	<b>September 30,</b>		<b>September 30,</b>	
	<b>2010</b>	<b>2009</b>	<b>2010</b>	<b>2009</b>
Revenues	\$ 158,272	\$ 198,513	\$ 556,632	\$ 626,253
Operating expenses:				
Operating costs	98,498	121,895	333,799	377,834
Selling, general and administrative	35,648	40,723	113,838	127,027
Casualty loss	6,014		37,361	
Preopening costs	25,474		31,714	
Depreciation and amortization	25,254	29,476	78,276	86,184
Operating (loss) income	(32,616)	6,419	(38,356)	35,208
Interest expense, net of amounts capitalized	(20,334)	(18,676)	(60,929)	(55,505)
Interest income	3,344	3,382	9,852	11,411
Income from unconsolidated companies		30	117	147
Net gain on extinguishment of debt			1,299	24,726
Other gains and (losses), net	377	(84)	217	3,420
(Loss) income before (benefit) provision for income taxes and discontinued operations	(49,229)	(8,929)	(87,800)	19,407
(Benefit) provision for income taxes	(17,403)	(2,656)	(28,125)	11,758
(Loss) income from continuing operations	(31,826)	(6,273)	(59,675)	7,649
Income (loss) from discontinued operations, net of income taxes	46	(6,628)	3,325	(7,072)
Net (loss) income	\$ (31,780)	\$ (12,901)	\$ (56,350)	\$ 577
Basic (loss) income per share:				
(Loss) income from continuing operations	\$ (0.67)	\$ (0.15)	\$ (1.27)	\$ 0.19
(Loss) income from discontinued operations, net of income taxes		(0.16)	0.07	(0.18)

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Net (loss) income	\$ (0.67)	\$ (0.31)	\$ (1.20)	\$ 0.01
Fully diluted (loss) income per share:				
(Loss) income from continuing operations	\$ (0.67)	\$ (0.15)	\$ (1.27)	\$ 0.19
(Loss) income from discontinued operations, net of income taxes		(0.16)	0.07	(0.18)
Net (loss) income	\$ (0.67)	\$ (0.31)	\$ (1.20)	\$ 0.01

The accompanying notes are an integral part of these condensed consolidated financial statements.

**GAYLORD ENTERTAINMENT COMPANY AND SUBSIDIARIES**  
**CONDENSED CONSOLIDATED BALANCE SHEETS**

(Unaudited)  
(In thousands)

	<b>September 30, 2010</b>	<b>December 31, 2009</b>
<b>ASSETS</b>		
Current assets:		
Cash and cash equivalents unrestricted	\$ 135,946	\$ 180,029
Cash and cash equivalents restricted	1,150	1,150
Trade receivables, less allowance of \$756 and \$977, respectively	40,381	39,864
Income tax receivable	36,458	28,796
Deferred income taxes	2,328	2,525
Other current assets	57,015	50,768
Current assets of discontinued operations	63	2,444
 Total current assets	 273,341	 305,576
 Property and equipment, net of accumulated depreciation	 2,152,502	 2,149,782
Notes receivable, net of current portion	139,873	142,311
Long-term deferred financing costs	13,860	18,081
Other long-term assets	46,825	44,858
Long-term assets of discontinued operations	388	415
 Total assets	 \$ 2,626,789	 \$ 2,661,023
<b>LIABILITIES AND STOCKHOLDERS EQUITY</b>		
Current liabilities:		
Current portion of long-term debt and capital lease obligations	\$ 1,222	\$ 1,814
Accounts payable and accrued liabilities	173,148	148,660
Estimated fair value of derivative liabilities	17,368	
Current liabilities of discontinued operations	483	3,872
 Total current liabilities	 192,221	 154,346
 Long-term debt and capital lease obligations, net of current portion	 1,156,039	 1,176,874
Deferred income taxes	112,249	100,590
Estimated fair value of derivative liabilities	55	25,661
Other long-term liabilities	129,093	124,377
Long-term liabilities of discontinued operations	451	491
Commitments and contingencies		
Stockholders equity:		
Preferred stock, \$.01 par value, 100,000 shares authorized, no shares issued or outstanding		

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Common stock, \$.01 par value, 150,000 shares authorized, 47,237 and 46,990 shares issued and outstanding, respectively	<b>472</b>	470
Additional paid-in capital	<b>890,603</b>	881,512
Treasury stock of 385 shares, at cost	<b>(4,599)</b>	(4,599)
Retained earnings	<b>178,378</b>	234,728
Accumulated other comprehensive loss	<b>(28,173)</b>	(33,427)
Total stockholders' equity	<b>1,036,681</b>	1,078,684
Total liabilities and stockholders' equity	<b>\$ 2,626,789</b>	\$ 2,661,023

The accompanying notes are an integral part of these condensed consolidated financial statements.

**GAYLORD ENTERTAINMENT COMPANY AND SUBSIDIARIES**  
**CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS**  
**For the Nine Months Ended September 30, 2010 and 2009**  
**(Unaudited)**  
**(In thousands)**

	<b>2010</b>	<b>2009</b>
Cash Flows from Operating Activities:		
Net (loss) income	\$ (56,350)	\$ 577
Amounts to reconcile net (loss) income to net cash flows provided by operating activities:		
(Income) loss from discontinued operations, net of taxes	(3,325)	7,072
Income from unconsolidated companies	(117)	(147)
Provision for deferred income taxes	12,344	23,382
Depreciation and amortization	78,276	86,184
Amortization of deferred financing costs	3,977	3,400
Amortization of discount on convertible notes	8,642	
Stock-based compensation expense	7,982	8,613
Excess tax benefit from stock-based compensation	(411)	
Net gain on extinguishment of debt	(1,299)	(24,726)
Loss on impaired assets damaged in flood	42,733	
Loss on disposals of long-lived assets	340	274
Changes in:		
Trade receivables	(517)	(3,415)
Interest receivable	2,920	(11,217)
Income tax receivable	(11,094)	(7,974)
Accounts payable and accrued liabilities	10,479	8,796
Other assets and liabilities	(6,548)	(12,276)
Net cash flows provided by operating activities continuing operations	88,032	78,543
Net cash flows provided by (used in) operating activities discontinued operations	667	(2,294)
Net cash flows provided by operating activities	88,699	76,249
Cash Flows from Investing Activities:		
Purchases of property and equipment	(109,933)	(43,956)
Collection of notes receivable	4,073	17,461
Other investing activities	130	1,685
Net cash flows used in investing activities continuing operations	(105,730)	(24,810)
Net cash flows used in investing activities discontinued operations	(1,460)	(6)
Net cash flows used in investing activities	(107,190)	(24,816)
Cash Flows from Financing Activities:		
Net borrowings under credit facility		38,000
Repurchases of senior notes	(26,965)	(64,519)



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Proceeds from the issuance of convertible notes, net of equity-related issuance costs of \$1,881		358,119
Deferred financing costs paid		(8,077)
Purchase of convertible note hedge		(76,680)
Proceeds from the issuance of common stock warrants		43,740
Proceeds from the issuance of common stock, net of issuance costs of \$5,499		125,301
Purchases of treasury stock		(4,599)
Termination of interest rate swap on senior notes		5,000
Proceeds from exercise of stock option and purchase plans	2,297	361
Excess tax benefit from stock-based compensation	411	
Decrease in restricted cash and cash equivalents		15
Other financing activities, net	(1,335)	(689)
Net cash flows (used in) provided by financing activities continuing operations	(25,592)	415,972
Net cash flows provided by financing activities discontinued operations		
Net cash flows (used in) provided by financing activities	(25,592)	415,972
Net change in cash and cash equivalents	(44,083)	467,405
Cash and cash equivalents unrestricted, beginning of period	180,029	1,036
Cash and cash equivalents unrestricted, end of period	\$ 135,946	\$ 468,441

The accompanying notes are an integral part of these condensed consolidated financial statements.

**GAYLORD ENTERTAINMENT COMPANY AND SUBSIDIARIES**  
**NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS**  
**(UNAUDITED)**

**1. BASIS OF PRESENTATION:**

The condensed consolidated financial statements include the accounts of Gaylord Entertainment Company and its subsidiaries (the Company) and have been prepared by the Company, without audit, pursuant to the rules and regulations of the Securities and Exchange Commission (the SEC). Certain information and footnote disclosures normally included in annual financial statements prepared in accordance with generally accepted accounting principles have been condensed or omitted pursuant to such rules and regulations, although the Company believes that the disclosures are adequate to make the financial information presented not misleading. These condensed consolidated financial statements should be read in conjunction with the audited consolidated financial statements and the notes thereto included in the Company's Annual Report on Form 10-K as of and for the year ended December 31, 2009 filed with the SEC. In the opinion of management, all adjustments necessary for a fair statement of the results of operations for the interim periods have been included. All adjustments are of a normal, recurring nature. In addition, as further described below in Note 3, the Gaylord Opryland Resort and Convention Center (Gaylord Opryland) is currently closed. The results of operations for such interim periods are not necessarily indicative of the results for the full year because of seasonal and short-term variations, as well as the impact of Gaylord Opryland, the Grand Ole Opry House and certain of the Company's Nashville-based attractions being closed for varying periods of time. The Company analyzes its variable interests, including loans, guarantees, and equity investments, to determine if an entity in which it has a variable interest is a variable interest entity (VIE). This analysis primarily includes a qualitative review, which is based on a review of the design of the entity, its organizational structure, including decision-making ability, and relevant financial agreements. This analysis is also used to determine if the Company must consolidate the VIE as the primary beneficiary.

Certain amounts in previously issued financial statements have been reclassified to conform to the 2010 presentation. Intangible assets (net of accumulated amortization), indefinite lived intangible assets and investments in the amounts of \$0.1 million, \$1.5 million and \$0.1 million, respectively, at December 31, 2009 have been included in other long-term assets in the accompanying condensed consolidated balance sheet.

**2. NEWLY ISSUED ACCOUNTING STANDARDS:**

In June 2009, the Financial Accounting Standards Board (FASB) modified FASB Accounting Standards Codification (ASC) 810, *Consolidation* (Topic 810), to amend the guidance governing the determination of whether an enterprise is the primary beneficiary of a VIE. This modification requires a qualitative analysis, rather than a quantitative analysis, that considers who has the power to direct the activities of the entity that most significantly impact the entity's economic performance, as well as an assessment of who has the obligation to absorb losses or the right to receive benefits of the VIE that could potentially be significant to the VIE. This modification also requires ongoing assessments of whether an enterprise is the primary beneficiary of a VIE. Before this modification, reconsideration of whether an enterprise is the primary beneficiary of a VIE was required only when specific events occurred. The Company adopted the provisions of this statement in the first quarter of 2010, and the adoption of Topic 810 did not have a material impact on its consolidated financial position or results of operations. See Note 1 and Note 15 for additional disclosures.

In January 2010, the FASB issued Accounting Standards Update (ASU) No. 2010-06, Topic 820, *Fair Value Measurements and Disclosures*, to require more detailed disclosures regarding transfers in and out of Level 1 and Level 2 fair value measurements, including the amounts and reasons for the transfers. Level 3 fair value measurements should present separate information about purchases, sales, issuances and settlements. In

addition, this ASU requires that a reporting entity should provide fair value measurement disclosures for each class of assets and liabilities, defined as a subset of assets or liabilities within a line item in the statement of financial position, as well as disclosures about the valuation techniques and inputs used to measure fair value in either Level 2 or Level 3. The disclosure requirements related to the Level 3 fair value measurement activities will be effective for the Company beginning in the first quarter of 2011, and the Company does not expect this requirement to have a material impact on its consolidated financial statements. The Company adopted the remaining disclosure requirements of this ASU in the first quarter of 2010, and the adoption did not have a material impact on the Company's consolidated financial statements.

### 3. NASHVILLE FLOOD:

On May 3, 2010, Gaylord Opryland, the Grand Ole Opry, certain of the Company's Nashville-based attractions, and certain of the Company's corporate offices experienced significant flood damage as a result of the historic flooding of the Cumberland River (collectively, the Nashville Flood). Gaylord Opryland, the Grand Ole Opry, and certain of the Company's corporate offices were protected by levees accredited by the Federal Emergency Management Agency (FEMA) (which, according to FEMA, was based on information provided by the Company), and built to sustain a 100-year flood; however, the river rose to levels that over-topped the levees. Gaylord Opryland is currently closed, and the Company anticipates it to reopen November 15, 2010. The Grand Ole Opry continued its schedule at alternative venues, including the Company-owned Ryman Auditorium, and the Grand Ole Opry House reopened September 28, 2010. Certain other of the Company's Nashville-based attractions were closed for a period of time, but reopened during June and July 2010. The Company has segregated all costs and insurance proceeds related to the Nashville Flood from normal operations and reported those amounts as casualty loss or reopening costs in the accompanying condensed consolidated statements of operations.

#### *Casualty Loss*

During the three months and nine months ended September 30, 2010, the Company recorded \$6.0 million and \$87.4 million, respectively, of expense and \$0.0 million and \$50.0 million, respectively, of insurance proceeds related to the Nashville Flood as casualty loss in the accompanying condensed consolidated statement of operations as follows (in thousands):

	<b>Three Months Ended September 30, 2010</b>				
	<b>Hospitality</b>	<b>Opry and Attractions</b>	<b>Corporate and Other</b>	<b>Insurance Proceeds</b>	<b>Total</b>
Site remediation	\$ 2,215	\$ 419	\$ 251	\$	\$ 2,885
Impairment of property and equipment	227	26	939		1,192
Other asset write-offs	(35)	(8)			(43)
Non-capitalized repairs of buildings and equipment	267	738	53		1,058
Continuing costs during shut-down period	(240)	607	14		381
Other	49	10	482		541
Insurance proceeds					
Net casualty loss	\$ 2,483	\$ 1,792	\$ 1,739	\$	\$ 6,014

	<b>Nine Months Ended September 30, 2010</b>				<b>Total</b>
	<b>Hospitality</b>	<b>Opry and Attractions</b>	<b>Corporate and Other</b>	<b>Insurance Proceeds</b>	
Site remediation	\$ 14,139	\$ 2,810	\$ 813	\$	\$ 17,762
Impairment of property and equipment	30,471	5,189	7,073		42,733
Other asset write-offs	1,811	1,098			2,909
Non-capitalized repairs of buildings and equipment	1,673	2,232	119		4,024
Continuing costs during shut-down period	15,717	2,801	643		19,161
Other	166	87	519		772
Insurance proceeds				(50,000)	(50,000)
Net casualty loss	\$ 63,977	\$ 14,217	\$ 9,167	\$ (50,000)	\$ 37,361

All costs directly related to remediating the affected properties are included in casualty loss. Lost profits from the interruption of the various businesses are not reflected in the above tables.

Site remediation began as soon as flood waters ceased to rise. Site remediation, as described herein, includes expenditures for outside contractors to perform water extraction, debris removal, humidity control, facility cleaning and sanitizing, and the establishment of temporary utilities.

Based on an ongoing assessment of the flood damage and necessary replacement of property and equipment, in connection with its preparation of financial information for the second quarter of 2010, the Company made an estimate of the amount of the impairment charges incurred in connection with the Nashville Flood. As the Company continued its rebuilding efforts during the third quarter of 2010, it determined additional write-offs of property and equipment were necessary. The gross carrying amount of property and equipment written down as a result of damage sustained from the Nashville Flood, which included land improvements, buildings and furniture, fixtures and equipment, was \$156.2 million, and the related accumulated depreciation of this property and equipment was \$113.5 million, which resulted in total impairment charges of \$42.7 million. As the Company continues its rebuilding efforts, additional write-offs of property and equipment may be necessary.

Other asset write-offs primarily include inventory items that were no longer able to be used or sold due to flood damage. Non-capitalized repairs of buildings and equipment primarily include the cost of repairs of items that did not require complete replacement.

The Company has also incurred operating costs at the affected properties during the period that the properties are closed. The Company has included continuing operating costs other than depreciation and amortization incurred through June 10, 2010 (the date at which the Company determined that the remediation was substantially complete), as well as certain specific operating costs incurred subsequent to that date directly related to remediating the flooded properties, as casualty loss in the accompanying condensed consolidated statement of operations. The majority of these costs classified as casualty loss during the three months ended September 30, 2010 were employment costs. The majority of these costs classified as casualty loss during the nine months ended September 30, 2010 include employment costs (\$12.6 million), equipment and facility rental (\$2.4 million), property and other taxes (\$1.0 million), consulting fees (\$0.6 million), and insurance costs (\$0.3 million).

#### *Insurance Proceeds*

At May 3, 2010, the Company had in effect a policy of insurance with a per occurrence flood limit of \$50.0 million at the affected properties. During the nine months ended September 30, 2010, the Company received \$50.0 million in insurance proceeds and has recorded these insurance proceeds as an offset to the net casualty loss in the accompanying condensed consolidated statement of operations. Effective July 1, 2010, the Company



increased this per occurrence flood insurance to \$100.0 million, and effective August 19, 2010, the Company increased this per occurrence flood insurance to \$150.0 million.

*Preopening Costs*

The Company expenses the costs associated with start-up activities and organization costs associated with its development of hotels and significant attractions as incurred. As a result of the extensive damage to Gaylord Opryland and the Grand Ole Opry House and the extended period in which these properties were or will be closed, the Company has and will continue to incur costs associated with the redevelopment and reopening of these facilities through the date of reopening. The Company has included all costs directly related to redeveloping and reopening these affected properties, as well as all continuing operating costs not directly related to remediating the flooded properties other than depreciation and amortization incurred since June 10, 2010 (the date at which the Company determined that the remediation was substantially complete), as preopening costs in the accompanying condensed consolidated statement of operations. During the three months and nine months ended September 30, 2010, the Company incurred \$25.5 million and \$31.7 million in preopening costs, respectively. The majority of the costs classified as preopening costs during the three months ended September 30, 2010 include employment costs (\$14.5 million), facility costs (\$2.0 million), property and other taxes (\$1.5 million), supplies (\$1.5 million), equipment and facility rental (\$1.2 million), and insurance costs (\$0.8 million). The majority of the costs classified as preopening costs during the nine months ended September 30, 2010 include employment costs (\$18.0 million), facility costs (\$2.2 million), property and other taxes (\$2.0 million), supplies (\$2.0 million), equipment and facility rental (\$1.3 million), and insurance costs (\$0.9 million).

**4. DISCONTINUED OPERATIONS:**

The Company has reflected the following businesses as discontinued operations. The results of operations, net of taxes, and the carrying value of the assets and liabilities of these businesses have been reflected in the accompanying condensed consolidated financial statements as discontinued operations for all periods presented.

*Corporate Magic*

During the second quarter of 2010, in a continued effort to focus on its core Gaylord Hotels and Opry and Attractions businesses, the Company committed to a plan of disposal of its Corporate Magic business. On June 1, 2010, the Company completed the sale of Corporate Magic through the transfer of all of its equity interests in Corporate Magic, Inc. to the president of Corporate Magic who, prior to the transaction, was employed by the Company. In exchange for its equity interests in Corporate Magic, the Company received, prior to giving effect to a purchase price adjustment based on the working capital of Corporate Magic as of the closing, a note receivable, which terms provide for a quarterly payment from the purchaser, beginning in the second quarter of 2011 through the first quarter of 2017. The Company recorded this note receivable at its fair value of \$0.4 million, based on the expected cash receipts under the note, discounted at a discount rate that reflects management's assessment of a market participant's view of risks associated with the projected cash flows of Corporate Magic. The Company recognized a pretax gain of \$0.6 million related to the sale of Corporate Magic during the nine months ended September 30, 2010.

The following table reflects the results of operations of businesses accounted for as discontinued operations for the respective periods (in thousands):

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2010	2009	2010	2009
Operating income (loss):				
Corporate Magic	\$ (20)	\$ (7,079)	\$ (713)	\$ (7,499)
Other	118	174	242	(137)
Total operating income (loss)	98	(6,905)	(471)	(7,636)
Interest expense				(1)
Interest income	13		18	
Other gains and (losses):				
Corporate Magic	(38)		618	
Other		74	45	119
Income (loss) before (provision) benefit for income taxes	73	(6,831)	210	(7,518)
(Provision) benefit for income taxes	(27)	203	3,115	446
Income (loss) from discontinued operations	\$ 46	\$ (6,628)	\$ 3,325	\$ (7,072)

The benefit for income taxes for the nine months ended September 30, 2010 primarily relates to a permanent tax benefit recognized on the sale of the stock of Corporate Magic. The full benefit on the sale was recorded in the second quarter of 2010, rather than allocated over the year, as the Company believes it more accurately reflects its operations. The assets and liabilities of the discontinued operations presented in the accompanying condensed consolidated balance sheets are comprised of (in thousands):

	September 30, 2010	December 31, 2009
Current assets:		
Cash and cash equivalents unrestricted	\$	\$ 4
Trade receivables		1,053
Other current assets	63	1,387
Total current assets	63	2,444
Property and equipment, net		32
Note receivable, net of discount	388	
Goodwill		329
Other long-term assets		54

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Total assets	\$	<b>451</b>	\$	2,859
Current liabilities:				
Accounts payable and accrued liabilities	\$	<b>483</b>	\$	3,872
Total current liabilities		<b>483</b>		3,872
Other long-term liabilities		<b>451</b>		491
Total long-term liabilities		<b>451</b>		491
Total liabilities	\$	<b>934</b>	\$	4,363



**5. INCOME PER SHARE:**

The weighted average number of common shares outstanding is calculated as follows (in thousands):

	<b>Three Months Ended September 30,</b>		<b>Nine Months Ended September 30,</b>	
	<b>2010</b>	<b>2009</b>	<b>2010</b>	<b>2009</b>
Weighted average shares outstanding	<b>47,173</b>	41,091	<b>47,095</b>	40,979
Effect of dilutive stock options				230
Weighted average shares outstanding - assuming dilution	<b>47,173</b>	41,091	<b>47,095</b>	41,209

For the three months and nine months ended September 30, 2010, and for the three months ended September 30, 2009, the effect of dilutive stock-based compensation awards was the equivalent of approximately 629,000, 570,000 and 297,000 shares, respectively, of common stock outstanding. Because the Company had a loss from continuing operations in the three months and nine months ended September 30, 2010 and for the three months ended September 30, 2009, these incremental shares were excluded from the computation of dilutive earnings per share for those periods as the effect of their inclusion would have been anti-dilutive.

The Company had stock-based compensation awards outstanding with respect to approximately 1,990,000 and 3,230,000 shares of common stock as of September 30, 2010 and 2009, respectively, that could potentially dilute earnings per share in the future but were excluded from the computation of diluted earnings per share for the three months ended September 30, 2010 and 2009, respectively, as the effect of their inclusion would have been anti-dilutive.

The Company had stock-based compensation awards outstanding with respect to approximately 2,008,000 and 3,940,000 shares of common stock as of September 30, 2010 and 2009, respectively, that could potentially dilute earnings per share in the future but were excluded from the computation of diluted earnings per share for the nine months ended September 30, 2010 and 2009, respectively, as the effect of their inclusion would have been anti-dilutive.

As discussed in Note 9, during September 2009, the Company issued 3.75% Convertible Senior Notes (the Convertible Notes) due 2014. It is the Company's intention to settle the face value of the Convertible Notes in cash upon conversion/maturity. Any conversion spread associated with the conversion/maturity of the Convertible Notes may be settled in cash or shares of the Company's common stock. The effect of potentially issuable shares under this conversion spread for the three months ended September 30, 2010 was the equivalent of approximately 294,000 shares of common stock outstanding. Because the Company had a loss from continuing operations in the three months ended September 30, 2010, these incremental shares were excluded from the computation of dilutive earnings per share for that period as the effect of their inclusion would have been anti-dilutive.

In connection with the issuance of these notes, the Company entered into warrant transactions with the note underwriters to sell common stock warrants. The initial strike price of these warrants is \$32.70 per share of the Company's common stock and the warrants cover an aggregate of approximately 13.2 million shares of the Company's common stock. If the average closing price of the Company's stock during the reporting period exceeds this strike price, these warrants will be dilutive. The warrants may only be settled in shares of the Company's common stock.

**6. COMPREHENSIVE (LOSS) INCOME:**

Comprehensive (loss) income is as follows for the respective periods (in thousands):

	<b>Three Months Ended September 30, 2010      2009</b>	
Net loss	\$ (31,780)	\$ (12,900)
Unrealized (loss) gain on natural gas swaps, net of deferred income tax (benefit) provision of \$(165) and \$144	(292)	230
Unrealized gain (loss) on interest rate swaps, net of deferred income tax provision (benefit) of \$1,092 and \$(578)	2,007	(940)
Other	19	40
Comprehensive loss	\$ (30,046)	\$ (13,570)

  

	<b>Nine Months Ended September 30, 2010      2009</b>	
Net (loss) income	\$ (56,350)	\$ 577
Unrealized (loss) gain on natural gas swaps, net of deferred income tax (benefit) provision of \$(165) and \$380	(296)	607
Unrealized gain on interest rate swaps, net of deferred income tax provision of \$3,121 and \$356	5,577	590
Other	(25)	(22)
Comprehensive (loss) income	\$ (51,094)	\$ 1,752

A rollforward of the amounts included in accumulated other comprehensive loss related to the fair value of financial derivative instruments that qualify for hedge accounting, net of taxes, for the nine months ended September 30, 2010 is as follows (in thousands):

	<b>Interest Rate Derivatives</b>	<b>Natural Gas Derivatives</b>	<b>Total Derivatives</b>
Balance at December 31, 2009	\$ (16,481)	\$	\$ (16,481)
<b>2010 changes in fair value, net of deferred taxes</b>	<b>5,577</b>	<b>(385)</b>	<b>5,192</b>
<b>Reclassification to earnings</b>		<b>89</b>	<b>89</b>
<b>Balance at September 30, 2010</b>	<b>\$ (10,904)</b>	<b>\$ (296)</b>	<b>\$ (11,200)</b>

**7. PROPERTY AND EQUIPMENT:**

Property and equipment of continuing operations at September 30, 2010 and December 31, 2009 is recorded at cost and summarized as follows (in thousands):

	<b>September 30, 2010</b>	<b>December 31, 2009</b>
Land and land improvements	\$ 212,088	\$ 212,953
Buildings	2,159,663	2,195,367
Furniture, fixtures and equipment	430,705	507,339

Construction in progress	<b>121,618</b>	34,664
	<b>2,924,074</b>	2,950,323
Accumulated depreciation	<b>(771,572)</b>	(800,541)
Property and equipment, net	<b>\$ 2,152,502</b>	\$ 2,149,782

The decreases in buildings and furniture, fixtures and equipment, as well as the increase in construction in progress, at September 30, 2010, as compared to December 31, 2009, are primarily due to the write-off of property and equipment damaged in the Nashville Flood and the subsequent rebuilding efforts. As the Company

continues its rebuilding efforts, additional write-offs of property and equipment may be necessary. Depreciation expense of continuing operations, including amortization of assets under capital lease obligations, was \$23.2 million and \$27.5 million for the three months ended September 30, 2010 and 2009, respectively, and was \$72.3 million and \$80.9 million for the nine months ended September 30, 2010 and 2009, respectively.

#### 8. NOTES RECEIVABLE:

In connection with the development of the Gaylord National Resort and Convention Center ( Gaylord National ), the Company is currently holding two issuances of bonds and receives the debt service thereon, which is payable from tax increments, hotel taxes and special hotel rental taxes generated from the development of the Gaylord National. The Company is recording the amortization of discount on these notes receivable as interest income over the life of the notes.

During the three months ended September 30, 2010 and 2009, the Company recorded interest income of \$3.2 million and \$3.4 million, respectively, on these bonds, which each included \$3.2 million of interest that accrued on the bonds and \$0.1 million and \$0.2 million, respectively, related to amortization of the discount on the bonds.

During the nine months ended September 30, 2010 and 2009, the Company recorded interest income of \$9.6 million and \$11.2 million, respectively, on these bonds, which each included \$9.4 million of interest that accrued on the bonds and \$0.2 million and \$1.8 million, respectively, related to amortization of the discount on the bonds. The Company received payments of \$16.3 million and \$17.1 million during the nine months ended September 30, 2010 and 2009, respectively, relating to these notes receivable.

#### 9. DEBT:

The Company's debt and capital lease obligations related to continuing operations at September 30, 2010 and December 31, 2009 consisted of (in thousands):

	September 30, 2010	December 31, 2009
\$1.0 Billion Credit Facility, interest and maturity as described below	\$ 700,000	\$ 700,000
Convertible Senior Notes, interest and maturity as described below, net of debt discount of \$56,494 and \$65,136	303,506	294,864
Senior Notes, interest at 6.75%, maturing November 15, 2014	152,180	180,700
Nashville Predators Promissory Note, interest at 6.00%, maturing October 5, 2010	1,000	1,000
Capital lease obligations	575	2,124
Total debt	1,157,261	1,178,688
Less amounts due within one year	(1,222)	(1,814)
Total long-term debt	\$ 1,156,039	\$ 1,176,874

Giving effect to the waiver under the Company's \$1.0 billion credit facility further described below, as of September 30, 2010, the Company was in compliance with all of its covenants related to its debt.

#### ***\$1.0 Billion Credit Facility***

On July 25, 2008, the Company refinanced its previous \$1.0 billion credit facility by entering into a Second Amended and Restated Credit Agreement (the "\$1.0 Billion Credit Facility") by and among the Company, certain subsidiaries of the Company party thereto, as guarantors, the lenders party thereto and Bank of America, N.A., as administrative agent. The \$1.0 Billion Credit Facility consists of the following components: (a) a

\$300.0 million senior secured revolving credit facility, which includes a \$50.0 million letter of credit sublimit and a \$30.0 million sublimit for swingline loans, and (b) a \$700.0 million senior secured term loan facility. The term loan facility was fully funded at closing. The \$1.0 Billion Credit Facility also includes an accordion feature that will allow the Company to increase the \$1.0 Billion Credit Facility by a total of up to \$400.0 million in no more than three occasions, subject to securing additional commitments from existing lenders or new lending institutions. The revolving loan, letters of credit, and term loan mature on July 25, 2012. At the Company's election, the revolving loans and the term loans will bear interest at an annual rate of LIBOR plus 2.50% or a base rate (the higher of the lead bank's prime rate and the federal funds rate) plus 0.50%. As further discussed in Note 10, the Company entered into interest rate swaps with respect to \$500.0 million aggregate principal amount of borrowings under the term loan portion to convert the variable rate on those borrowings to a fixed weighted average interest rate of 3.94% plus the applicable margin on these borrowings during the term of the swap agreements. Interest on the Company's borrowings is payable quarterly, in arrears, for base rate loans and at the end of each interest rate period for LIBOR rate-based loans. Principal is payable in full at maturity. The Company will be required to pay a commitment fee of 0.25% per year of the average unused portion of the \$1.0 Billion Credit Facility.

The \$1.0 Billion Credit Facility is (i) secured by a first mortgage and lien on the real property and related personal and intellectual property of the Company's Gaylord Opryland hotel, Gaylord Texan hotel, Gaylord Palms hotel and Gaylord National hotel, and pledges of equity interests in the entities that own such properties and (ii) guaranteed by each of the four wholly owned subsidiaries that own the four hotels. Advances are subject to a 55% borrowing base, based on the appraisal value of the hotel properties (reduced to 50% in the event a hotel property is sold).

Effective May 19, 2010, the Company, certain subsidiaries of the Company party thereto, the lenders party thereto and Bank of America, N.A., as administrative agent, entered into a Conditional Waiver (the Waiver) which waived, subject to the terms and conditions of the Waiver, any default of the Company under Section 9.01(1) of the \$1.0 Billion Credit Facility as a result of the cessation of operations with respect to Gaylord Opryland due to recent flood damage. The Waiver will expire on December 31, 2010 unless (a) the Company has substantially completed the restoration and/or rebuilding of the Gaylord Opryland and reopened the Gaylord Opryland for business and (b) all proceeds used to restore or rebuild the Gaylord Opryland come from insurance proceeds, cash on hand and/or availability under the Company's revolving line of credit provided for in the \$1.0 Billion Credit Facility.

As of September 30, 2010, \$700.0 million of borrowings were outstanding under the \$1.0 Billion Credit Facility, and the lending banks had issued \$8.6 million of letters of credit under the facility for the Company, which left \$291.4 million of availability under the credit facility (subject to the satisfaction of debt incurrence tests under the indentures governing the Company's senior notes).

#### ***Convertible Senior Notes***

During September 2009, the Company issued \$360 million, including the exercise of an overallotment option, of 3.75% Convertible Senior Notes (the Convertible Notes). The Convertible Notes have a maturity date of October 1, 2014, and interest is payable semiannually in cash in arrears on April 1 and October 1, beginning April 1, 2010. The Convertible Notes are convertible, under certain circumstances as described below, at the holder's option, into shares of the Company's common stock, at an initial conversion rate of 36.6972 shares of common stock per \$1,000 principal amount of the Convertible Notes, which is equivalent to an initial conversion price of approximately \$27.25 per share. The Company may elect, at its option, to deliver shares of its common stock, cash or a combination of cash and shares of its common stock in satisfaction of its obligations upon conversion of the Convertible Notes.

The Company accounts for the liability (debt) and the equity (conversion option) components of the Convertible Notes in a manner that reflects the Company's nonconvertible debt borrowing rate. Accordingly, the Company

recorded a debt discount and corresponding increase to additional paid-in capital of \$68.0 million as of the date of issuance. In addition, transaction costs of approximately \$10.0 million were proportionally allocated between the liability and equity components. The Company is amortizing the debt discount utilizing the effective interest method over the life of the Convertible Notes, which increases the effective interest rate of the Convertible Notes from its coupon rate of 3.75% to 8.46%. During the three months and nine months ended September 30, 2010, the Company incurred cash interest expense of \$3.4 million and \$10.1 million, respectively, relating to the interest coupon on the Convertible Notes and non-cash interest expense of \$2.9 million and \$8.6 million, respectively, related to the amortization of the debt discount on the Convertible Notes. During the three months and nine months ended September 30, 2009, the Company incurred cash interest expense of \$0.1 million relating to the interest coupon on the Convertible Notes and non-cash interest expense of \$0.1 million related to the amortization of the debt discount on the Convertible Notes.

The Convertible Notes are convertible under any of the following circumstances: (1) during any calendar quarter ending after September 30, 2009 (and only during such calendar quarter), if the closing price of the Company's common stock for at least 20 trading days during the 30 consecutive trading day period ending on the last trading day of the immediately preceding calendar quarter exceeds 120% of the applicable conversion price per share of common stock on the last trading day of such preceding calendar quarter; (2) during the ten business day period after any five consecutive trading day period in which the Trading Price (as defined in the Indenture) per \$1,000 principal amount of the Convertible Notes, as determined following a request by a Convertible Note holder, for each day in such five consecutive trading day period was less than 98% of the product of the last reported sale price of the Company's common stock and the applicable conversion rate, subject to certain procedures; (3) if specified corporate transactions or events occur; or (4) at any time on or after July 1, 2014, until the second scheduled trading day immediately preceding October 1, 2014. As of September 30, 2010, none of the conditions permitting conversion had been satisfied.

The Convertible Notes are guaranteed, jointly and severally, on an unsecured unsubordinated basis by generally all of the Company's active domestic subsidiaries. Each guarantee will rank equally in right of payment with such subsidiary guarantor's existing and future senior unsecured indebtedness and senior in right of payment to all future subordinated indebtedness, if any, of such subsidiary guarantor. The Convertible Notes will be effectively subordinated to any secured indebtedness and effectively subordinated to all indebtedness and other obligations of the Company's subsidiaries that do not guarantee the Convertible Notes.

Concurrently with the offering of the Convertible Notes, the Company entered into convertible note hedge transactions with respect to its common stock (the Purchased Options) with counterparties affiliated with the initial purchasers of the Convertible Notes, for purposes of reducing the potential dilutive effect upon conversion of the Convertible Notes. The initial strike price of the Purchased Options is \$27.25 per share of the Company's common stock (the same as the initial conversion price of the Convertible Notes) and is subject to certain customary adjustments. The Purchased Options cover, subject to anti-dilution adjustments substantially similar to the Convertible Notes, approximately 13.2 million shares of common stock. The Company may settle the Purchased Options in shares, cash or a combination of cash and shares, at the Company's option. The cost of the Purchased Options was approximately \$76.7 million, which was recorded as a reduction to additional paid-in capital. The Purchased Options will expire on October 1, 2014.

Separately and concurrently with entering into the Purchased Options, the Company also entered into warrant transactions whereby it sold warrants to each of the hedge counterparties to acquire, subject to anti-dilution adjustments, up to approximately 13.2 million shares of common stock at an initial exercise price of \$32.70 per share. The warrants may only be settled in shares of the Company's common stock. The aggregate proceeds from the warrant transactions were approximately \$43.7 million, which was recorded as an increase to additional paid-in capital.

**Repurchase of Senior Notes**

During the nine months ended September 30, 2010, the Company repurchased \$28.5 million in aggregate principal amount of its outstanding 6.75% senior notes for \$27.0 million. After adjusting for the write-off of \$0.3 million in deferred financing costs and other costs, the Company recorded a pretax gain of \$1.3 million as a result of the repurchases, which is recorded as a net gain on extinguishment of debt in the accompanying condensed consolidated statement of operations for the nine months ended September 30, 2010.

During the nine months ended September 30, 2009, the Company repurchased \$88.6 million in aggregate principal amount of its outstanding senior notes (\$61.6 million of 8% senior notes and \$27.0 million of 6.75% senior notes) for \$62.5 million. After adjusting for the write-off of \$1.1 million in deferred financing costs and other costs, the Company recorded a pretax gain of \$24.7 million, respectively, as a result of the repurchases, which is recorded as a net gain on extinguishment of debt in the accompanying condensed consolidated statement of operations for the nine months ended September 30, 2009.

**10. DERIVATIVE FINANCIAL INSTRUMENTS:**

The Company is exposed to certain risks relating to its ongoing business operations. The primary risks managed by using derivative instruments are interest rate risk and commodity price risk. Interest rate swaps are entered into to manage interest rate risk associated with portions of the Company's fixed and variable rate borrowings. Natural gas price swaps are entered into to manage the price risk associated with forecasted purchases of natural gas and electricity used by the Company's hotels. The Company designates its interest rate swaps as cash flow hedges of variable rate borrowings and its natural gas price swaps as cash flow hedges of forecasted purchases of natural gas and electricity. The Company had designated certain interest rate swaps of its fixed rate borrowings as fair value hedges prior to the termination of these interest rate swaps in the second quarter of 2009. Prior to July 2009, a portion of the Company's natural gas price swap contracts were considered economic hedges and did not qualify for hedge accounting. All of the Company's derivatives are held for hedging purposes. The Company does not engage in speculative transactions, nor does it hold or issue financial instruments for trading purposes. All of the counterparties to the Company's derivative agreements are financial institutions with at least investment grade credit ratings.

**Cash Flow Hedging Strategy**

For derivative instruments that are designated and qualify as a cash flow hedge, the effective portion of the gain or loss on the derivative instrument is reported as a component of other comprehensive (loss) income (OCI) and reclassified into earnings in the same line item associated with the forecasted transaction and in the same period or periods during which the hedged transaction affects earnings (e.g., in interest expense when the hedged transactions are interest cash flows associated with variable rate debt). The remaining gain or loss on the derivative instrument in excess of the cumulative change in the present value of future cash flows of the hedged item, or ineffectiveness, if any, is recognized in the statement of operations during the current period.

The interest rate swap agreement currently utilized by the Company effectively modifies the Company's exposure to interest rate risk by converting \$500.0 million, or 71%, of the Company's variable rate debt outstanding under the term loan portion of the Company's \$1.0 Billion Credit Facility to a weighted average fixed rate of 3.94% plus the applicable margin on these borrowings, thus reducing the impact of interest rate changes on future interest expense. This agreement involves the receipt of variable rate amounts in exchange for fixed rate interest payments through July 25, 2011, without an exchange of the underlying principal amount. The critical terms of the swap agreements match the critical terms of the borrowings under the term loan portion of the \$1.0 Billion Credit Facility. Therefore, the Company has designated these interest rate swap agreements as cash flow hedges. As the terms of these derivatives match the terms of the underlying hedged items, there should be no gain (loss) from ineffectiveness recognized in income on derivatives unless there is a termination of the derivative or the forecasted transaction is determined to be unlikely to occur.

The Company has entered into natural gas price swap contracts to manage the price risk associated with a portion of the Company's forecasted purchases of natural gas and electricity used by the Company's hotels. The objective of the hedge is to reduce the variability of cash flows associated with the forecasted purchases of these commodities. At September 30, 2010, the Company had 27 variable to fixed natural gas price swap contracts that mature from October 2010 to December 2011 with an aggregate notional amount of approximately 798,750 dekatherms. The Company has designated these natural gas price swap contracts as cash flow hedges. The Company assesses the correlation of the terms of these derivatives with the terms of the underlying hedged items on a quarterly basis. The Company previously entered into six natural gas price swap contracts that were scheduled to mature from July 2010 to December 2010 to manage the price risk associated with a portion of the forecasted purchases of natural gas to be used at Gaylord Opryland. As a result of the Nashville Flood discussed above, the majority of these purchases were not going to be made. During June 2010, the Company terminated these contracts and received \$0.1 million in cash, which is recorded in other gains and losses in the accompanying condensed consolidated statement of operations for the nine months ended September 30, 2010.

***Fair Value Hedging Strategy***

For derivative instruments that are designated and qualify as fair value hedges, the gain or loss on the derivative instrument, as well as the offsetting loss or gain on the hedged item attributable to the hedged risk, is recognized in the same line item associated with the hedged item in current earnings (e.g., in interest expense when the hedged item is fixed-rate debt).

The Company previously entered into two interest rate swap agreements to manage interest rate risk exposure on its fixed rate debt. The interest rate swap agreements utilized by the Company effectively modified the Company's exposure to interest rate risk by converting \$125.0 million of the Company's fixed rate debt outstanding under its previously outstanding 8% senior notes to a variable rate equal to six-month LIBOR plus 2.95%, thus reducing the impact of interest rate changes on the fair value of the underlying fixed rate debt. These agreements involved the receipt of fixed rate amounts in exchange for variable rate interest payments through November 15, 2013, without an exchange of the underlying principal amount. The critical terms of the swap agreements mirrored the terms of the 8% senior notes. Therefore, the Company designated these interest rate swap agreements as fair value hedges. The counterparties, as permitted by the agreements, each opted to terminate its portion of the \$125.0 million swap agreement effective May 15, 2009. As stated in the agreement, the two counterparties each paid a \$2.5 million termination fee, plus accrued interest, to the Company on May 15, 2009. Prior to the redemption of the 8% senior notes in 2009, the Company amortized the resulting \$5.0 million gain on the swap agreements over the remaining term of the 8% senior notes using the effective interest method. As a result of the redemption of the 8% senior notes in 2009, the Company recognized the remaining unamortized gain on the swap agreement during the fourth quarter of 2009. During the nine months ended September 30, 2009, the Company recognized a loss on derivative of \$1.2 million and a gain on the related hedged fixed rate debt of \$1.2 million, both of which are recorded in interest expense, net of amounts capitalized, in the accompanying condensed consolidated statement of operations for the nine months ended September 30, 2009.



The fair value of the Company's derivative instruments based upon quotes, with appropriate adjustments for non-performance risk of the parties to the derivative contracts, at September 30, 2010 and December 31, 2009 is as follows (in thousands):

	Asset Derivatives		Liability Derivatives	
	September 30, 2010	December 31, 2009	September 30, 2010	December 31, 2009
<b>Derivatives designated as hedging instruments:</b>				
Interest rate swaps cash flow hedges	\$	\$	\$ 16,963	\$ 25,661
Natural gas swaps			460	
<b>Total derivatives designated as hedging instruments</b>	\$	\$	\$ 17,423	\$ 25,661
<b>Total derivatives not designated as hedging instruments</b>	\$	\$	\$	\$
<b>Total derivatives</b>	\$	\$	\$ 17,423	\$ 25,661

The effect of derivative instruments on the statement of operations for the respective periods is as follows (in thousands):

Derivatives in	Amount of Gain (Loss) Recognized in OCI on Derivative  (Effective Portion)		Location of Amount Reclassified from Accumulated OCI into Income	Amount Reclassified from Accumulated OCI into Income	
	Three Months Ended September 30, 2010	Three Months Ended September 30, 2009		Three Months Ended September 30, 2010	Three Months Ended September 30, 2009
Cash Flow Hedging Relationships					
Interest rate swaps	\$ 3,100	\$ (1,527)	Interest expense, net of amounts capitalized	\$	\$
Natural gas swaps	(447)	374	Other gains (losses), net		
<b>Total</b>	\$ 2,653	\$ (1,153)	<b>Total</b>	\$	\$

Amount of Gain (Loss)

Derivatives in	Recognized in OCI on Derivative (Effective Portion)		Location of Amount Reclassified from Accumulated OCI into Income	Amount Reclassified from Accumulated OCI into Income	
	Nine Months Ended September 30, 2010	Nine Months Ended September 30, 2009		Nine Months Ended September 30, 2010	Nine Months Ended September 30, 2009
Cash Flow Hedging Relationships			Interest expense, net of amounts capitalized		
Interest rate swaps	\$ 8,698	\$ 946		\$	\$
Natural gas swaps	(540)	987	Other gains (losses), net	(89)	
<b>Total</b>	<b>\$ 8,158</b>	<b>\$ 1,933</b>	<b>Total</b>	<b>\$ (89)</b>	<b>\$</b>

Derivatives Not Designated as Hedging Instruments	Location of Gain (Loss) Recognized in Income on Derivatives	Amount of Gain (Loss) Recognized in Income on Derivative			
		Three Months Ended September 30, 2010	Three Months Ended September 30, 2009	Nine Months Ended September 30, 2010	Nine Months Ended September 30, 2009
Natural gas swaps	Other gains and (losses), net	\$	\$	\$ 202	\$ (106)

**11. SUPPLEMENTAL CASH FLOW DISCLOSURES:**

Cash paid for interest related to continuing operations for the respective periods was comprised of (in thousands):

	Three Months Ended		Nine Months Ended	
	September 30,		September 30,	
	2010	2009	2010	2009
Debt interest paid	\$ 10,383	\$ 9,690	\$ 43,049	\$ 48,072
Deferred financing costs paid		8,077		8,077
Capitalized interest	(459)	(448)	(824)	(1,275)
Cash interest paid, net of capitalized interest	\$ 9,924	\$ 17,319	\$ 42,225	\$ 54,874

Net cash refunds of income tax payments for the nine months ended September 30, 2010 and 2009 were \$28.8 million and \$3.7 million, respectively (net of cash payments of income taxes of \$1.3 and \$1.6 million, respectively).

**12. STOCK PLANS:**

The Company's 2006 Omnibus Incentive Plan (the Plan) permits the grant of stock options, restricted stock, and restricted stock units to its directors and employees for up to 2,690,000 shares of common stock. The Plan also provides that no more than 1,350,000 of those shares may be granted for awards other than options or stock appreciation rights. The Company records compensation expense equal to the fair value of each stock option award granted on a straight line basis over the option's vesting period unless the option award contains a market provision, in which case the Company records compensation expense equal to the fair value of each award on a straight line basis over the requisite service period for each separately vesting portion of the award. The fair value of each option award is estimated on the date of grant using the Black-Scholes-Merton option pricing formula. During the three months and nine months ended September 30, 2010, the Company granted 7,200 and 510,396 stock options, respectively, with a weighted-average grant-date fair value of \$13.29 and \$11.55, respectively. Including shares permitted under previous plans, at September 30, 2010 and December 31, 2009, there were 3,615,247 and 3,364,183 shares, respectively, of the Company's common stock reserved for future issuance pursuant to the exercise of outstanding stock options.

The Plan also provides for the award of restricted stock and restricted stock units (Restricted Stock Awards). The fair value of Restricted Stock Awards is determined based on the market price of the Company's stock at the date of grant. The Company records compensation expense equal to the fair value of each Restricted Stock Award granted over the vesting period. During the three months and nine months ended September 30, 2010, the Company granted 3,000 and 248,530 Restricted Stock Awards, respectively, with a weighted-average grant-date fair value of \$27.29 and \$21.25, respectively. At September 30, 2010 and December 31, 2009, Restricted Stock Awards of 460,705 and 318,768 shares, respectively, were outstanding.

Under its long term incentive plan for key executives (LTIP) pursuant to the Plan, in February 2008, the Company granted selected executives and other key employees 449,500 restricted stock units (LTIP Restricted Stock Units), which initially vested to the extent performance criteria were satisfied at the end of their four-year term. On September 3, 2010, the Company and certain executives entered into amendments to certain of the LTIP Restricted Stock Unit award agreements. As amended, the LTIP Restricted Stock Units will vest as follows: 25% of the LTIP Restricted Stock Units vested on the date of amendment; some, all or none of the remaining 75% of the LTIP Restricted Stock Units will vest on February 4, 2012 based on the extent to which the performance criteria specified in the original award agreement are satisfied (consistent with the original terms of the award agreements); and 25% of the LTIP Restricted Stock Units will vest on December 31, 2012 provided that the recipient remains employed by the Company on such date (unless vested earlier on February 4, 2012 to the extent performance criteria are satisfied). The number of LTIP Restricted Stock Units

that ultimately vest will be determined based on the achievement of various company-wide performance goals. Based on current projections, the Company expects that portions of the performance goals will be achieved and, when coupled with the time-based portion of the awards, all of the LTIP Restricted Stock Units granted will vest. As a result of the amendments to the LTIP Restricted Stock Unit award agreements, the Company recorded additional compensation cost of \$2.5 million during the three months and nine months ended September 30, 2010. The Company is currently recording compensation expense equal to the fair value of all of the LTIP Restricted Stock Units granted on a straight-line basis over the vesting period. If there are changes in the expected achievement of the performance goals, the Company will adjust compensation expense accordingly. The fair value of the LTIP Restricted Stock Units was determined based on the market price of the Company's stock at the date of grant for the performance-based awards and based on the market price of the Company's stock at the date of the amendments for the time-based awards. At September 30, 2010 and December 31, 2009, LTIP Restricted Stock Units of 281,500 and 365,750 shares, respectively, were outstanding.

Under the LTIP, in February 2008, the Company also granted selected executives and other key employees 650,000 stock options ( LTIP Stock Options ), which vested two to four years from the date of grant and had a term of ten years. The LTIP Stock Options were granted with an exercise price of \$38.00, while the market price of the Company's common stock on the grant date was \$31.02. As a result of this market condition, prior to August 6, 2009, the Company recorded compensation expense equal to the fair value of each LTIP Stock Option granted on a straight-line basis over the requisite service period for each separately vesting portion of the award.

On August 6, 2009, the Company entered into Stock Option Cancellation Agreements with certain members of its management team, pursuant to which such individuals surrendered and cancelled 510,000 LTIP Stock Options with an exercise price of \$38.00 per share, as well as 472,200 stock options with exercise prices ranging from \$40.22 to \$56.14 per share, to purchase shares of the Company's common stock (the Cancelled Stock Options ), in order to make additional shares available under the Company's 2006 Omnibus Incentive Plan for future equity grants to Company personnel. Pursuant to the terms of the Stock Option Cancellation Agreements, these individuals and the Company acknowledged and agreed that the surrender and cancellation of the Cancelled Stock Options was without any expectation to receive, and was without any obligation on the Company to pay or grant, any cash payment, equity awards or other consideration presently or in the future in regard to the cancellation of the Cancelled Stock Options. The Company determined that because the Cancelled Stock Options were cancelled without a concurrent grant of a replacement award, the cancellation should be accounted for as a settlement for no consideration. Therefore, the Company recorded the previously unrecognized compensation cost related to the Cancelled Stock Options of \$3.0 million during the three months and nine months ended September 30, 2009. At both September 30, 2010 and December 31, 2009, LTIP Stock Options of 76,666 shares were outstanding.

The compensation cost that has been charged against pre-tax income for all of the Company's stock-based compensation plans, including the additional compensation cost related to the amendments of the LTIP Restricted Stock Unit award agreements and the previously unrecognized compensation cost related to the Cancelled Stock Options described above, was \$4.4 million and \$4.6 million for the three months ended September 30, 2010 and 2009, respectively, and \$8.0 million and \$8.6 million for the nine months ended September 30, 2010 and 2009, respectively.

**13. RETIREMENT AND POSTRETIREMENT BENEFITS OTHER THAN PENSION PLANS:**

Net periodic pension expense reflected in the accompanying condensed consolidated statements of operations included the following components for the respective periods (in thousands):

	Three months ended		Nine months ended	
	September 30,		September 30,	
	2010	2009	2010	2009
Interest cost	\$ 1,309	\$ 1,254	\$ 3,685	\$ 3,763
Expected return on plan assets	(1,245)	(961)	(3,639)	(2,883)
Amortization of net actuarial loss	894	906	1,932	2,717
Amortization of prior service cost		1		3
Total net periodic pension expense	\$ 958	\$ 1,200	\$ 1,978	\$ 3,600

Net postretirement benefit expense reflected in the accompanying condensed consolidated statements of operations included the following components for the respective periods (in thousands):

	Three months		Nine months ended	
	ended		September 30,	
	September 30,		September 30,	
	2010	2009	2010	2009
Service cost	\$ 17	\$ 16	\$ 51	\$ 47
Interest cost	244	242	731	725
Amortization of net gain	(4)		(10)	
Amortization of curtailment gain	(61)	(106)	(183)	(320)
Total net postretirement benefit expense	\$ 196	\$ 152	\$ 589	\$ 452

**14. INCOME TAXES:**

The Company's effective tax rate as applied to pre-tax loss was 35% and 30% for the three months ended September 30, 2010 and 2009, respectively. The Company's increased effective tax rate during the 2010 period was due primarily to the effect of the change in the estimated annual effective rate as applied to prior quarters' income during the 2009 period.

The Company's effective tax rate as applied to pre-tax (loss) income was 32% and 61% for the nine months ended September 30, 2010 and 2009, respectively. Under the Patient Protection and Affordable Care Act, which became law on March 23, 2010, as amended by the Health Care and Education Reconciliation Act of 2010, which became law on March 30, 2010, the Company and other companies that receive a subsidy under Medicare Part D to provide retiree prescription drug coverage will no longer receive a Federal income tax deduction for the expenses incurred in connection with providing the subsidized coverage to the extent of the subsidy received. Because future anticipated retiree health care liabilities and related subsidies were already reflected in the Company's financial statements, this change required the Company to reduce the value of the related tax benefits recognized in its financial statements during the period the law was enacted. As a result, the Company recorded a one-time, non-cash tax charge of \$0.8 million during the nine months ended September 30, 2010 to reflect the impact of this change. This charge, as well as changes in the Company's valuation allowances in each period, resulted in the change to the effective tax rate noted above.

As of September 30, 2010, the Company had a current income tax receivable of \$36.5 million, which represented amounts receivable pursuant to the filing of the Company's 2009 federal income tax return, which included the casualty loss sustained for income tax purposes.



As of September 30, 2010 and December 31, 2009, the Company had \$16.0 million and \$16.1 million of unrecognized tax benefits, respectively, of which \$9.1 million and \$8.0 million, respectively, would affect the Company's effective tax rate if recognized. These liabilities are recorded in other long-term liabilities in the accompanying condensed consolidated balance sheets. It is expected that the unrecognized tax benefits will change in the next twelve months; however, the Company does not expect the change to have a significant impact on the results of operations or the financial position of the Company. As of September 30, 2010 and December 31, 2009, the Company had accrued \$1.6 million and \$1.1 million, respectively, of interest and \$0.1 million of penalties related to uncertain tax positions.

#### **15. COMMITMENTS AND CONTINGENCIES:**

As further discussed in Note 3, on May 3, 2010, Gaylord Opryland, the Grand Ole Opry, certain of the Company's Nashville-based attractions, and certain of the Company's corporate offices experienced significant damage as a result of the Nashville Flood. The Company plans to repair the damage to these facilities in order to reopen them at various dates during 2010. The Company has entered into several agreements with general contractors and other suppliers for the provision of certain remediation and construction services at the facilities damaged by the Nashville Flood. As of September 30, 2010, the Company had open commitments to pay \$79.5 million under those agreements. The Company currently estimates that the total cost of the project to remediate and rebuild the facilities damaged by the Nashville Flood will be approximately \$215-225 million, which includes the estimated costs for remediating and rebuilding the damaged facilities and capitalized interest, but excludes pre-opening costs. As of September 30, 2010, the Company has spent approximately \$99.5 million (including capitalized interest, but excluding preopening costs) on this project. The Company also has commitments for maintenance capital expenditures and other projects. On September 3, 2008, the Company announced it had entered into a land purchase agreement with DMB Mesa Proving Grounds LLC, an affiliate of DMB Associates, Inc. (DMB), to create a resort and convention hotel at the Mesa Proving Grounds in Mesa, Arizona, which is located approximately 30 miles from downtown Phoenix. The DMB development is planned to host an urban environment that features a Gaylord resort property, a retail development, a golf course, office space, residential offerings and significant other mixed-use components. The Company's purchase agreement includes the purchase of 100 acres of real estate within the 3,200-acre Mesa Proving Grounds. The project is contingent on the finalization of entitlements and incentives, and final approval by the Company's board of directors. The Company made an initial deposit of a portion of the land purchase price upon execution of the agreement with DMB, and additional deposit amounts are due upon the occurrence of various development milestones, including required governmental approvals of the entitlements and incentives. These deposits are refundable to the Company upon a termination of the agreement with DMB during a specified due diligence period, except in the event of a breach of the agreement by the Company. The timing of this development is uncertain, and the Company has not made any financing plans or, except as described above, made any commitments in connection with the proposed development.

The Company is considering other potential hotel sites throughout the country. The timing and extent of any of these development projects is uncertain, and the Company has not made any commitments, received any government approvals or made any financing plans in connection with these development projects.

Through joint venture arrangements with two private real estate funds managed by DB Real Estate Opportunities Group, the Company holds minority ownership interests in two joint ventures which were formed to own and operate hotels in Hawaii. The Company owns a 19.9% ownership interest in RHAC Holdings, LLC, which it acquired in exchange for its initial capital contribution of \$4.7 million to RHAC Holdings, LLC in 2005. Through a wholly-owned subsidiary, RHAC, LLC, RHAC Holdings LLC owns the 716-room Aston Waikiki Beach Hotel and related assets located in Honolulu, Hawaii. The Company holds an 18.1% ownership interest in Waipouli Holdings, LLC, which it acquired in exchange for its initial capital contribution of \$3.8 million to Waipouli Holdings, LLC in 2006. Through a wholly-owned subsidiary, Waipouli Owner, LLC, Waipouli Holdings, LLC previously owned the 311-room ResortQuest Kauai Beach at Makaiwa Hotel and

related assets located in Kapaa, Hawaii ( the Kauai Hotel ). During October 2010, the mortgage lender directed the sale of the Kauai Hotel, which will not result in any proceeds to Waipouli Owner, LLC. As part of the joint venture arrangements, the Company entered into contribution agreements with the majority owners, which owners had guaranteed certain recourse liabilities under third-party loans to the joint ventures. The guarantees of the joint venture loans guaranteed each of the subsidiaries' obligations under its third party loans for as long as those loans remain outstanding (i) in the event of certain types of fraud, breaches of environmental representations or warranties, or breaches of certain special purpose entity covenants by the subsidiaries, or (ii) in the event of bankruptcy or reorganization proceedings of the subsidiaries. The Company agreed that, in the event a majority owner is required to make any payments pursuant to the terms of these guarantees of joint venture loans, it will contribute to the majority owner an amount based on its proportional interest in the applicable joint venture. The Company estimates that the maximum potential amount for which the Company could be liable under the contribution agreements is \$23.8 million, which represents its pro rata share of the \$121.2 million of total debt that was subject to the guarantees prior to the sale of the Kauai Hotel. As of September 30, 2010, the Company had not recorded any liability in the condensed consolidated balance sheet associated with the contribution agreements. The Company has determined that Waipouli Holdings, LLC is a VIE, as the voting rights of the Company are not proportional to its right to receive the expected residual returns of the entity. The Company has determined that it is not the primary beneficiary of this VIE, as it does not have the power to direct the activities that most significantly impact the VIE's economic performance. On February 22, 2005, the Company concluded the settlement of litigation with Nashville Hockey Club Limited Partnership ( NHC ), which owned the Nashville Predators NHL hockey team, over (i) NHC's obligation to redeem the Company's ownership interest, and (ii) the Company's obligations under the Nashville Arena Naming Rights Agreement dated November 24, 1999. Under the Naming Rights Agreement, which had a 20-year term through 2018, the Company was required to make annual payments to NHC, beginning at \$2,050,000 in 1999 and with a 5% escalation each year thereafter, and to purchase a minimum number of tickets to Predators games each year. At the closing of the settlement, NHC redeemed all of the Company's outstanding limited partnership units in the Predators pursuant to a Purchase Agreement dated February 22, 2005, effectively terminating the Company's ownership interest in the Predators. In addition, the Naming Rights Agreement was cancelled pursuant to the Acknowledgment of Termination of Naming Rights Agreement. As a part of the settlement, the Company made a one-time cash payment to NHC of \$4 million and issued to NHC a 5-year, \$5 million promissory note bearing interest at 6% per annum. The note is payable at \$1 million per year for 5 years and has an outstanding balance of \$1.0 million as of September 30, 2010. In addition, pursuant to a Consent Agreement among the Company, the National Hockey League and owners of NHC, the Company's guaranty described below has been limited as described below. In connection with the Company's execution of an Agreement of Limited Partnership with NHC on June 25, 1997, the Company, its subsidiary CCK, Inc., Craig Leipold, Helen Johnson-Leipold (Mr. Leipold's wife) and Samuel C. Johnson (Mr. Leipold's father-in-law) entered into a guaranty agreement executed in favor of the National Hockey League (NHL). This agreement provides for a continuing guarantee of the following obligations for as long as either of these obligations remains outstanding: (i) all obligations under the expansion agreement between NHC and the NHL; and (ii) all operating expenses of NHC. The maximum potential amount which the Company and CCK, collectively, could be liable under the guaranty agreement is \$15.0 million, although the Company and CCK would have recourse against the other guarantors if required to make payments under the guarantee. In connection with the legal settlement with the Nashville Predators consummated on February 22, 2005, this guaranty has been limited so that the Company is not responsible for any debt, obligation or liability of NHC that arises from any act, omission or circumstance occurring after the date of the legal settlement. As of September 30, 2010, the Company had not recorded any liability in the condensed consolidated balance sheet associated with this guarantee. The Company has purchased stop-loss coverage in order to limit its exposure to any significant levels of claims relating to workers' compensation, employee medical benefits and general liability for which it is self-insured.



The Company has entered into employment agreements with certain officers, which provides for severance payments upon certain events, including certain terminations in connection with a change of control.

As of September 30, 2010, approximately 19% of the Company's employees were represented by labor unions and are working pursuant to the terms of the collective bargaining agreements which have been negotiated with the four unions representing these employees.

The Company, in the ordinary course of business, is involved in certain legal actions and claims on a variety of other matters. It is the opinion of management that such legal actions will not have a material effect on the results of operations, financial condition or liquidity of the Company.

**16. FAIR VALUE MEASUREMENTS:**

The Company uses a three-tier fair value hierarchy, which prioritizes the inputs used in measuring fair value. These tiers include: Level 1, defined as observable inputs such as quoted prices in active markets; Level 2, defined as inputs other than quoted prices in active markets that are either directly or indirectly observable; and Level 3, defined as unobservable inputs in which little or no market data exists, therefore requiring an entity to develop its own assumptions.

As of September 30, 2010, the Company held certain assets and liabilities that are required to be measured at fair value on a recurring basis. These included the Company's derivative instruments related to interest rates and natural gas prices and investments held in conjunction with the Company's non-qualified contributory deferred compensation plan.

The Company's interest rate and natural gas derivative instruments consist of over-the-counter swap contracts, which are not traded on a public exchange. See Note 10 for further information on the Company's derivative instruments and hedging activities. The Company determines the fair values of these swap contracts based on quotes, with appropriate adjustments for any significant impact of non-performance risk of the parties to the swap contracts. Therefore, the Company has categorized these swap contracts as Level 2. The Company has consistently applied these valuation techniques in all periods presented and believes it has obtained the most accurate information available for the types of derivative contracts it holds.

The investments held by the Company in connection with its deferred compensation plan consist of mutual funds traded in an active market. The Company determined the fair value of these mutual funds based on the net asset value per unit of the funds or the portfolio, which is based upon quoted market prices in an active market. Therefore, the Company has categorized these investments as Level 1. The Company has consistently applied these valuation techniques in all periods presented and believes it has obtained the most accurate information available for the types of investments it holds.

The Company's assets and liabilities measured at fair value on a recurring basis at September 30, 2010, were as follows (in thousands):

	<b>September 30, 2010</b>	<b>Markets for Identical Assets (Level 1)</b>	<b>Observable Inputs (Level 2)</b>	<b>Unobservable Inputs (Level 3)</b>
Deferred compensation plan investments	\$ 11,895	\$ 11,895	\$	\$
Total assets measured at fair value	\$ 11,895	\$ 11,895	\$	\$
Variable to fixed natural gas swaps	\$ 460	\$	\$ 460	\$
Variable to fixed interest rate swaps	16,963		16,963	
Total liabilities measured at fair value	\$ 17,423	\$	\$ 17,423	\$

The remainder of the assets and liabilities held by the Company at September 30, 2010 are not required to be measured at fair value. The carrying value of certain of these assets and liabilities do not approximate fair value, as described below.

As further discussed in Note 8, in connection with the development of Gaylord National, the Company received two notes receivable from Prince George's County, Maryland which had an aggregate carrying value of \$132.7 million as of September 30, 2010. The aggregate fair value of these notes receivable, based upon current market interest rates of notes receivable with comparable market ratings and current expectations about the timing of debt service payments under the notes, was approximately \$156 million as of September 30, 2010.

As more fully discussed in Note 9, the Company has \$700.0 million in borrowings outstanding under the \$1.0 Billion Credit Facility that accrue interest at a rate of LIBOR plus 2.50%. Because the margin of 2.50% is fixed, the carrying value of borrowings outstanding do not approximate fair value. The fair value of the \$700.0 million in borrowings outstanding under the \$1.0 Billion Credit Facility, based upon the present value of cash flows discounted at current market interest rates, was approximately \$670 million as of September 30, 2010.

As more fully discussed in Note 9, the Company has outstanding \$360.0 million in aggregate principal amount of Convertible Notes due 2014 that accrue interest at a fixed rate of 3.75%. The carrying value of these notes on September 30, 2010 was \$303.5 million, net of discount. The fair value of the Convertible Notes, based upon the present value of cash flows discounted at current market interest rates, was approximately \$331 million as of September 30, 2010.

As shown in Note 9, the Company has outstanding \$152.2 million in aggregate principal amount of senior notes due 2014 that accrue interest at a fixed rate of 6.75%. The fair value of these notes, based upon quoted market prices, was \$152.2 million as of September 30, 2010.

The carrying amount of short-term financial instruments (cash, short-term investments, trade receivables, accounts payable and accrued liabilities) approximates fair value due to the short maturity of those instruments. The concentration of credit risk on trade receivables is minimized by the large and diverse nature of the Company's customer base.

## 17. STOCKHOLDERS EQUITY:

### *Shareholder Rights Plan*

On August 12, 2008, the Company's Board of Directors adopted a shareholder rights plan, as set forth in the Rights Agreement dated as of August 12, 2008 (the "Original Rights Agreement"), by and between the Company and Computershare Trust Company, N.A., as rights agent ("Computershare"). Pursuant to the terms of the Original Rights Agreement, the Board of Directors declared a dividend of one preferred share purchase right (a "Right") for each outstanding share of common stock, par value \$.01 per share. The dividend was payable on August 25, 2008 to the shareholders of record as of the close of business on August 25, 2008. The Original Rights Agreement was amended on March 9, 2009.

The Rights initially trade with, and are inseparable from, the Company's common stock. The Rights are evidenced only by the balances indicated in the book-entry account system of the transfer agent for the Company's common stock or, in the case of certificated shares, the certificates that represent such shares of common stock. New Rights will accompany any new shares of common stock the Company issues after August 25, 2008 until the earlier of the Distribution Date, the redemption date or the final expiration date of the Original Rights Agreement, each as described below.

Each Right will allow its holder to purchase from the Company one one-hundredth of a share of Series A Junior Participating Preferred Stock ("Preferred Share") for \$95.00, once the Rights become exercisable. This portion of a Preferred Share will give the shareholder approximately the same dividend, voting, and liquidation rights as would one share of common stock. Prior to exercise, the Right does not give its holder any dividend, voting, or liquidation rights.

Based on the terms of the Original Rights Agreement, as amended, the Rights will not be exercisable until the earlier of the following (the "Distribution Date"):

10 days after the public announcement that a person or group has become an "Acquiring Person" by obtaining beneficial ownership of 22% or more of the Company's outstanding common stock; or

10 business days (or a later date determined by the Board before any person or group becomes an "Acquiring Person") after a person or group begins a tender or exchange offer (other than a "Qualified Offer" as defined) which, if completed, would result in that person or group becoming an "Acquiring Person."

After the Distribution Date, each Right will generally entitle the holder, except the "Acquiring Person" or any associate or affiliate thereof, to acquire, for the exercise price of \$95.00 per Right (subject to adjustment as provided in the Rights Agreement), shares of the Company's common stock (or, in certain circumstances, Preferred Shares) having a market value equal to twice the Right's then-current exercise price. In addition, if the Company is later acquired in a merger or similar transaction after the Distribution Date, each Right will generally entitle the holder, except the "Acquiring Person" or any associate or affiliate thereof, to acquire, for the exercise price of \$95.00 per Right (subject to adjustment as provided in the Rights Agreement), shares of the acquiring corporation having a market value equal to twice the Right's then-current exercise price.

Each one one-hundredth of a Preferred Share, if issued:

will not be redeemable;

will entitle holders to quarterly dividend payments of \$.01 per one one-hundredth of a share, or an amount equal to the dividend paid on one share of common stock, whichever is greater;

will entitle holders upon liquidation either to receive \$1 per one one-hundredth of a share or an amount equal to the payment made on one share of common stock, whichever is greater;

will have the same voting power as one share of common stock; and

if shares of the Company's common stock are exchanged via merger, consolidation, or a similar transaction, will entitle holders to a per share payment equal to the payment made on one share of common stock.

The value of one one-hundredth of a Preferred Share will generally approximate the value of one share of common stock.

The Rights will expire on August 12, 2011, unless previously redeemed, or such later date as determined by the Board (so long as such determination is made prior to the earlier of the Distribution Date or August 12, 2011).

The Board may redeem the Rights for \$.001 per Right at any time prior to the Distribution Date. If the Board redeems any Rights, it must redeem all of the Rights. Once the Rights are redeemed, the only right of the holders of Rights will be to receive the redemption price of \$.001 per Right. The redemption price will be adjusted if the Company has a stock split or stock dividends of the Company's common stock.

After a person or group becomes an Acquiring Person, but before an Acquiring Person owns 50% or more of the Company's outstanding common stock, the Board may extinguish the Rights by exchanging one share of common stock or an equivalent security for each Right, other than Rights held by the Acquiring Person and its associates and affiliates.

#### ***Agreements with Stockholders***

During the nine months ended September 30, 2009, the Company incurred various costs in connection with preparing for a proxy contest, reaching agreements with two of its larger stockholders, and reimbursing certain expenses pursuant to one of the agreements totaling \$1.0 million. In addition, the Company incurred costs of \$0.9 million in connection with the settlement of the Company's shareholder rights plan litigation. These costs are included in selling, general and administrative expense in the accompanying condensed consolidated statement of operations.

#### ***Treasury Stock***

On December 18, 2008, following approval by the Human Resources Committee and the Board of Directors, the Company and the Company's Chairman of the Board of Directors and Chief Executive Officer ( Executive ) entered into an amendment to Executive's employment agreement. The amendment provided Executive with the option of making an irrevocable election to invest his existing Supplemental Employee Retirement Plan ( SERP ) benefit in Company common stock, which election Executive subsequently made. The investment was made by a rabbi trust in which, during January 2009, the independent trustee of the rabbi trust purchased shares of Company common stock in the open market in compliance with applicable law. Executive is only entitled to a distribution of the Company common stock held by the rabbi trust in satisfaction of his SERP benefit. As such, the Company believes that the ownership of shares of common stock by the rabbi trust and the distribution of those shares to Executive in satisfaction of his SERP benefit meets the requirements

necessary so that the Company will not recognize any increase or decrease in expense as a result of subsequent changes in the value of the Company common stock and the purchased shares are treated as treasury stock and the SERP benefit is included in additional paid-in capital in the Company's accompanying condensed consolidated financial statements.

**18. EMPLOYEE SEVERANCE COSTS:**

In the nine months ended September 30, 2010, as a result of the Nashville Flood, the Company temporarily eliminated approximately 1,700 employee positions at Gaylord Opryland. As a result, the Company recognized approximately \$2.3 million in severance costs in the nine months ended September 30, 2010. These costs are included in casualty loss in the accompanying condensed consolidated statement of operations. The Company has rehired the majority of these positions in preparation for the reopening of Gaylord Opryland.

In the nine months ended September 30, 2009, as part of the Company's cost containment initiative, the Company eliminated approximately 475 employee positions, which included positions in all segments of the organization. As a result, the Company recognized approximately \$7.3 million in severance costs in the nine months ended September 30, 2009. These costs are comprised of operating costs and selling, general and administrative costs of \$3.0 million and \$4.3 million, respectively, for the nine months ended September 30, 2009, in the accompanying condensed consolidated statements of operations.

**19. FINANCIAL REPORTING BY BUSINESS SEGMENTS:**

The Company's continuing operations are organized into three principal business segments:

*Hospitality*, which includes the Gaylord Opryland Resort and Convention Center, the Gaylord Palms Resort and Convention Center, the Gaylord Texan Resort and Convention Center, the Gaylord National Resort and Convention Center and the Radisson Hotel at Opryland, as well as the Company's ownership interests in two joint ventures;

*Opry and Attractions*, which includes the Grand Ole Opry, WSM-AM, and the Company's Nashville-based attractions; and

*Corporate and Other*, which includes the Company's corporate expenses.

The following information from continuing operations is derived directly from the segments' internal financial reports used for corporate management purposes (amounts in thousands):

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2010	2009	2010	2009
Revenues:				
Hospitality	\$ 147,234	\$ 182,021	\$ 523,849	\$ 583,173
Opry and Attractions	11,011	16,472	32,702	43,010
Corporate and Other	27	20	81	70
Total	\$ 158,272	\$ 198,513	\$ 556,632	\$ 626,253
Depreciation and amortization:				
Hospitality	\$ 21,866	\$ 25,876	\$ 67,528	\$ 75,414
Opry and Attractions	1,019	1,121	3,439	3,494
Corporate and Other	2,369	2,479	7,309	7,276
Total	\$ 25,254	\$ 29,476	\$ 78,276	\$ 86,184
Operating income (loss):				
Hospitality	\$ 16,092	\$ 18,823	\$ 76,347	\$ 77,851
Opry and Attractions	92	2,643	346	2,863
Corporate and Other	(17,312)	(15,047)	(45,974)	(45,506)
Casualty loss	(6,014)		(37,361)	
Preopening costs	(25,474)		(31,714)	
Total operating (loss) income	(32,616)	6,419	(38,356)	35,208
Interest expense, net of amounts capitalized	(20,334)	(18,676)	(60,929)	(55,505)
Interest income	3,344	3,382	9,852	11,411
Income from unconsolidated companies		30	117	147
Net gain on extinguishment of debt			1,299	24,726
Other gains and (losses), net	377	(84)	217	3,420
(Loss) income before (benefit) provision for income taxes	\$ (49,229)	\$ (8,929)	\$ (87,800)	\$ 19,407

## 20. INFORMATION CONCERNING GUARANTOR AND NON-GUARANTOR SUBSIDIARIES:

Not all of the Company's subsidiaries have guaranteed the Company's Convertible Notes and 6.75% senior notes. The Company's Convertible Notes and 6.75% senior notes are guaranteed on a senior unsecured basis by generally all of the Company's active domestic subsidiaries (the Guarantors). The Company's investment in joint ventures and certain discontinued operations and inactive subsidiaries (the Non-Guarantors) do not guarantee the Company's Convertible Notes and 6.75% senior notes.

The following condensed consolidating financial information includes certain allocations of revenues and expenses based on management's best estimates, which are not necessarily indicative of financial position, results of operations and cash flows that these entities would have achieved on a stand alone basis.



**GAYLORD ENTERTAINMENT COMPANY AND SUBSIDIARIES**  
**Condensed Consolidating Statement of Operations**  
**For the Three Months Ended September 30, 2010**

(in thousands)	<b>Issuer</b>	<b>Guarantors</b>	<b>Non- Guarantors</b>	<b>Eliminations</b>	<b>Consolidated</b>
Revenues	\$ 2,422	\$ 158,266	\$	\$ (2,416)	\$ 158,272
Operating expenses:					
Operating costs		98,497		1	98,498
Selling, general and administrative	7,638	28,011		(1)	35,648
Casualty loss	1,052	4,962			6,014
Preopening costs		25,474			25,474
Management fees		2,416		(2,416)	
Depreciation and amortization	1,074	24,180			25,254
Operating loss	(7,342)	(25,274)			(32,616)
Interest expense, net of amounts capitalized	(20,956)	(28,916)	(96)	29,634	(20,334)
Interest income	24,614	4,549	3,815	(29,634)	3,344
Other gains and (losses), net	(58)	435			377
(Loss) income before (benefit) provision for income taxes	(3,742)	(49,206)	3,719		(49,229)
Benefit (provision) for income taxes	2,770	15,931	(1,298)		17,403
Equity in subsidiaries losses, net	(30,808)			30,808	
(Loss) income from continuing operations	(31,780)	(33,275)	2,421	30,808	(31,826)
(Loss) income from discontinued operations, net of taxes		(11)	57		46
Net (loss) income	\$ (31,780)	\$ (33,286)	\$ 2,478	\$ 30,808	\$ (31,780)



**GAYLORD ENTERTAINMENT COMPANY AND SUBSIDIARIES**  
**Condensed Consolidating Statement of Operations**  
**For the Three Months Ended September 30, 2009**

(in thousands)	<b>Issuer</b>	<b>Guarantors</b>	<b>Non- Guarantors</b>	<b>Eliminations</b>	<b>Consolidated</b>
Revenues	\$ 2,672	\$ 198,507	\$	\$ (2,666)	\$ 198,513
Operating expenses:					
Operating costs		121,895			121,895
Selling, general and administrative	6,071	34,652			40,723
Management fees		2,666		(2,666)	
Depreciation and amortization	1,322	28,154			29,476
Operating (loss) income	(4,721)	11,140			6,419
Interest expense, net of amounts capitalized	(19,260)	(29,528)		30,112	(18,676)
Interest income	5,476	24,395	3,623	(30,112)	3,382
Income from unconsolidated companies		30			30
Other gains and (losses), net	(7)	(77)			(84)
(Loss) income before (benefit) provision for income taxes	(18,512)	5,960	3,623		(8,929)
Benefit (provision) for income taxes	16,644	(8,887)	(5,101)		2,656
Equity in subsidiaries losses, net	(11,033)			11,033	
Income (loss) from continuing operations	(12,901)	(2,927)	(1,478)	11,033	(6,273)
(Loss) income from discontinued operations, net of taxes		(6,753)	125		(6,628)
Net loss	\$ (12,901)	\$ (9,680)	\$ (1,353)	\$ 11,033	\$ (12,901)

**GAYLORD ENTERTAINMENT COMPANY AND SUBSIDIARIES**  
**Condensed Consolidating Statement of Operations**  
**For the Nine Months Ended September 30, 2010**

(in thousands)	<b>Issuer</b>	<b>Guarantors</b>	<b>Non- Guarantors</b>	<b>Eliminations</b>	<b>Consolidated</b>
Revenues	\$ 5,696	\$ 556,661	\$	\$ (5,725)	\$ 556,632
Operating expenses:					
Operating costs		333,808		(9)	333,799
Selling, general and administrative	17,338	96,538		(38)	113,838
Casualty loss	4,852	32,509			37,361
Preopening costs		31,714			31,714
Management fees		5,678		(5,678)	
Depreciation and amortization	3,529	74,747			78,276
Operating loss	(20,023)	(18,333)			(38,356)
Interest expense, net of amounts capitalized	(62,210)	(86,986)	(251)	88,518	(60,929)
Interest income	72,825	14,372	11,173	(88,518)	9,852
Income from unconsolidated companies		117			117
Net gain on extinguishment of debt	1,299				1,299
Other gains and (losses), net	(54)	271			217
(Loss) income before (benefit) provision for income taxes	(8,163)	(90,559)	10,922		(87,800)
Benefit (provision) for income taxes	3,550	28,416	(3,841)		28,125
Equity in subsidiaries losses, net	(51,737)			51,737	
(Loss) income from continuing operations	(56,350)	(62,143)	7,081	51,737	(59,675)
Income from discontinued operations, net of taxes		23	3,302		3,325
Net (loss) income	\$ (56,350)	\$ (62,120)	\$ 10,383	\$ 51,737	\$ (56,350)

**GAYLORD ENTERTAINMENT COMPANY AND SUBSIDIARIES**  
**Condensed Consolidating Statement of Operations**  
**For the Nine Months Ended September 30, 2009**

(in thousands)	<b>Issuer</b>	<b>Guarantors</b>	<b>Non- Guarantors</b>	<b>Eliminations</b>	<b>Consolidated</b>
Revenues	\$ 6,841	\$ 626,234	\$	\$ (6,822)	\$ 626,253
Operating expenses:					
Operating costs		377,834			377,834
Selling, general and administrative	17,682	109,345			127,027
Management fees		6,822		(6,822)	
Depreciation and amortization	4,047	82,137			86,184
Operating (loss) income	(14,888)	50,096			35,208
Interest expense, net of amounts capitalized	(57,176)	(87,995)		89,666	(55,505)
Interest income	17,845	72,615	10,617	(89,666)	11,411
Income from unconsolidated companies		147			147
Net gain on extinguishment of debt	24,726				24,726
Other gains and (losses), net	43	3,377			3,420
(Loss) income before (benefit) provision for income taxes	(29,450)	38,240	10,617		19,407
Benefit (provision) for income taxes	21,362	(24,981)	(8,139)		(11,758)
Equity in subsidiaries earnings, net	8,665			(8,665)	
Income from continuing operations	577	13,259	2,478	(8,665)	7,649
Loss from discontinued operations, net of taxes		(6,990)	(82)		(7,072)
Net income	\$ 577	\$ 6,269	\$ 2,396	\$ (8,665)	\$ 577

**GAYLORD ENTERTAINMENT COMPANY AND SUBSIDIARIES**  
**Condensed Consolidating Balance Sheet**  
**September 30, 2010**

(in thousands)	<b>Issuer</b>	<b>Guarantors</b>	<b>Non- Guarantors</b>	<b>Eliminations</b>	<b>Consolidated</b>
<b>ASSETS</b>					
Current assets:					
Cash and cash equivalents unrestricted	\$ 131,007	\$ 4,939	\$	\$	\$ 135,946
Cash and cash equivalents restricted	1,150				1,150
Trade receivables, net		40,381			40,381
Income taxes receivable	36,458				36,458
Deferred income taxes	332	1,233	763		2,328
Other current assets	1,534	55,607		(126)	57,015
Intercompany receivables, net	1,668,582		283,424	(1,952,006)	
Current assets of discontinued operations			63		63
<b>Total current assets</b>	<b>1,839,063</b>	<b>102,160</b>	<b>284,250</b>	<b>(1,952,132)</b>	<b>273,341</b>
Property and equipment, net of accumulated depreciation					
	39,085	2,113,417			2,152,502
Notes receivable, net of current portion		139,873			139,873
Long-term deferred financing costs	13,860				13,860
Other long-term assets	694,590	352,297		(1,000,062)	46,825
Long-term assets of discontinued operations			388		388
<b>Total assets</b>	<b>\$ 2,586,598</b>	<b>\$ 2,707,747</b>	<b>\$ 284,638</b>	<b>\$ (2,952,194)</b>	<b>\$ 2,626,789</b>
<b>LIABILITIES AND STOCKHOLDERS EQUITY</b>					
Current liabilities:					
Current portion of long-term debt and capital lease obligations	\$ 1,000	\$ 222	\$	\$	\$ 1,222
Accounts payable and accrued liabilities	27,331	146,238		(421)	173,148
Estimated fair value of derivative liabilities	17,368				17,368
Intercompany payables, net		1,870,529	81,477	(1,952,006)	
Current liabilities of discontinued operations			483		483
<b>Total current liabilities</b>	<b>45,699</b>	<b>2,016,989</b>	<b>81,960</b>	<b>(1,952,427)</b>	<b>192,221</b>

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Long-term debt and capital lease obligations, net of current portion	1,155,686	353			1,156,039
Deferred income taxes	(28,977)	140,613	613		112,249
Estimated fair value of derivative liabilities	55				55
Other long-term liabilities	52,460	76,338		295	129,093
Long-term liabilities of discontinued operations			451		451
Commitments and contingencies					
Stockholders' equity:					
Preferred stock					
Common stock	472	2,388	1	(2,389)	472
Additional paid-in capital	890,603	1,081,056	(40,120)	(1,040,936)	890,603
Treasury stock	(4,599)				(4,599)
Retained earnings	503,372	(609,990)	241,733	43,263	178,378
Other stockholders' equity	(28,173)				(28,173)
Total stockholders' equity	1,361,675	473,454	201,614	(1,000,062)	1,036,681
Total liabilities and stockholders' equity	\$ 2,586,598	\$ 2,707,747	\$ 284,638	\$ (2,952,194)	\$ 2,626,789

**GAYLORD ENTERTAINMENT COMPANY AND SUBSIDIARIES**  
**Condensed Consolidating Balance Sheet**  
**December 31, 2009**

(in thousands)	Issuer	Guarantors	Non- Guarantors	Eliminations	Consolidated
<b>ASSETS:</b>					
Current assets:					
Cash and cash equivalents unrestricted	\$ 175,871	\$ 4,158	\$	\$	\$ 180,029
Cash and cash equivalents restricted	1,150				1,150
Trade receivables, net		39,864			39,864
Income tax receivable	28,796				28,796
Deferred income taxes	331	1,431	763		2,525
Other current assets	857	50,037		(126)	50,768
Intercompany receivables, net	1,629,974		279,626	(1,909,600)	
Current assets of discontinued operations		2,381	63		2,444
<b>Total current assets</b>	<b>1,836,979</b>	<b>97,871</b>	<b>280,452</b>	<b>(1,909,726)</b>	<b>305,576</b>
Property and equipment, net of accumulated depreciation	47,317	2,102,465			2,149,782
Notes receivable, net of current portion		142,311			142,311
Long-term deferred financing costs	18,081				18,081
Other long-term assets	743,157	353,500		(1,051,799)	44,858
Long-term assets of discontinued operations		415			415
<b>Total assets</b>	<b>\$ 2,645,534</b>	<b>\$ 2,696,562</b>	<b>\$ 280,452</b>	<b>\$ (2,961,525)</b>	<b>\$ 2,661,023</b>
 <b>LIABILITIES AND STOCKHOLDERS EQUITY:</b>					
Current liabilities:					
Current portion of long-term debt and capital lease obligations	\$ 1,000	\$ 814	\$	\$	\$ 1,814
Accounts payable and accrued liabilities	13,585	135,365		(290)	148,660
Intercompany payables, net		1,828,124	81,476	(1,909,600)	
Current liabilities of discontinued operations		3,203	669		3,872
<b>Total current liabilities</b>	<b>14,585</b>	<b>1,967,506</b>	<b>82,145</b>	<b>(1,909,890)</b>	<b>154,346</b>
Long-term debt and capital lease obligations, net of current	1,175,564	1,310			1,176,874

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portion					
Deferred income taxes	(28,574)	129,260	(96)		100,590
Estimated fair value of derivative liabilities	25,661				25,661
Other long-term liabilities	54,620	69,593		164	124,377
Long-term liabilities of discontinued operations		44	447		491
Commitments and contingencies					
Stockholders' equity:					
Preferred stock					
Common stock	470	2,388	1	(2,389)	470
Additional paid-in capital	881,512	1,088,457	(47,521)	(1,040,936)	881,512
Treasury stock	(4,599)				(4,599)
Retained earnings	559,722	(561,996)	245,476	(8,474)	234,728
Accumulated other comprehensive loss	(33,427)				(33,427)
Total stockholders' equity	1,403,678	528,849	197,956	(1,051,799)	1,078,684
Total liabilities and stockholders' equity	\$ 2,645,534	\$ 2,696,562	\$ 280,452	\$ (2,961,525)	\$ 2,661,023

**GAYLORD ENTERTAINMENT COMPANY AND SUBSIDIARIES**  
**Condensed Consolidating Statement of Cash Flows**  
**For the Nine Months Ended September 30, 2010**

(in thousands)	<b>Issuer</b>	<b>Guarantors</b>	<b>Non- Guarantors</b>	<b>Eliminations</b>	<b>Consolidated</b>
Net cash (used in) provided by continuing operating activities	\$ (18,938)	\$ 106,154	\$ 816	\$	\$ 88,032
Net cash provided by discontinued operating activities		23	644		667
Net cash (used in) provided by operating activities	(18,938)	106,177	1,460		88,699
Purchases of property and equipment	(1,669)	(108,264)			(109,933)
Collection of notes receivable		4,073			4,073
Other investing activities		130			130
Net cash used in investing activities continuing operations	(1,669)	(104,061)			(105,730)
Net cash used investing activities discontinued operations			(1,460)		(1,460)
Net cash used in investing activities	(1,669)	(104,061)	(1,460)		(107,190)
Repurchases of senior notes	(26,965)				(26,965)
Proceeds from exercise of stock option and purchase plans	2,297				2,297
Excess tax benefit from stock based compensation	411				411
Other financing activities, net		(1,335)			(1,335)
Net cash used in financing activities continuing operations	(24,257)	(1,335)			(25,592)
Net cash provided by financing activities discontinued operations					
Net cash used in financing activities	(24,257)	(1,335)			(25,592)
Net change in cash and cash equivalents	(44,864)	781			(44,083)
Cash and cash equivalents at beginning of period	175,871	4,158			180,029
	\$ 131,007	\$ 4,939	\$	\$	\$ 135,946



Cash and cash equivalents at end of  
period

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**GAYLORD ENTERTAINMENT COMPANY AND SUBSIDIARIES**  
**Condensed Consolidating Statement of Cash Flows**  
**For the Nine Months Ended September 30, 2009**

(in thousands)	<b>Issuer</b>	<b>Guarantors</b>	<b>Non- Guarantors</b>	<b>Eliminations</b>	<b>Consolidated</b>
Net cash provided by continuing operating activities	\$ 53,809	\$ 24,403	\$ 331	\$	\$ 78,543
Net cash used discontinued operating activities		(1,963)	(331)		(2,294)
Net cash provided by operating activities	53,809	22,440			76,249
Purchases of property and equipment	(612)	(43,344)			(43,956)
Collection of notes receivable		17,461			17,461
Other investing activities		1,685			1,685
Net cash used in investing activities continuing operations	(612)	(24,198)			(24,810)
Net cash used investing activities discontinued operations		(6)			(6)
Net cash used in investing activities	(612)	(24,204)			(24,816)
Net borrowings under credit facility	38,000				38,000
Repurchases of senior notes	(64,519)				(64,519)
Proceeds from the issuance of convertible notes, net of equity-related issuance costs	358,119				358,119
Deferred financing costs paid	(8,077)				(8,077)
Purchase of convertible note hedge	(76,680)				(76,680)
Proceeds from the issuance of common stock warrants	43,740				43,740
Proceeds from the issuance of common stock, net of issuance costs	125,301				125,301
Purchases of treasury stock	(4,599)				(4,599)
Proceeds from the termination of an interest rate swap on senior notes	5,000				5,000
Other financing activities, net	211	(524)			(313)
Net cash provided by (used in) financing activities continuing operations	416,496	(524)			415,972
Net cash provided by financing activities discontinued operations					

Net cash provided by (used in) financing activities	416,496	(524)			415,972
Net change in cash and cash equivalents	469,693	(2,288)			467,405
Cash and cash equivalents at beginning of period	(5,724)	6,760			1,036
Cash and cash equivalents at end of period	\$ 463,969	\$ 4,472	\$	\$	\$ 468,441

## ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

The following discussion and analysis should be read in conjunction with our condensed consolidated financial statements and related notes included elsewhere in this report and our audited consolidated financial statements and related notes for the year ended December 31, 2009, appearing in our Annual Report on Form 10-K that was filed with the Securities and Exchange Commission (SEC) on February 26, 2010.

This quarterly report on Form 10-Q contains forward-looking statements intended to qualify for the safe harbor from liability established by the Private Securities Litigation Reform Act of 1995. You can identify these statements by the fact that they do not relate strictly to historical or current facts. These statements contain words such as may, will, project, might, expect, believe, anticipate, intend, could, would, estimate, continue or pursue, variations thereof or comparable terminology. In particular, they include statements relating to, among other things, future actions, new projects, strategies, future performance, the outcome of contingencies such as legal proceedings and future financial results. We have based these forward-looking statements on our current expectations and projections about future events.

We caution the reader that forward-looking statements involve risks and uncertainties that cannot be predicted or quantified and, consequently, actual results may differ materially from those expressed or implied by such forward-looking statements. Such risks and uncertainties include, but are not limited to, those factors described in our Annual Report on Form 10-K for the year ended December 31, 2009 and our Quarterly Reports on Form 10-Q for subsequent quarterly periods or described from time to time in our other reports filed with the SEC. These include the risks and uncertainties associated with the flood damage to Gaylord Opryland and our other Nashville-area Gaylord facilities, which include significant revenue losses and costs associated with the hotel closure and the rebuilding effort, which, in the aggregate, will exceed the coverage under the Company's insurance policies; risks inherent in the construction process, including significant financial commitments, the risk of fluctuations in the costs of materials and labor and diversion of management time and attention; effects of the hotel closure including the possible loss of experienced employees, the loss of customer goodwill, uncertainty of future hotel bookings and other negative factors yet to be determined, and risks associated with compliance with the Company's \$1.0 Billion Credit Facility; economic conditions affecting the hospitality business generally, rising labor and benefits costs, the timing of any new development projects, increased costs and other risks associated with building and developing new hotel facilities, the geographic concentration of our hotel properties, business levels at the Company's hotels, our ability to successfully operate our hotels and our ability to obtain financing for new developments. Any forward-looking statements are made pursuant to the Private Securities Litigation Reform Act of 1995 and, as such, speak only as of the date made. We undertake no obligation to publicly update any forward-looking statements, whether as a result of new information, future events or otherwise.

### ***Overall Outlook***

Our concentration in the hospitality industry, and in particular the large group meetings sector of the hospitality industry, exposes us to certain risks outside of our control. Recent recessionary conditions in the national economy have resulted in economic pressures on the hospitality industry generally, and on our Company's operations and expansion plans. In portions of 2008 and the first half of 2009, we experienced declines in hotel occupancy, weakness in future bookings by our core large group customers, lower spending levels by groups, increased cancellation levels, and increases in groups not fulfilling the minimum number of room nights originally contracted for, or rooms attrition. In recent quarters, we have begun to see stabilization in our industry and specifically in our business. We have seen increases in group travel, as well as growth in outside the room revenue, indicating that not only are our group customers beginning to travel again, they are spending more on food and beverage and entertainment when they reach our properties. Our attrition and cancellation levels have also decreased compared to 2009 levels. As a result of the higher levels of group business, we have experienced an increase in occupancy in recent quarters. In 2010, we have experienced improved bookings in future years, as

well as improvements in pricing for those bookings. While we continue to focus our sales and marketing efforts on booking rooms in 2010, in addition to later years, there can be no assurance that we can continue to achieve further improvements in occupancy and revenue levels. We cannot predict when or if hospitality demand and spending will return to historical levels, but we anticipate that our future financial results and growth will be harmed if the economic slowdown does not improve or becomes worse.

See Item 1A, Risk Factors, in our Annual Report on Form 10-K for the year ended December 31, 2009, filed with the SEC on February 26, 2010, as well as Part II, Item 1A, Risk Factors below, for important information regarding forward-looking statements made in this report and risks and uncertainties we face.

#### ***Nashville Flood***

As more fully described in Note 3 to the Condensed Consolidated Financial Statements for the three months and nine months ended September 30, 2010 included herewith, on May 3, 2010, the Gaylord Opryland Resort and Convention Center ( Gaylord Opryland ), the Grand Ole Opry, certain of our Nashville-based attractions, and certain of our corporate offices experienced significant flood damage as a result of the historic flooding of the Cumberland River (collectively, the Nashville Flood ). Gaylord Opryland, the Grand Ole Opry, and certain of our corporate offices were protected by levees accredited by the Federal Emergency Management Agency ( FEMA ) (which, according to FEMA, was based on information provided by us), and built to sustain a 100-year flood; however, the river rose to levels that over-topped the levees. We have segregated all costs and insurance proceeds related to the Nashville Flood from normal operations and reported those amounts as casualty loss or preopening costs in the accompanying condensed consolidated statements of operations. During the three months and nine months ended September 30, 2010, we recorded \$6.0 million and \$37.4 million, respectively, in casualty losses related to the flood, which includes \$6.0 million and \$87.4 million, respectively, in expenses, partially offset by \$0.0 million and \$50.0 million, respectively, in insurance proceeds. These amounts do not include lost profits from the interruption of the various businesses. During the three months and nine months ended September 30, 2010, we also recorded \$25.5 million and \$31.7 million, respectively, in preopening costs related to reopening the properties damaged by the flood. We currently anticipate Gaylord Opryland to reopen November 15, 2010. While the Grand Ole Opry continued its schedule at alternative venues, including our Ryman Auditorium, the Grand Ole Opry House reopened September 28, 2010. Certain of our Nashville-based attractions were closed for a period of time, but reopened in June and July. Based on a full evaluation of all properties affected by the flood, our forecasted costs associated with the restoration process are as follows:

Gross total remediation and budgeted rebuild costs will range from \$215-\$225 million, which includes approximately \$23-\$28 million in pre-flood planned enhancement projects at Gaylord Opryland.

More specifically, the gross total remediation and budgeted rebuild costs include approximately \$165-\$172 million for Gaylord Opryland, \$16-\$17 million for the Grand Ole Opry, \$7-\$8 million for Nashville-based attractions, \$7-\$8 million for administrative buildings and \$20 million for contingencies.

In addition to the project costs associated with the restoration of Gaylord Opryland, the Grand Ole Opry, our Nashville-based attractions and administrative buildings, it is estimated that the Company will incur approximately \$57-\$62 million in costs associated with maintaining these assets and re-launching them. These costs, which will be included in either casualty loss or preopening costs, include the initial eight-week carrying period for all labor at the hotel as well as the anticipated labor for security, engineering, horticulture, reservations, sales, accounting and management during the restoration. The labor associated with re-launching the assets and the restocking of operating supplies prior to re-opening are also included and will be included in preopening costs.

Offsetting these costs are insurance proceeds of \$50 million and an estimated federal income tax refund of approximately \$36 million related to the casualty loss sustained for income tax purposes. As the hotel is located in a Federal Disaster Area, we can elect to deduct the casualty loss in the taxable year immediately preceding the taxable year in which the disaster occurred. Therefore, we are permitted to take the deduction on our 2009 federal tax return, which can be carried back to the 2007 tax year for a refund. Additionally, we continue to work with the state and local government on other potential tax relief.

The estimated net cash impact of the flood, including all project costs, offsetting items, and contingencies, is approximately \$169-\$179 million. This excludes the cost of pre-flood planned enhancement projects.

In addition, for the three months and nine months ended September 30, 2010, we incurred a non-cash write-off of \$1.2 million and \$42.7 million, respectively, associated with the impairment of certain assets as a result of sustained flood damage, as further described in Note 3 to our condensed consolidated financial statements for the three months and nine months ended September 30, 2010 included herewith.

We believe that we have ample liquidity for the restoration and plan to fund the project through the use of a combination of cash on-hand, available borrowings and cash flow generated by our other hotel assets. As of September 30, 2010, we had \$135.9 million in unrestricted cash and \$291.4 million of borrowing availability under our credit facility.

We currently anticipate Gaylord Opryland to reopen November 15, 2010, and we have begun accepting reservations from that point forward.

***Other Recent Events***

*Repurchase of Senior Notes.* During the nine months ended September 30, 2010, we repurchased \$28.5 million in aggregate principal amount of our outstanding 6.75% senior notes for \$27.0 million. After adjusting for deferred financing costs and other costs, we recorded a pretax gain of \$1.3 million as a result of the repurchases, which is recorded as a net gain on extinguishment of debt in the accompanying financial information. We used available cash to finance the purchases and intend to consider additional repurchases of our senior notes from time to time depending on market conditions.

*Labor Union Activity.* As of September 30, 2010, approximately 1,480 employees at Gaylord National were represented by labor unions, and are working pursuant to the terms of the collective bargaining agreements which have been negotiated with the four unions representing these employees. As a result, we are experiencing an increase in labor and benefit costs in 2010.

***Development Update***

We invested heavily in our operations during 2007 and 2008, primarily in connection with continued improvements of Gaylord Opryland, and the construction of Gaylord National beginning in 2005 and continuing through 2008. Our investments in 2009 consisted primarily of ongoing maintenance capital expenditures for our existing properties. Our investments in 2010 are also expected to consist primarily of ongoing maintenance capital expenditures for our existing properties and capital expenditures associated with the flood damage and reopening of Gaylord Opryland and the Grand Ole Opry House, as described above in Nashville Flood .

As described above in Note 15 to our condensed consolidated financial statements for the three months and nine months ended September 30, 2010 and 2009 included herewith, we have entered into a land purchase agreement with respect to a potential hotel development in Mesa, Arizona.

We are also considering expansions at Gaylord Texan and Gaylord Palms, as well as other potential hotel sites throughout the country. In addition, we are reevaluating our prior considerations regarding a possible expansion at Gaylord Opryland. We have made no commitments to construct expansions of our current facilities or to build new facilities. We are closely monitoring the condition of the economy, the availability of attractive financing, and the restoration needs of Gaylord Opryland. We are unable to predict at this time when we might make such commitments or commence construction of these proposed expansion projects.

#### ***Our Current Operations***

Our ongoing operations are organized into three principal business segments:

Hospitality, consisting of our Gaylord Opryland, our Gaylord Palms Resort and Convention Center ( Gaylord Palms ), our Gaylord Texan Resort and Convention Center ( Gaylord Texan ), our Gaylord National Resort and Convention Center ( Gaylord National ) and our Radisson Hotel at Opryland ( Radisson Hotel ), as well as our ownership interest in two joint ventures.

Opry and Attractions, consisting of our Grand Ole Opry assets, WSM-AM and our Nashville attractions.

Corporate and Other, consisting of our corporate expenses.

For the three months and nine months ended September 30, 2010 and 2009, our total revenues were divided among these business segments as follows:

Segment	Three months ended		Nine months ended	
	September 30,		September 30,	
	2010	2009	2010	2009
Hospitality	93.0%	91.7%	94.1%	93.1%
Opry and Attractions	7.0%	8.3%	5.9%	6.9%
Corporate and Other	0.0%	0.0%	0.0%	0.0%

We generate a significant portion of our revenues from our Hospitality segment. We believe that we are the only hospitality company whose stated primary focus is on the large group meetings and conventions sector of the lodging market. Our strategy is to continue this focus by concentrating on our All-in-One-Place self-contained service offerings and by emphasizing customer rotation among our convention properties, while also offering additional entertainment opportunities to guests and target customers.

#### ***Key Performance Indicators***

The operating results of our Hospitality segment are highly dependent on the volume of customers at our hotels and the quality of the customer mix at our hotels. These factors impact the price we can charge for our hotel rooms and other amenities, such as food and beverage and meeting space. Key performance indicators related to revenue are:

hotel occupancy (volume indicator);

average daily rate ( ADR ) (price indicator);

Revenue per Available Room ( RevPAR ) (a summary measure of hotel results calculated by dividing room sales by room nights available to guests for the period);

Total Revenue per Available Room ( Total RevPAR ) (a summary measure of hotel results calculated by dividing the sum of room, food and beverage and other ancillary service revenue by room nights available to guests for the period); and

Net Definite Room Nights Booked (a volume indicator which represents the total number of definite bookings for future room nights at Gaylord hotels confirmed during the applicable period, net of cancellations).

We recognize Hospitality segment revenue from rooms as earned on the close of business each day and from concessions and food and beverage sales at the time of sale. Attrition fees, which are charged to groups when they do not fulfill the minimum number of room nights or minimum food and beverage spending requirements originally contracted for, as well as cancellation fees, are recognized as revenue in the period they are collected. Almost all of our Hospitality segment revenues are either cash-based or, for meeting and convention groups meeting our credit criteria, billed and collected on a short-term receivables basis. Our industry is capital intensive, and we rely on the ability of our hotels to generate operating cash flow to repay debt financing, fund maintenance capital expenditures and provide excess cash flow for future development.

The results of operations of our Hospitality segment are affected by the number and type of group meetings and conventions scheduled to attend our hotels in a given period. We attempt to offset any identified shortfalls in occupancy by creating special events at our hotels or offering incentives to groups in order to attract increased business during this period. A variety of factors can affect the results of any interim period, including the nature and quality of the group meetings and conventions attending our hotels during such period, which meetings and conventions have often been contracted for several years in advance, the level of attrition we experience, and the level of transient business at our hotels during such period.



**Selected Financial Information**

The following table contains our unaudited selected summary financial data for the three months and nine months ended September 30, 2010 and 2009. The table also shows the percentage relationships to total revenues and, in the case of segment operating (loss) income, its relationship to segment revenues (in thousands, except percentages).

	Unaudited				Unaudited			
	Three Months ended September 30,		2009		Nine Months ended September 30,		2009	
	2010	%		%	2010	%	2009	%
<b>Income Statement</b>								
<b>Data:</b>								
REVENUES:								
Hospitality	\$ 147,234	93.0%	\$ 182,021	91.7%	\$ 523,849	94.1%	\$ 583,173	93.1%
Opry and Attractions	11,011	7.0%	16,472	8.3%	32,702	5.9%	43,010	6.9%
Corporate and Other	27	0.0%	20	0.0%	81	0.0%	70	0.0%
Total revenues	158,272	100.0%	198,513	100.0%	556,632	100.0%	626,253	100.0%
OPERATING EXPENSES:								
Operating costs	98,498	62.2%	121,895	61.4%	333,799	60.0%	377,834	60.3%
Selling, general and administrative	35,648	22.5%	40,723	20.5%	113,838	20.5%	127,027	20.3%
Casualty loss	6,014	3.8%		0.0%	37,361	6.7%		0.0%
Preopening costs	25,474	16.1%		0.0%	31,714	5.7%		0.0%
Depreciation and amortization:								
Hospitality	21,866	13.8%	25,876	13.0%	67,528	12.1%	75,414	12.0%
Opry and Attractions	1,019	0.6%	1,121	0.6%	3,439	0.6%	3,494	0.6%
Corporate and Other	2,369	1.5%	2,479	1.2%	7,309	1.3%	7,276	1.2%
Total depreciation and amortization	25,254	16.0%	29,476	14.8%	78,276	14.1%	86,184	13.8%
Total operating expenses	190,888	120.6%	192,094	96.8%	594,988	106.9%	591,045	94.4%
OPERATING (LOSS) INCOME:								
Hospitality	16,092	10.9%	18,823	10.3%	76,347	14.6%	77,851	13.3%
Opry and Attractions	92	0.8%	2,643	16.0%	346	1.1%	2,863	6.7%
Corporate and Other	(17,312)	(A)	(15,047)	(A)	(45,974)	(A)	(45,506)	(A)
Casualty loss	(6,014)	(B)		(B)	(37,361)	(B)		(B)
Preopening costs	(25,474)	(B)		(B)	(31,714)	(B)		(B)
Total operating (loss) income	(32,616)	-20.6%	6,419	3.2%	(38,356)	-6.9%	35,208	5.6%
Interest expense, net of amounts	(20,334)	(B)	(18,676)	(B)	(60,929)	(B)	(55,505)	(B)

capitalized								
Interest income	<b>3,344</b>	<b>(B)</b>	3,382	(B)	<b>9,852</b>	<b>(B)</b>	11,411	(B)
Income from unconsolidated companies		<b>(B)</b>	30	(B)	<b>117</b>	<b>(B)</b>	147	(B)
Net gain on extinguishment of debt		<b>(B)</b>		(B)	<b>1,299</b>	<b>(B)</b>	24,726	(B)
Other gains and (losses), net	<b>377</b>	<b>(B)</b>	(84)	(B)	<b>217</b>	<b>(B)</b>	3,420	(B)
Benefit (provision) for income taxes	<b>17,403</b>	<b>(B)</b>	2,656	(B)	<b>28,125</b>	<b>(B)</b>	(11,758)	(B)
Income (loss) from discontinued operations, net	<b>46</b>	<b>(B)</b>	(6,628)	(B)	<b>3,325</b>	<b>(B)</b>	(7,072)	(B)
Net (loss) income	<b>\$ (31,780)</b>	<b>(B)</b>	\$ (12,901)	(B)	<b>\$ (56,350)</b>	<b>(B)</b>	\$ 577	(B)

(A) These amounts have not been shown as a percentage of segment revenue because the Corporate and Other segment generates only minimal revenue.

**Summary Financial Results****Results**

The following table summarizes our financial results for the three months and nine months ended September 30, 2010 and 2009 (in thousands, except percentages and per share data):

	Three Months Ended September 30,			Nine Months Ended September 30,		
	2010	2009	% Change	2010	2009	% Change
Total revenues	\$ 158,272	\$ 198,513	-20.3%	\$ 556,632	\$ 626,253	-11.1%
Total operating expenses	190,888	192,094	-0.6%	594,988	591,045	0.7%
Operating (loss) income	(32,616)	6,419	-608.1%	(38,356)	35,208	-208.9%
Net (loss) income	(31,780)	(12,901)	-146.3%	(56,350)	577	-9866.0%
Net (loss) income per share fully diluted	(0.67)	(0.31)	-116.1%	(1.20)	0.01	-12100.0%

**Total Revenues**

The decrease in our total revenues for the three months ended September 30, 2010, as compared to the same period in 2009, is attributable to a decrease in our Hospitality segment revenues of \$34.8 million for the 2010 period and a decrease in our Opry and Attractions segment revenue of \$5.5 million for the 2010 period, as discussed more fully below. The decrease in revenues in our Hospitality segment is attributable to a \$54.5 million decrease in revenues at Gaylord Opryland as a result of being closed due to the Nashville Flood, partially offset by a \$19.7 million increase at our other hotel properties. Total Hospitality revenues in the 2010 period include \$1.7 million in attrition and cancellation fee collections, a \$2.6 million decrease from the 2009 period.

The decrease in our total revenues for the nine months ended September 30, 2010, as compared to the same period in 2009, is attributable to a decrease in our Hospitality segment revenues of \$59.3 million for the 2010 period and a decrease in our Opry and Attractions segment revenue of \$10.3 million for the 2010 period, as discussed more fully below. The decrease in revenues in our Hospitality segment is attributable to an \$88.7 million decrease in revenues at Gaylord Opryland as a result of being closed due to the Nashville Flood, partially offset by a \$29.4 million increase at our other hotel properties. Total Hospitality revenues in the 2010 period include \$7.1 million in attrition and cancellation fee collections, a \$13.0 million decrease from the 2009 period.

**Total Operating Expenses**

The decrease in our total operating expenses for the three months ended September 30, 2010, as compared to the same period in 2009, is primarily due to a decrease during the 2010 period of \$40.2 million and \$2.8 million in operating expenses at Gaylord Opryland and our Opry and Attractions segment, respectively, primarily as a result of these properties being closed due to the Nashville Flood, as well as a \$4.3 million decrease in depreciation during the 2010 period, partially offset by the 2010 period including \$6.0 million in net casualty loss and \$25.5 million in preopening costs associated with the Nashville Flood, as well as a \$12.2 million increase in operating expenses at our hotels other than Gaylord Opryland associated with higher occupancy, as discussed more fully below.

The increase in our total operating expenses for the nine months ended September 30, 2010, as compared to the same period in 2009, is primarily due to the 2010 period including \$37.4 million in casualty loss and \$31.7 million in preopening costs associated with the Nashville Flood, as well as a \$20.7 million increase in operating expenses at our hotels other than Gaylord Opryland associated with higher occupancy, partially offset by \$70.6 million and \$7.7 million reductions in operating expenses at Gaylord Opryland and our Opry and Attractions segment, respectively, primarily as a result of these properties being closed due to the Nashville Flood, as discussed more fully below.

*Operating (Loss) Income*

The decrease in our operating income for the three months and nine months ended September 30, 2010, as compared to the same periods in 2009, was due primarily to the effect of the Nashville Flood during 2010, as more fully described below.

*Net (Loss) Income*

Our net loss of \$31.8 million for the three months ended September 30, 2010, as compared to a net loss of \$12.9 million for the same period in 2009, was due primarily to the decrease in our operating income described above, partially offset by the following factors:

An increase in the benefit for income taxes of \$14.7 million during the 2010 period, described more fully below.

A \$6.7 million increase in our income from discontinued operations for the 2010 period, as compared to the 2009 period, due primarily to the 2009 period including the impairment of goodwill associated with our Corporate Magic business, described more fully below.

Our net loss of \$56.4 million for the nine months ended September 30, 2010, as compared to net income of \$0.6 million for the same period in 2009, was due primarily to the decrease in our operating income described above, partially offset by the following factors:

A benefit for income taxes of \$28.1 million during the 2010 period, as compared to a provision for income taxes of \$11.8 million during the 2009 period, described more fully below.

A \$23.4 million decrease in the net gain on the extinguishment of debt for the 2010 period, as compared to the 2009 period, relating to the repurchase of a portion of our senior notes, described more fully below.

A \$10.4 million increase in our income from discontinued operations for the 2010 period, as compared to the 2009 period, due primarily to the 2009 period including the impairment of goodwill associated with our Corporate Magic business, as well as the 2010 period including the gain on sale, and the related income tax benefit, of our Corporate Magic business, described more fully below.

A \$5.4 million increase in our interest expense, net of amounts capitalized, for the nine months ended September 30, 2010, as compared to the same period in 2009, due primarily to interest incurred on our convertible senior notes, partially offset by decreased interest incurred on our 8% senior notes and 6.75% senior notes as a result of the repurchase of portions of those notes, as described more fully below.

The receipt of \$3.6 million under a tax increment financing arrangement related to the Ryman Auditorium during the 2009 period that did not recur in the 2010 period, described more fully below.

*Factors and Trends Contributing to Operating Performance*

The most important factors and trends contributing to our operating performance during the periods described herein have been:

The Nashville Flood during the 2010 periods, specifically, \$6.0 million and \$37.4 million, respectively, in net casualty loss and \$25.5 million and \$31.7 million, respectively, in preopening costs incurred in the three months and nine months ended September 30, 2010, as well as the negative impact of the affected properties being closed and the cash flow impact of remediation and rebuild costs.

Increased occupancy levels at our hotels other than Gaylord Opryland (an increase of 8.5 percentage points of occupancy and 7.2 percentage points of occupancy for the three months and nine months ended September 30, 2010, respectively, as compared to the same periods in 2009) resulting from increased levels of group business during the periods, partially offset by lower ADR at our hotels other than Gaylord Opryland during the periods (a decrease of 1.6% and 5.5% for the three months and nine months ended September 30, 2010, respectively, as compared to the same periods in 2009), due primarily to continued pressure on room rates. These factors, when combined with increased outside-the-room spending, resulted in increased RevPAR and increased Total RevPAR at our hotels other than Gaylord Opryland for the three months and nine months ended September 30, 2010, as compared to the same periods in 2009.

Decreased attrition and cancellation levels for the three months and nine months ended September 30, 2010, as compared to the same periods in 2009, which increased our revenue, operating income, RevPAR and Total RevPAR at our hotels other than Gaylord Opryland. Attrition at our hotels other than Gaylord Opryland for the three months and nine months ended September 30, 2010 was 12.0% and 11.9% of bookings, respectively, compared to 14.7% and 17.5%, respectively, for the 2009 periods. Cancellations at our hotels other than Gaylord Opryland for the three months and nine months ended September 30, 2010 decreased 46.8% and 35.8%, respectively, as compared to the 2009 periods. Attrition at Gaylord Opryland for the nine months ended September 30, 2010, for the period that the hotel was open, was 10.2% of bookings, compared to 11.7% for the 2009 period. In the nine months ended September 30, 2010 Gaylord Opryland experienced approximately 283,000 cancellations due to the closure of the property.

**Operating Results Detailed Segment Financial Information**  
**Hospitality Segment**

*Total Segment Results.* The following presents the financial results of our Hospitality segment for the three months and nine months ended September 30, 2010 and 2009 (in thousands, except percentages and performance metrics):

	Three Months Ended September 30,			Nine Months Ended September 30,		
	2010	2009	% Change	2010	2009	% Change
Hospitality revenue (1)	\$ <b>147,234</b>	\$ 182,021	-19.1%	\$ <b>523,849</b>	\$ 583,173	-10.2%
Hospitality operating expenses:						
Operating costs	<b>88,281</b>	110,563	-20.2%	<b>304,902</b>	344,802	-11.6%
Selling, general and administrative	<b>20,995</b>	26,759	-21.5%	<b>75,072</b>	85,106	-11.8%
Depreciation and amortization	<b>21,866</b>	25,876	-15.5%	<b>67,528</b>	75,414	-10.5%
Total Hospitality operating expenses	<b>131,142</b>	163,198	-19.6%	<b>447,502</b>	505,322	-11.4%
Hospitality operating income (2)	\$ <b>16,092</b>	\$ 18,823	-14.5%	\$ <b>76,347</b>	\$ 77,851	-1.9%
Hospitality performance metrics:						
Occupancy	<b>74.7%</b>	66.3%	12.7%	<b>71.1%</b>	64.3%	10.6%
ADR	\$ <b>157.53</b>	\$ 153.80	2.4%	\$ <b>166.91</b>	\$ 170.99	-2.4%
RevPAR (3)	\$ <b>117.63</b>	\$ 101.97	15.4%	\$ <b>118.73</b>	\$ 109.99	7.9%
Total RevPAR (4)	\$ <b>306.82</b>	\$ 244.41	25.5%	\$ <b>295.57</b>	\$ 263.90	12.0%
Net Definite Room Nights Booked (5)	<b>241,000</b>	314,000	-23.2%	<b>692,000</b>	586,000	18.1%

- (1) Hospitality results and performance metrics include the results of our Gaylord Hotels and our Radisson Hotel for all periods presented. Performance metrics include Gaylord Opryland through May 2, 2010, the date the hotel closed due to the Nashville Flood.
- (2) Hospitality operating income does not include the effect of casualty loss and reopening costs. See the discussion of casualty loss and reopening costs set forth below.
- (3) We calculate Hospitality RevPAR by dividing room sales by room nights available to guests for the period. Hospitality RevPAR is not comparable to similarly titled measures such as revenues. Gaylord Opryland room nights available are not included in room nights available to guests while Gaylord Opryland is closed.
- (4) We calculate Hospitality Total RevPAR by dividing the sum of room sales, food and beverage, and other ancillary services (which equals Hospitality segment revenue) by room nights available to guests for the period. Hospitality Total RevPAR is not comparable to similarly titled measures such as revenues. Gaylord Opryland room nights available are not included in room nights available to guests while Gaylord Opryland is closed.

(5) Gaylord Opryland net definite room nights booked for the nine months ended September 30, 2010 includes approximately 283,000 cancellations due to the closure of the property.

The decrease in total Hospitality segment revenue in the three months and nine months ended September 30, 2010, as compared to the same periods in 2009, is primarily due to decreases of \$54.5 million and \$88.7 million, respectively, at Gaylord Opryland as a result of being closed due to the Nashville Flood, partially offset by increases of \$19.7 million and \$29.4 million, respectively, at our other hotel properties as a result of increased occupancy rates and increased outside-the-room spending resulting from higher levels of group business during the 2010 periods. Total Hospitality revenues were negatively impacted by declines of \$2.6

million and \$13.0 million in attrition and cancellation fee collections during the three months and nine months ended September 30, 2010, respectively.

The percentage of group versus transient business based on rooms sold for our hospitality segment for the periods presented was approximately as follows:

	<b>Three months ended</b>		<b>Nine months ended</b>	
	<b>September 30,</b>		<b>September 30,</b>	
	<b>2010</b>	<b>2009</b>	<b>2010</b>	<b>2009</b>
Group	<b>82.7%</b>	79.5%	<b>82.3%</b>	80.2%
Transient	<b>17.3%</b>	20.5%	<b>17.7%</b>	19.8%

The increase in group business during the 2010 periods is primarily the result of the macroeconomic factors discussed above, specifically, increases in group travel and decreases in groups cancelling or experiencing attrition during the 2010 periods as compared to the 2009 periods.

Total Hospitality segment operating expenses consist of direct operating costs, selling, general and administrative expenses, and depreciation and amortization expense. The decrease in Hospitality operating expenses in the three months and nine months ended September 30, 2010, as compared to the same periods in 2009, is primarily attributable to decreases of \$40.2 million and \$70.6 million, respectively, at Gaylord Opryland as a result of being closed due to the Nashville Flood, partially offset by an increase in operating expenses at Gaylord National, Gaylord Palms and Gaylord Texan, as described below.

Total Hospitality segment operating costs, which consist of direct costs associated with the daily operations of our hotels (primarily room, food and beverage and convention costs), decreased in the three months and nine months ended September 30, 2010, as compared to the same periods in 2009, primarily as a result of a decrease of \$32.5 million and \$56.8 million, respectively, at Gaylord Opryland as a result of being closed due to the Nashville flood, partially offset by an increase in operating costs at Gaylord National, Gaylord Texan and Gaylord Palms, as described below.

Total Hospitality segment selling, general and administrative expenses, consisting of administrative and overhead costs, decreased in the three months and nine months ended September 30, 2010, as compared to the same periods in 2009 primarily as a result of a decrease of \$7.7 million and \$13.9 million at Gaylord Opryland as a result of being closed due to the Nashville flood, as described below.

Total Hospitality segment depreciation and amortization expense decreased in the three months and nine months ended September 30, 2010, as compared to the same periods in 2009, primarily as a result of a decrease at Gaylord Palms due to the initial furniture, fixtures and equipment placed in service at the hotel's opening in 2002 becoming fully depreciated during the 2010 period, as well as a decrease at Gaylord Opryland as a result of the Nashville Flood.



*Property-Level Results.* The following presents the property-level financial results of our Hospitality segment for the three months and nine months ended September 30, 2010 and 2009.

*Gaylord Opryland Results.* The results of Gaylord Opryland for the three months and nine months ended September 30, 2010 and 2009 are as follows (in thousands, except percentages and performance metrics):

	Three Months Ended September 30,			Nine Months Ended September 30,		
	2010	2009	% Change	2010	2009	% Change
Total revenues	n/a	\$ 54,495	n/a	\$ 75,642	\$ 164,334	-54.0%
Operating expense data (1):						
Operating costs	n/a	32,481	n/a	46,805	103,600	-54.8%
Selling, general and administrative	n/a	7,748	n/a	10,101	23,955	-57.8%
Hospitality performance metrics:						
Occupancy	n/a	66.5%	n/a	65.0%	62.4%	4.2%
ADR	n/a	\$ 142.46	n/a	\$ 145.15	\$ 150.55	-3.6%
RevPAR	n/a	\$ 94.69	n/a	\$ 94.41	\$ 94.01	0.4%
Total RevPAR	n/a	\$ 205.74	n/a	\$ 217.14	\$ 209.09	3.9%

(1) Gaylord Opryland results and performance do not include the effect of casualty loss and preopening costs and are through May 2, 2010, the date the hotel closed due to the Nashville Flood. See the discussion of casualty loss and preopening costs set forth below.

Total revenue decreased at Gaylord Opryland in the nine months ended September 30, 2010, as compared to the same period in 2009, as a result of the hotel closing on May 2, 2010 due to the Nashville Flood. During the nine months ended September 30, 2010, for the period that the hotel was open, occupancy, RevPAR and Total RevPAR increased due to a combination of increased corporate groups customers and increased outside-the-room spending, partially offset by lower ADR, primarily due to continued pressure on room rates, and lower collection of attrition and cancellation fees.

Operating costs at Gaylord Opryland in the nine months ended September 30, 2010, as compared to the same period in 2009, decreased due to the hotel closing on May 2, 2010 as a result of the Nashville Flood. In addition, the 2009 period included severance costs associated with the Company's cost containment initiative that did not recur in 2010. Selling, general and administrative expenses at Gaylord Opryland decreased in the nine months ended September 30, 2010, as compared to the same period in 2009, due to the hotel closing on May 2, 2010 as a result of the Nashville Flood, as well as overall expense reductions associated with the Company's cost containment initiative.

*Gaylord Palms Results.* The results of Gaylord Palms for the three months and nine months ended September 30, 2010 and 2009 are as follows (in thousands, except percentages and performance metrics):

	Three Months Ended September 30,			Nine Months Ended September 30,		
	2010	2009	% Change	2010	2009	% Change
Total revenues	\$ <b>34,279</b>	\$ 30,365	12.9%	\$ <b>115,433</b>	\$ 115,493	-0.1%
Operating expense data:						
Operating costs	<b>21,784</b>	19,794	10.1%	<b>66,368</b>	65,931	0.7%
Selling, general and administrative	<b>7,383</b>	6,467	14.2%	<b>21,944</b>	20,645	6.3%
Hospitality performance metrics:						
Occupancy	<b>71.0%</b>	60.0%	18.3%	<b>72.5%</b>	66.6%	8.9%
ADR	\$ <b>141.86</b>	\$ 151.94	-6.6%	\$ <b>160.46</b>	\$ 178.35	-10.0%
RevPAR	\$ <b>100.75</b>	\$ 91.19	10.5%	\$ <b>116.31</b>	\$ 118.87	-2.2%
Total RevPAR	\$ <b>265.00</b>	\$ 234.75	12.9%	\$ <b>300.73</b>	\$ 300.89	-0.1%

The increase in Gaylord Palms revenue, RevPAR and Total RevPAR in the three months ended September 30, 2010, as compared to the same period in 2009, was primarily due to increased occupancy and outside the room spend, largely driven by an increase in group business during the period, as well as the transfer of rooms from Gaylord Opryland as a result of the Nashville Flood partially offset by a lower ADR, primarily due to a recent increase in room supply in the Orlando, Florida market that has seen slow absorption due to the challenging economic environment, as well as the impact of the rooms transferred from Gaylord Opryland, which were honored at the price originally contracted for, which was less than the Orlando market rate. Gaylord Palms revenue and Total RevPAR were stable in the nine months ended September 30, 2010, while RevPAR decreased slightly as a result of lower ADR. Revenue and Total RevPAR were also negatively impacted by a decrease in collections of attrition and cancellation fees during the 2010 periods.

Operating costs at Gaylord Palms in the three months ended September 30, 2010 increased as compared to the same period in 2009, primarily due to higher variable costs associated with the increase in occupancy and revenue. Gaylord Palms operating costs remained stable in the nine months ended September 30, 2010 as compared to the same period in 2009. Selling, general and administrative expenses increased during the three months and nine months ended September 30, 2010, as compared to the same periods in 2009, primarily due to increased incentive compensation expense.

*Gaylord Texan Results.* The results of Gaylord Texan for the three months and nine months ended September 30, 2010 and 2009 are as follows (in thousands, except percentages and performance metrics):

	Three Months Ended September 30,			Nine Months Ended September 30,		
	2010	2009	% Change	2010	2009	% Change
Total revenues	\$ <b>44,115</b>	\$ 39,532	11.6%	\$ <b>136,398</b>	\$ 123,470	10.5%
Operating expense data:						
Operating costs	<b>24,556</b>	23,535	4.3%	<b>73,934</b>	71,466	3.5%
Selling, general and administrative	<b>5,408</b>	5,200	4.0%	<b>17,600</b>	15,974	10.2%
Hospitality performance metrics:						
Occupancy	<b>72.5%</b>	72.8%	-0.4%	<b>72.5%</b>	65.4%	10.9%
ADR	\$ <b>156.39</b>	\$ 149.86	4.4%	\$ <b>163.51</b>	\$ 167.41	-2.3%
RevPAR	\$ <b>113.46</b>	\$ 109.13	4.0%	\$ <b>118.48</b>	\$ 109.53	8.2%
Total RevPAR	\$ <b>317.34</b>	\$ 284.38	11.6%	\$ <b>330.66</b>	\$ 299.37	10.5%

The increase in Gaylord Texan revenue, RevPAR and Total RevPAR in the three months ended September 30, 2010, as compared to the same period in 2009, was primarily due to higher ADR and increased outside the room spend during the 2010 period. The increase in Gaylord Texan revenue, RevPAR and Total RevPAR in the nine months ended September 30, 2010, as compared to the same period in 2009, was primarily due to higher occupancy, partially offset by lower ADR during the 2010 period. The increase in occupancy also led to increases in banquet, catering and other outside-the-room spending at the hotel, which increased the hotel's Total RevPAR for the period. Revenue and Total RevPAR were negatively impacted by a decrease in collections of attrition and cancellation fees during the 2010 period.

Operating costs at Gaylord Texan in the three months and nine months ended September 30, 2010, as compared to the same periods in 2009, increased primarily due to increased variable operating costs associated with the higher revenue and outside-the-room spending at the hotel, partially offset by lower utility costs and lower property taxes during the 2010 periods. Selling, general and administrative expenses increased during the three months and nine months ended September 30, 2010, as compared to the same periods in 2009, primarily due to increased incentive compensation expense.

*Gaylord National Results.* The results of Gaylord National for the three months and nine months ended September 30, 2010 and 2009 are as follows (in thousands, except percentages and performance metrics):

	Three Months Ended September 30,			Nine Months Ended September 30,		
	2010	2009	% Change	2010	2009	% Change
Total revenues	\$ <b>67,079</b>	\$ 56,016	19.7%	\$ <b>191,393</b>	\$ 174,588	9.6%
Operating expense data:						
Operating costs	<b>41,013</b>	33,910	20.9%	<b>115,242</b>	101,024	14.1%
Selling, general and administrative	<b>7,854</b>	6,932	13.3%	<b>24,318</b>	23,187	4.9%
Hospitality performance metrics:						
Occupancy	<b>83.3%</b>	66.6%	25.1%	<b>76.4%</b>	65.4%	16.8%
ADR	\$ <b>174.12</b>	\$ 184.17	-5.5%	\$ <b>193.41</b>	\$ 207.33	-6.7%
RevPAR	\$ <b>144.98</b>	\$ 122.68	18.2%	\$ <b>147.74</b>	\$ 135.69	8.9%
Total RevPAR	\$ <b>365.29</b>	\$ 305.05	19.7%	\$ <b>351.24</b>	\$ 320.40	9.6%

Gaylord National revenue, RevPAR and Total RevPAR increased in the three months and the nine months ended September 30, 2010, as compared to the same periods in 2009, primarily as a result of higher occupancy and higher outside-the-room spending during the 2010 periods, primarily due to an increase in associations and corporate groups, as well as the transfer of rooms from Gaylord Opryland as a result of the Nashville Flood. Gaylord National ADR decreased during the 2010 periods, primarily due to continued pressure on room rates, as well as the impact of the rooms transferred from Gaylord Opryland, which were honored at the price originally contracted for, which was less than the Washington D.C. market rate. The 2010 decrease in ADR for the nine month period was also impacted by comparison to a higher ADR during 2009 due to the presidential inauguration. Revenue and Total RevPAR were negatively impacted by a decrease in collections of attrition and cancellation fees during the 2010 periods.

Operating costs at Gaylord National in the three months and nine months ended September 30, 2010, as compared to the same periods in 2009, increased primarily due to increased variable operating costs associated with the increase in occupancy, as well as higher employment costs as a result of new collective bargaining agreements. Selling, general and administrative expenses increased slightly during the three months and nine months ended September 30, 2010, as compared to the same periods in 2009, primarily due to an increase in incentive compensation expense.

***Opry and Attractions Segment***

*Total Segment Results.* The following presents the financial results of our Opry and Attractions segment for the three months and nine months ended September 30, 2010 and 2009 (in thousands, except percentages):

	Three Months Ended September 30,			Nine Months Ended September 30,		
	2010	2009	% Change	2010	2009	% Change
Total revenues	\$ <b>11,011</b>	\$ 16,472	-33.2%	\$ <b>32,702</b>	\$ 43,010	-24.0%
Operating expense data:						
Operating costs	<b>7,262</b>	9,138	-20.5%	<b>20,722</b>	26,073	-20.5%
Selling, general and administrative	<b>2,638</b>	3,570	-26.1%	<b>8,195</b>	10,580	-22.5%
Depreciation and amortization	<b>1,019</b>	1,121	-9.1%	<b>3,439</b>	3,494	-1.6%
Operating income (1)	\$ <b>92</b>	\$ 2,643	-96.5%	\$ <b>346</b>	\$ 2,863	-87.9%

(1) Opry and Attractions segment results do not include the effect of casualty loss and preopening costs. See the discussion of casualty loss and preopening costs set forth below.

The decrease in revenues in the Opry and Attractions segment for the three months and nine months ended September 30, 2010, as compared to the same periods in 2009, is primarily due to decreases in each of the businesses that were closed as a result of the Nashville Flood.

The decrease in Opry and Attractions operating costs and selling, general and administrative costs in the three months and nine months ended September 30, 2010, as compared to the same periods in 2009, was due primarily to the decrease in each of the businesses that are or have been closed as a result of the Nashville Flood.

**Corporate and Other Segment**

*Total Segment Results.* The following presents the financial results of our Corporate and Other segment for the three months and nine months ended September 30, 2010 and 2009 (in thousands, except percentages):

	Three Months Ended September 30,			Nine Months Ended September 30,		
	2010	2009	% Change	2010	2009	% Change
Total revenues	\$ 27	\$ 20	35.0%	\$ 81	\$ 70	15.7%
Operating expense data:						
Operating costs	2,956	2,194	34.7%	8,176	6,959	17.5%
Selling, general and administrative	12,014	10,394	15.6%	30,570	31,341	-2.5%
Depreciation and amortization	2,369	2,479	-4.4%	7,309	7,276	0.5%
Operating loss (1)	\$ (17,312)	\$ (15,047)	-15.1%	\$ (45,974)	\$ (45,506)	-1.0%

(1) Corporate and Other segment results do not include the effect of casualty loss. See the discussion of casualty loss set forth below.

Corporate and Other segment revenue consists of rental income and corporate sponsorships.

Corporate and Other operating costs, which consist primarily of costs associated with information technology, increased in the three months and nine months ended September 30, 2010, as compared to the 2009 periods, due primarily to higher employment costs.

Corporate and Other selling, general and administrative expenses, which consist of senior management salaries and benefits, legal, human resources, accounting, pension and other administrative costs, increased in the three months ended September 30, 2010, as compared to 2009 period, due primarily to higher incentive compensation costs, including a \$2.5 million non-cash charge related to amendments to certain executives' restricted stock unit agreements in the 2010 period, which was partially offset by the 2009 period including a \$3.0 million non-cash charge to recognize compensation expense related to the surrender of certain executives' stock options. Corporate and Other selling, general and administrative costs decreased in the nine months ended September 30, 2010, as compared to the 2009 period, primarily due to the 2009 period including the \$3.0 million non-cash stock option charge noted above, as well as \$3.5 million in severance costs associated with our cost containment initiative and \$1.9 million in expenses incurred associated with preparing for a proxy contest and settlement of the Company's shareholder rights plan litigation, which were not incurred in the 2010 period. These decreases were partially offset by an increase in incentive compensation expense, including the \$2.5 million non-cash restricted stock unit charge noted above, and consulting costs in the 2010 period.

Corporate and Other depreciation and amortization expense remained stable in the three months and six months ended September 30, 2010 as compared with the 2009 periods.

**Operating Results Casualty Loss**

As a result of the Nashville Flood discussed above, during the three months and nine months ended September 30, 2010, we recorded \$6.0 million and \$87.4 million, respectively, of expense and \$0.0 million and \$50.0 million, respectively, of insurance proceeds related to the Nashville Flood as casualty loss as follows (in thousands):

	<b>Three Months Ended September 30, 2010</b>				<b>Total</b>
	<b>Hospitality</b>	<b>Opry and Attractions</b>	<b>Corporate and Other</b>	<b>Insurance Proceeds</b>	
Site remediation	\$ 2,215	\$ 419	\$ 251	\$	\$ 2,885
Impairment of property and equipment	227	26	939		1,192
Other asset write-offs	(35)	(8)			(43)
Repairs of buildings and equipment	267	738	53		1,058
Continuing costs during shut-down period	(240)	607	14		381
Other	49	10	482		541
Insurance proceeds					
Net casualty loss	\$ 2,483	\$ 1,792	\$ 1,739	\$	\$ 6,014

	<b>Nine Months Ended September 30, 2010</b>				<b>Total</b>
	<b>Hospitality</b>	<b>Opry and Attractions</b>	<b>Corporate and Other</b>	<b>Insurance Proceeds</b>	
Site remediation	\$ 14,139	\$ 2,810	\$ 813	\$	\$ 17,762
Impairment of property and equipment	30,471	5,189	7,073		42,733
Other asset write-offs	1,811	1,098			2,909
Repairs of buildings and equipment	1,673	2,232	119		4,024
Continuing costs during shut-down period	15,717	2,801	643		19,161
Other	166	87	519		772
Insurance proceeds				(50,000)	(50,000)
Net casualty loss	\$ 63,977	\$ 14,217	\$ 9,167	\$ (50,000)	\$ 37,361

Lost profits from the interruption of the various businesses are not reflected in the above table.

See Note 3 to our condensed consolidated financial statements for the three months and nine months ended September 30, 2010 for a further discussion of the components of these costs.

**Insurance Proceeds**

At May 3, 2010, we had in effect a policy of insurance with a per occurrence flood limit of \$50.0 million at the affected properties. During the nine months ended September 30, 2010, we received \$50.0 million in insurance proceeds and have recorded these insurance proceeds as an offset to the net casualty loss in the accompanying condensed consolidated statement of operations. Effective July 1, 2010, we increased this per occurrence flood insurance to \$100.0 million, and effective August 19, 2010, we increased this per occurrence flood insurance to \$150.0 million.

**Operating Results Preopening Costs**

We expense the costs associated with start-up activities and organization costs as incurred. As a result of the extensive damage to Gaylord Opryland and the Grand Ole Opry House and the extended period in which these properties were or will be closed, we have and will continue to incur costs associated with the reopening of these facilities through the date of reopening. We have included all costs directly related to redeveloping and reopening the affected properties, as well as all continuing operating costs not directly related to remediating the flooded properties other than depreciation and amortization incurred since June 10, 2010 (the date at which we determined that the remediation was substantially complete), as preopening costs. During the three months and nine months ended September 30, 2010, we incurred \$25.5 million and \$31.7 million, respectively, in preopening costs. The majority of the costs classified as preopening costs during the three month period ended September 30, 2010 include employment costs (\$14.5 million), facility costs (\$2.0 million), property and other taxes (\$1.5 million), supplies (\$1.5 million), equipment and facility rental (\$1.2 million), and insurance costs (\$0.8 million). The majority of the costs classified as preopening costs during the nine month period ended September 30, 2010 include employment costs (\$18.0 million), facility costs (\$2.2 million), property and other taxes (\$2.0 million), supplies (\$2.0 million), equipment and facility rental (\$1.3 million), and insurance costs (\$0.9 million).

**Non-Operating Results Affecting Net (Loss) Income****General**

The following table summarizes the other factors which affected our net (loss) income for the three months and nine months ended September 30, 2010 and 2009 (in thousands, except percentages):

	Three Months Ended September 30,			Nine Months Ended September 30,		
	2010	2009	% Change	2010	2009	% Change
Interest expense, net of amounts capitalized	\$ (20,334)	\$ (18,676)	-8.9%	\$ (60,929)	\$ (55,505)	-9.8%
Interest income	3,344	3,382	-1.1%	9,852	11,411	-13.7%
Income from unconsolidated companies		30	-100.0%	117	147	-20.4%
Net gain on extinguishment of debt			0.0%	1,299	24,726	-94.7%
Other gains and (losses), net	377	(84)	548.8%	217	3,420	-93.7%
Benefit (provision) for income taxes	17,403	2,656	555.2%	28,125	(11,758)	339.2%
Income (loss) from discontinued operations, net of taxes	46	(6,628)	100.7%	3,325	(7,072)	147.0%

**Interest Expense, Net of Amounts Capitalized**

Interest expense, net of amounts capitalized, increased \$1.7 million to \$20.3 million (net of capitalized interest of \$0.5 million) during the three months ended September 30, 2010, as compared to the same period in 2009. Interest expense, net of amounts capitalized, increased \$5.4 million to \$60.9 million (net of capitalized interest of \$0.8 million) during the nine months ended September 30, 2010, as compared to the same period in 2009. The increase in both periods is due primarily to an increase in interest expense associated with our 3.75% Convertible Senior Notes (the Convertible Notes) issued in the third quarter of 2009, partially offset by a decrease in interest expense associated with our remaining outstanding senior notes as a result of the repurchase of a portion of these notes during 2009 and 2010.



Our weighted average interest rate on our borrowings, excluding the write-off of deferred financing costs during the period, was 6.8% and 6.3% for the three months and 6.8% and 6.1% for the nine months ended September 30, 2010 and 2009, respectively.

#### *Interest Income*

The decrease in interest income during the three months and nine months ended September 30, 2010, as compared to the same periods in 2009, was primarily due to the discount on a portion of the notes receivable that were received in connection with the development of Gaylord National becoming fully amortized into interest income during 2009.

#### *Income from Unconsolidated Companies*

We account for our investments in RHAC Holdings, LLC (the joint venture entity which owns the Aston Waikiki Beach Hotel) and Waipouli Holdings, LLC (the joint venture entity which previously owned the ResortQuest Kauai Beach at Makaiwa Hotel) under the equity method of accounting. During 2008, we wrote off our investment in Waipouli Holdings, LLC. As we do not expect to make future contributions to the joint venture entity, we have not reduced the carrying value of our investment in Waipouli Holdings, LLC below zero or recognized our share of gains or losses of the joint venture for the three months and nine months ended September 30, 2010 and 2009. Income (loss) from unconsolidated companies for the three months and nine months ended September 30, 2010 and 2009 consisted of equity method income from these investments as follows (in thousands, except percentages):

	<b>Three Months Ended September 30,</b>			<b>Nine Months Ended September 30,</b>		
	<b>2010</b>	<b>2009</b>	<b>% Change</b>	<b>2010</b>	<b>2009</b>	<b>% Change</b>
RHAC Holdings, LLC	\$	\$ 30	-100.0%	\$ 117	\$ 147	-20.4%
Waipouli Holdings, LLC			0.0%			0.0%
Total:	\$	\$ 30	-100.0%	\$ 117	\$ 147	-20.4%

#### *Net Gain on Extinguishment of Debt*

During the nine months ended September 30, 2010, we repurchased \$28.5 million in aggregate principal amount of our outstanding 6.75% senior notes for \$27.0 million. After adjusting for deferred financing costs and other costs, we recorded a pretax gain of \$1.3 million as a result of the repurchases.

During the nine months ended September 30, 2009, we repurchased \$88.6 million, respectively, in aggregate principal amount of our outstanding senior notes (\$61.6 million of 8% senior notes and \$27.0 million of 6.75% senior notes) for \$62.5 million. After adjusting for deferred financing costs and other costs, we recorded a pretax gain of \$24.7 million as a result of the repurchases.

#### *Other Gains and (Losses)*

Other gains and (losses) for the three months and nine months ended September 30, 2010 primarily consisted of miscellaneous income and expense. Other gains and (losses) for the nine months ended September 30, 2009 primarily consisted of the receipt of \$3.6 million under a tax increment financing arrangement related to the Ryman Auditorium.

*(Benefit) Provision for Income Taxes*

The effective tax rate as applied to pretax income from continuing operations differed from the statutory federal rate due to the following (as of September 30, 2010):

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2010	2009	2010	2009
U.S. Federal statutory rate	35%	35%	35%	35%
State taxes (net of federal tax benefit and change in valuation allowance)	1	3	(2)	24
Change in treatment of Medicare Part D subsidies			(1)	
Other	(1)	(8)		2
Effective tax rate	35%	30%	32%	61%

The Company's increased effective tax rate during the three months ended September 30, 2010 as compared to the same period in 2009 was due primarily to the effect of the change in the estimated annual effective rate as applied to prior quarters' income during the 2009 period.

Under the Patient Protection and Affordable Care Act, which became law on March 23, 2010, as amended by the Health Care and Education Reconciliation Act of 2010, which became law on March 30, 2010, the Company and other companies that receive a subsidy under Medicare Part D to provide retiree prescription drug coverage will no longer receive a Federal income tax deduction for the expenses incurred in connection with providing the subsidized coverage to the extent of the subsidy received. Because future anticipated retiree health care liabilities and related subsidies were already reflected in the Company's financial statements, this change required the Company to reduce the value of the related tax benefits recognized in its financial statements during the period the law was enacted. As a result, the Company recorded a one-time, non-cash tax charge of \$0.8 million during the nine months ended September 30, 2010 to reflect the impact of this change. This charge, as well as changes in the Company's valuation allowances in each period, resulted in a decreased effective tax rate for the nine months ended September 30, 2010 as compared to the 2009 period.

*Income (Loss) from Discontinued Operations, Net of Taxes*

We reflect the following businesses as discontinued operations in our financial results. The results of operations, net of taxes (prior to their disposal where applicable), and the estimated fair value of the assets and liabilities of these businesses have been reflected in our consolidated financial statements as discontinued operations for all periods presented.

During the second quarter of 2010, in a continued effort to focus on our core Gaylord Hotels and Opry and Attractions businesses, we committed to a plan of disposal of our Corporate Magic business. On June 1, 2010, we completed the sale of Corporate Magic through the transfer of all of our equity interests in Corporate Magic, Inc. to the president of Corporate Magic who, prior to the transaction, was employed by us. In exchange for our equity interests in Corporate Magic, we received, prior to giving effect to a purchase price adjustment based on the working capital of Corporate Magic as of the closing, a note receivable, which terms provide for a quarterly payment from the purchaser, beginning in the second quarter of 2011 through the first quarter of 2017. We recorded this note receivable at its fair value of \$0.4 million, based on the expected cash receipts under the note, discounted at a discount rate that reflects management's assessment of a market participant's view of risks associated with the projected cash flows of Corporate Magic. We recognized a pretax gain of \$0.6 million related to the sale of Corporate Magic during the nine months ended September 30, 2010.

The following table reflects the results of operations of businesses accounted for as discontinued operations for the respective periods:

	<b>Three Months Ended September 30,</b>		<b>Nine Months Ended September 30,</b>	
	<b>2010</b>	<b>2009</b>	<b>2010</b>	<b>2009</b>
Operating income (loss):				
Corporate Magic	\$ (20)	\$ (7,079)	\$ (713)	\$ (7,499)
Other	118	174	242	(137)
Total operating income (loss)	<b>98</b>	(6,905)	<b>(471)</b>	(7,636)
Interest expense				(1)
Interest income	<b>13</b>		<b>18</b>	
Other gains and (losses):				
Corporate Magic	<b>(38)</b>		<b>618</b>	
Other		74	<b>45</b>	119
Income (loss) before (provision) benefit for income taxes	<b>73</b>	(6,831)	<b>210</b>	(7,518)
(Provision) benefit for income taxes	<b>(27)</b>	203	<b>3,115</b>	446
Income (loss) from discontinued operations	<b>\$ 46</b>	\$ (6,628)	<b>\$ 3,325</b>	\$ (7,072)

The benefit for income taxes for the nine months ended September 30, 2010 primarily relates to a permanent tax benefit recognized on the sale of the stock of Corporate Magic. The full benefit on the sale was recorded during the second quarter of 2010, as opposed to being allocated over the year, as we believe it more accurately reflects our operations.

### ***Liquidity and Capital Resources***

***Cash Flows From Operating Activities.*** Cash flow from operating activities is the principal source of cash used to fund our operating expenses, interest payments on debt, and maintenance capital expenditures. During the nine months ended September 30, 2010, our net cash flows provided by operating activities continuing operations were \$88.0 million, reflecting primarily our loss from continuing operations before non-cash depreciation expense, amortization expense, income tax provision, stock-based compensation expense, excess tax benefits from stock-based compensation, income from unconsolidated companies, net gain on extinguishment of debt, losses on assets damaged in flood, and losses on the disposals of certain fixed assets of approximately \$92.8 million, partially offset by unfavorable changes in working capital of approximately \$4.8 million. The unfavorable changes in working capital primarily resulted from an increase in income taxes receivable, primarily due to the estimated federal tax refund related to the casualty loss sustained from the Nashville Flood for income tax purposes, partially offset by the collection of federal tax refunds related to 2008 and 2009, and an increase in prepaid expenses associated with our holiday programs, partially offset by an increase in accrued compensation and increased accrued interest on our Convertible Notes and 6.75% senior notes.

During the nine months ended September 30, 2009, our net cash flows provided by operating activities continuing operations were \$78.5 million, reflecting primarily our income from continuing operations before non-cash depreciation expense, amortization expense, income tax provision, stock-based compensation expense, income from unconsolidated companies, net gain on extinguishment of debt, and losses on the disposals of certain fixed assets of

approximately \$104.6 million, partially offset by unfavorable changes in working capital of approximately \$26.1 million. The unfavorable changes in working capital primarily resulted from a decrease in accrued expenses primarily related to the timing of accrued property taxes, accrued compensation, and accrued expenses associated with our hotel holiday programs, an increase in the interest receivable related to the bonds that were received in connection with the development of Gaylord National, an increase in income taxes

receivable, and an increase in prepaid property taxes and prepaid expenses associated with our holiday programs, partially offset by an increase in deferred revenues due to increased receipts of deposits on advanced bookings of hotel rooms at Gaylord Opryland and Gaylord National and an increase in interest payable, attributed to interest accrued on our senior notes.

*Cash Flows From Investing Activities.* During the nine months ended September 30, 2010, our primary uses of funds for investing activities were purchases of property and equipment, which totaled \$109.9 million, partially offset by the receipt of a \$3.8 million principal payment on the bonds that were received in April 2008 in connection with the development of Gaylord National. Our capital expenditures during the nine months ended September 30, 2010 primarily included the rebuilding of Gaylord Opryland and the Grand Ole Opry House, as well as ongoing maintenance capital expenditures for our existing properties.

During the nine months ended September 30, 2009, our primary uses of funds and investing activities were purchases of property and equipment, which totaled \$44.0 million, partially offset by the receipt of a \$17.1 million payment on the bonds that were received in April 2008 in connection with the development of Gaylord National. Our capital expenditures during the nine months ended September 30, 2009 primarily included ongoing maintenance capital expenditures for our existing properties.

*Cash Flows From Financing Activities.* Our cash flows from financing activities reflect primarily the incurrence of debt and the repayment of long-term debt. During the nine months ended September 30, 2010, our net cash flows used in financing activities were approximately \$25.6 million, primarily reflecting the payment of \$27.0 million to repurchase portions of our 6.75% senior notes.

During the nine months ended September 30, 2009, our net cash flows provided by financing activities were approximately \$416.0 million, primarily reflecting \$358.1 million in proceeds from the issuance of our Convertible Notes, net of equity-related issuance costs, \$169.0 million in proceeds from the issuance of common stock and warrants, net of issuance costs, \$38.0 million in net borrowings under our credit facility and \$5.0 million received from the termination of the interest rate swap agreements associated with our senior notes, partially offset by the payment of \$76.7 million to purchase a convertible note hedge associated with the Convertible Notes, the payment of \$64.5 million to repurchase portions of our senior notes, the payment of \$8.1 million in deferred financing costs associated with the Convertible Notes and the payment of \$4.6 million to purchase shares of our common stock to fund a supplemental employee retirement plan.

#### *Liquidity*

As discussed above, Gaylord Opryland is currently closed as a result of extensive flood damage. The Company's \$1.0 Billion Credit Facility, as defined below under *Principal Debt Agreements*, contains covenants regarding the continuance of business and the prompt repair of property damage. Effective May 19, 2010, the Company, certain subsidiaries of the Company party thereto, the lenders party thereto and Bank of America, N.A., as administrative agent, entered into a Conditional Waiver (the *Waiver*) which waived, subject to the terms and conditions of the Waiver, any default under Section 9.01(l) of the \$1.0 Billion Credit Facility as a result of the cessation of operations with respect to Gaylord Opryland due to recent flood damage. The Waiver will expire on December 31, 2010 unless (a) we have substantially completed the restoration and/or rebuilding of the Gaylord Opryland and reopened the Gaylord Opryland for business and (b) all proceeds used to restore or rebuild the Nashville Opryland come from insurance proceeds, cash on hand and/or availability under our revolving line of credit provided for in the \$1.0 Billion Credit Facility.

The \$1.0 Billion Credit Facility also contains financial covenants at levels that assume that all of its properties are operational. See *Management's Discussion and Analysis of Financial Condition and Results of Operations - Liquidity* in our Annual Report on Form 10-K for the year ended December 31, 2009 for a description of the financial covenants.

As further described above, during September 2009, we issued \$360 million in Convertible Notes and offered and sold six million shares of our common stock. Our total proceeds of these offerings, after deducting discounts, commissions, expenses and the cost of convertible note hedge transactions, was approximately \$442.4 million. We used the majority of these proceeds, together with cash on hand, to purchase, redeem or otherwise acquire all of our 8% senior notes due 2013. The remaining balance of the net proceeds may be used for general corporate purposes, which may include acquisitions, future development opportunities for new hotel properties, capital expenditures associated with repairing the flood damage and reopening of Gaylord Opryland, the Grand Ole Opry House and the other properties affected by the Nashville Flood, potential expansions or ongoing maintenance of Gaylord Palms and Gaylord Texan, investments, or the repayment or refinancing of all or a portion of any of our outstanding indebtedness. We will continue to evaluate these possibilities in light of economic conditions and other factors. We are unable to predict at this time if or when acquisition opportunities may present themselves. In addition, we are unable to predict at this time when we might make commitments or commence construction related to the proposed development in Mesa, Arizona or our proposed expansions. Furthermore, we do not anticipate making significant capital expenditures on the development in Mesa, Arizona or the proposed expansions of Gaylord Palms and Gaylord Texan during 2010, but will incur capital expenditures, to the extent not covered by insurance proceeds, to repair the flood damage and reopen Gaylord Opryland. We do not expect any liquidity issues given our insurance proceeds, cash on hand, cash flow from our other operations and available borrowing capacity.

#### *Principal Debt Agreements*

*\$1.0 Billion Credit Facility.* On July 25, 2008, we refinanced our previous \$1.0 billion credit facility by entering into a Second Amended and Restated Credit Agreement (the "\$1.0 Billion Credit Facility") by and among the Company, certain subsidiaries of the Company party thereto, as guarantors, the lenders party thereto and Bank of America, N.A., as administrative agent. The \$1.0 Billion Credit Facility consists of the following components: (a) a \$300.0 million senior secured revolving credit facility, which includes a \$50.0 million letter of credit sublimit and a \$30.0 million sublimit for swingline loans, and (b) a \$700.0 million senior secured term loan facility. The term loan facility was fully funded at closing. The \$1.0 Billion Credit Facility also includes an accordion feature that will allow us to increase the \$1.0 Billion Credit Facility by a total of up to \$400.0 million in no more than three occasions, subject to securing additional commitments from existing lenders or new lending institutions. The revolving loan, letters of credit, and term loan mature on July 25, 2012. At our election, the revolving loans and the term loans will bear interest at an annual rate of LIBOR plus 2.50% or a base rate (the higher of the lead bank's prime rate and the federal funds rate) plus 0.50%. We entered into interest rate swaps with respect to \$500.0 million aggregate principal amount of borrowings under the term loan portion to convert the variable rate on those borrowings to a fixed weighted average interest rate of 3.94% plus the applicable margin on these borrowings during the term of the swap agreements. Interest on our borrowings is payable quarterly, in arrears, for base rate loans and at the end of each interest rate period for LIBOR rate-based loans. Principal is payable in full at maturity. We will be required to pay a commitment fee of 0.25% per year of the average unused portion of the \$1.0 Billion Credit Facility.

The \$1.0 Billion Credit Facility is (i) secured by a first mortgage and lien on the real property and related personal and intellectual property of our Gaylord Opryland hotel, Gaylord Texan hotel, Gaylord Palms hotel and Gaylord National hotel, and pledges of equity interests in the entities that own such properties and (ii) guaranteed by each of the four wholly owned subsidiaries that own the four hotels. Advances are subject to a 55% borrowing base, based on the appraisal value of the hotel properties (reduced to 50% in the event a hotel property is sold).

As of September 30, 2010, \$700.0 million of borrowings were outstanding under the \$1.0 Billion Credit Facility, and the lending banks had issued \$8.6 million of letters of credit under the facility for us, which left \$291.4 million of availability under the credit facility (subject to the satisfaction of debt incurrence tests under the indentures governing our senior notes).

We will have to refinance or amend the \$1.0 Billion Credit Facility before its maturity on July 25, 2012, in order to finance our ongoing capital needs. While we believe that the strength of our cash flows, the quality of our assets and the long-term prospects of our business all provide a sound basis on which we can obtain capital, there is no assurance that we will be able to refinance the \$1.0 Billion Credit Facility on acceptable terms.

*3.75% Convertible Senior Notes.* During September 2009, we issued \$360 million, including the exercise of an overallotment option, of the Convertible Notes. The Convertible Notes have a maturity date of October 1, 2014, and interest is payable semiannually in cash in arrears on April 1 and October 1, beginning April 1, 2010. The Convertible Notes are convertible, under certain circumstances as described below, at the holder's option, into shares of our common stock, at an initial conversion rate of 36.6972 shares of common stock per \$1,000 principal amount of the Convertible Notes, which is equivalent to an initial conversion price of approximately \$27.25 per share. We may elect, at our option, to deliver shares of our common stock, cash or a combination of cash and shares of our common stock in satisfaction of our obligations upon conversion of the Convertible Notes.

The Convertible Notes are convertible under any of the following circumstances: (1) during any calendar quarter ending after September 30, 2009 (and only during such calendar quarter), if the closing price of our common stock for at least 20 trading days during the 30 consecutive trading day period ending on the last trading day of the immediately preceding calendar quarter exceeds 120% of the applicable conversion price per share of common stock on the last trading day of such preceding calendar quarter; (2) during the ten business day period after any five consecutive trading day period in which the Trading Price (as defined in the Indenture) per \$1,000 principal amount of the Convertible Notes, as determined following a request by a Convertible Note holder, for each day in such five consecutive trading day period was less than 98% of the product of the last reported sale price of our common stock and the applicable conversion rate, subject to certain procedures; (3) if specified corporate transactions or events occur; or (4) at any time on or after July 1, 2014, until the second scheduled trading day immediately preceding October 1, 2014. As of September 30, 2010, none of the conditions permitting conversion had been satisfied.

The Convertible Notes are general unsecured and unsubordinated obligations and rank equal in right of payment with all of our existing and future senior unsecured indebtedness, including our 6.75% senior notes due 2014, and senior in right of payment to all of our future subordinated indebtedness, if any. The Convertible Notes will be effectively subordinated to any of our secured indebtedness to the extent of the value of the assets securing such indebtedness.

The Convertible Notes are guaranteed, jointly and severally, on an unsecured unsubordinated basis by generally all of our active domestic subsidiaries. Each guarantee will rank equally in right of payment with such subsidiary guarantors existing and future senior unsecured indebtedness and senior in right of payment to all future subordinated indebtedness, if any, of such subsidiary guarantor. The Convertible Notes will be effectively subordinated to any secured indebtedness and effectively subordinated to all indebtedness and other obligations of our subsidiaries that do not guarantee the Convertible Notes.

Upon a Fundamental Change (as defined), holders may require us to repurchase all or a portion of their Convertible Notes at a purchase price equal to 100% of the principal amount of the Convertible Notes to be repurchased, plus any accrued and unpaid interest, if any, thereon to (but excluding) the Fundamental Change Repurchase Date (as defined). The Convertible Notes are not redeemable at our option prior to maturity.

We do not intend to file a registration statement for the resale of the Convertible Notes or any common stock issuable upon conversion of the Convertible Notes. As a result, holders may only resell the Convertible Notes or common stock issued upon conversion of the Convertible Notes, if any, pursuant to an exemption from the registration requirements of the Securities Act of 1933 and other applicable securities laws.

*6.75% Senior Notes.* On November 30, 2004, we completed our offering of \$225 million in aggregate principal amount of senior notes bearing an interest rate of 6.75% (the 6.75% Senior Notes ). The 6.75% Senior Notes, which mature on November 15, 2014, bear interest semi-annually in cash in arrears on May 15 and November 15 of each year, starting on May 15, 2005. The 6.75% Senior Notes are redeemable, in whole or in part, at any time on or after November 15, 2009 at a designated redemption amount, plus accrued and unpaid interest. The 6.75% Senior Notes rank equally in right of payment with our other unsecured unsubordinated debt, but are effectively subordinated to all of our secured debt to the extent of the assets securing such debt. The 6.75% Senior Notes are fully and unconditionally guaranteed, jointly and severally, on a senior unsecured basis by generally all of our active domestic subsidiaries. In addition, the 6.75% Senior Notes indenture contains certain covenants which, among other things, limit the incurrence of additional indebtedness (including additional indebtedness under the term loan portion of our senior secured credit facility), investments, dividends, transactions with affiliates, asset sales, capital expenditures, mergers and consolidations, liens and encumbrances and other matters customarily restricted in such agreements. The 6.75% Senior Notes are cross-defaulted to our other indebtedness.

During the nine months ended September 30, 2010, we repurchased \$28.5 million in aggregate principal amount of our outstanding 6.75% senior notes for \$27.0 million. After adjusting for deferred financing costs and other costs, we recorded a pretax gain of \$1.3 million as a result of the repurchases. We used available cash to finance the purchases and intend to consider additional repurchases of our 6.75% Senior Notes from time to time depending on market conditions.

Giving effect to the waiver under our credit facility further described above, as of September 30, 2010, we were in compliance with all of our covenants related to our debt.

*Future Developments*

As described in Development Update above, we are considering other potential hotel sites throughout the country, including Mesa, Arizona.

*Off-Balance Sheet Arrangements*

As described in Note 15 to our condensed consolidated financial statements included herein, we made investments in two unconsolidated entities, each of which purchased a hotel located in Hawaii. Our joint venture partner in each of these unconsolidated entities has guaranteed certain loans made to wholly-owned subsidiaries of each of these entities, and we have agreed to contribute to these joint venture partners our pro rata share of any payments under such guarantees required to be made by such joint venture partners. In addition, we enter into commitments under letters of credit, primarily for the purpose of securing our deductible obligations with our workers compensation insurers, and lending banks under our credit facility had issued \$8.6 million of letters of credit as of September 30, 2010 for us. Except as set forth above, we do not have any off-balance sheet arrangements.



*Commitments and Contractual Obligations*

The following table summarizes our significant contractual obligations as of September 30, 2010, including long-term debt and operating and capital lease commitments (amounts in thousands):

	Total amounts committed	Less than 1 year	1-3 years	3-5 years	More than 5 years
Contractual obligations					
Long-term debt	\$ 1,212,180	\$	\$ 700,000	\$ 512,180	\$
Capital leases	575	222	334	19	
Promissory note payable to Nashville Predators	1,000	1,000			
Construction commitments	115,762	115,762			
Operating leases (1)	657,145	6,658	11,265	8,685	630,537
Total contractual obligations	\$ 1,986,662	\$ 123,642	\$ 711,599	\$ 520,884	\$ 630,537

(1) The total operating lease commitments of \$657.1 million above includes the 75-year operating lease agreement we entered into during 1999 for 65.3 acres of land located in Osceola County, Florida where Gaylord Palms is located.

The cash obligations in the table above do not include future cash obligations for interest associated with our outstanding long-term debt, capital lease obligations and promissory note payable to the Nashville Predators. See Note 11 to our condensed consolidated financial statements included herewith for a discussion of the interest we paid during the three months and nine months ended September 30, 2010 and 2009.

Due to the uncertainty with respect to the timing of future cash flows associated with our unrecognized tax benefits at September 30, 2010, we cannot make reasonably certain estimates of the period of cash settlement, if any, with the respective taxing authority. Therefore, \$16.0 million of unrecognized tax benefits have been excluded from the contractual obligations table above.

***Critical Accounting Policies and Estimates***

We prepare our condensed consolidated financial statements in conformity with accounting principles generally accepted in the United States. Certain of our accounting policies, including those related to revenue recognition, impairment of long-lived assets and goodwill, stock-based compensation, derivative financial instruments, income taxes, retirement and postretirement benefits other than pension plans, and legal contingencies, require that we apply significant judgment in defining the appropriate assumptions for calculating financial estimates. By their nature, these judgments are subject to an inherent degree of uncertainty. Our judgments are based on our historical experience, our observance of trends in the industry, information provided by our customers and information available from other

outside sources, as appropriate. There can be no assurance that actual results will not differ from our estimates. For a discussion of our critical accounting policies and estimates, please refer to Management's Discussion and Analysis of Financial Condition and Results of Operations and Notes to Consolidated Financial Statements presented in our Annual Report on Form 10-K for the year ended December 31, 2009. There were no newly identified critical accounting policies in the first, second or third quarter of 2010 nor were there any material changes to the critical accounting policies and estimates discussed in our Annual Report on Form 10-K for the year ended December 31, 2009.

***Recently Issued Accounting Standards***

For a discussion of recently issued accounting standards, see Note 2 to our condensed consolidated financial statements for the three months and nine months ended September 30, 2010 and 2009 included herewith.

### **ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK**

Market risk is the risk of loss arising from adverse changes in market rates and prices, such as interest rates, foreign currency exchange rates and commodity prices. Our primary exposures to market risk are from changes in interest rates, natural gas prices and equity prices and changes in asset values of investments that fund our pension plan.

#### ***Risk Related to Changes in Interest Rates***

Borrowings outstanding under our \$1.0 Billion Credit Facility bear interest at an annual rate at our election of either LIBOR plus 2.50% or a base rate (the higher of the lead bank's prime rate and the federal funds rate) plus 0.50%. In connection with the refinancing of our \$1.0 billion credit facility, we entered into a new series of forward-starting interest rate swaps to effectively convert the variable rate on \$500.0 million aggregate principal amount of borrowings under the term loan portion of our \$1.0 Billion Credit Facility to a fixed rate. These interest rate swaps, which expire on various dates through July 25, 2011, effectively adjust the variable interest rate on those borrowings to a fixed weighted average interest rate of 3.94% plus the applicable margin on these borrowings during the term of the swap agreements. These interest rate swaps are deemed effective and therefore the hedges have been treated as effective cash flow hedges.

If LIBOR were to increase by 100 basis points, our annual interest cost on the remaining \$200.0 million in borrowings outstanding under our \$1.0 Billion Credit Facility as of September 30, 2010 would increase by approximately \$2.0 million.

Certain of our outstanding cash balances are occasionally invested overnight with high credit quality financial institutions. We do not have significant exposure to changing interest rates on invested cash at September 30, 2010. As a result, the interest rate market risk implicit in these investments at September 30, 2010, if any, is low.

#### ***Risk Related to Changes in Natural Gas Prices***

As of September 30, 2010, we held 27 variable to fixed natural gas price swaps with respect to the purchase of 798,750 dekatherms of natural gas in order to fix the prices at which we purchase that volume of natural gas for our hotels. These natural gas price swaps, which have remaining terms of up to fifteen months, effectively adjust the price on that volume of purchases of natural gas to a weighted average price of \$4.94 per dekatherm. These natural gas swaps are deemed effective, and, therefore, the hedges have been treated as an effective cash flow hedge. If the forward price of natural gas futures contracts for delivery at the Henry Hub as of September 30, 2010 as quoted on the New York Mercantile Exchange was to increase or decrease by 10%, the net derivative liability associated with the fair value of our natural gas swaps outstanding as of September 30, 2010 would have decreased or increased by \$0.3 million.

#### ***Risk Related to Changes in Equity Prices***

The \$360 million aggregate principal amount of Convertible Notes we issued in September 2009 may be converted prior to maturity, at the holder's option, into shares of our common stock under certain circumstances as described in Note 9 to our condensed consolidated financial statements included herein. The initial conversion price is approximately \$27.25 per share. Upon conversion, we may elect, at our option, to deliver shares of our common stock, cash or a combination of cash and shares of our common stock in satisfaction of our obligations upon conversion of the Convertible Notes. As such, the fair value of the Convertible Notes will generally increase as our share price increases and decrease as the share price declines.

Concurrently with the issuance of the Convertible Notes, we entered into convertible note hedge transactions intended to reduce the potential dilution upon conversion of the Convertible Notes in the event that the market

value per share of our common stock, as measured under the Convertible Notes, at the time of exercise is greater than the conversion price of the Convertible Notes. The convertible note hedge transactions involved us purchasing from four counterparties options to purchase approximately 13.2 million shares of our common stock at a price per share equal to the initial conversion price of the Convertible Notes. Separately we sold warrants to the same counterparties whereby they have the option to purchase approximately 13.2 million shares of our common stock at a price of \$32.70 per share. As a result of the convertible note hedge transactions and related warrants, the Convertible Notes will not have a dilutive impact on shares outstanding if the share price of our common stock is below \$32.70. For every \$1 increase in the share price of our common stock above \$32.70, we will be required to deliver, upon the exercise of the warrants, the equivalent of \$13.2 million in shares of our common stock (at the relevant share price).

***Risk Related to Changes in Asset Values that Fund our Pension Plans***

The expected rates of return on the assets that fund our defined benefit pension plan are based on the asset allocation of the plan and the long-term projected return on those assets, which represent a diversified mix of equity securities, fixed income securities and cash. As of September 30, 2010, the value of the investments in the pension fund was \$63.9 million, and an immediate 10% decrease in the value of the investments in the fund would have reduced the value of the fund by approximately \$6.4 million.

**ITEM 4. CONTROLS AND PROCEDURES.**

The Company maintains disclosure controls and procedures, as defined in Rule 13a-15(e) promulgated under the Securities Exchange Act of 1934 (the Exchange Act), that are designed to ensure that information required to be disclosed by us in the reports that we file or submit under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in the SEC's rules and forms and that such information is accumulated and communicated to our management, including our Chief Executive Officer and Chief Financial Officer, as appropriate to allow timely decisions regarding required disclosure. The Company carried out an evaluation under the supervision and with the participation of our management, including our Chief Executive Officer and Chief Financial Officer, of the effectiveness of the design and operation of our disclosure controls and procedures as of the end of the period covered by this report. Based on the evaluation of these disclosure controls and procedures, the Chief Executive Officer and Chief Financial Officer concluded that our disclosure controls and procedures were effective as of the end of the period covered by this report. There have been no changes in our internal control over financial reporting that occurred during the period covered by this report that materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

## **PART II OTHER INFORMATION**

### **ITEM 1. LEGAL PROCEEDINGS.**

The Company is a party to certain litigation, as described in Note 15 to our condensed consolidated financial statements included herein and which is incorporated herein by reference.

### **ITEM 1A. RISK FACTORS.**

The following risk factors should be considered in addition to the risk factors set forth in our Annual Report on Form 10-K for the year ended December 31, 2009.

#### ***The flood damage and rebuilding of Gaylord Opryland pose risks to the Company and its financial condition.***

In May 2010, as previously announced, Gaylord Opryland suffered severe flood damage as a result of flooding in Davidson County, Tennessee, and the hotel is expected to be closed until November 15, 2010. Therefore, the financial results of Gaylord Opryland and the Company were negatively affected for the second and third quarters of 2010 and will be negatively affected for at least the fourth quarter of 2010. The Company carried insurance associated with flood damage with an aggregate limit of \$50 million and is incurring significant revenue losses and costs associated with the hotel closure and the rebuilding effort, which, in the aggregate, have exceeded the coverage under the Company's insurance policies. In addition, the Company is subject to risks inherent in the construction and reopening process, including the risk of fluctuations in the costs of materials and labor and diversion of management time and attention. The Company has disclosed amounts spent and amounts projected to be spent in connection with the rebuilding effort, but there can be no assurance that additional expenses will not be incurred. Other associated effects of the hotel closure may be the loss of experienced employees, the loss of customer goodwill, uncertainty of future hotel bookings and other negative factors yet to be determined. The Company's \$1.0 Billion Credit Facility contains covenants regarding the continuance of business and the prompt repair of property damage and also contains financial covenants at levels that assume that all of its properties are operational. See Management's Discussion and Analysis of Financial Condition and Results of Operations - Liquidity in our Annual Report on Form 10-K for the year ended December 31, 2009 for a description of the financial covenants. Effective May 19, 2010, the Company obtained a waiver of certain covenants to its \$1.0 Billion Credit Facility, but there can be no assurance that additional waivers will not be required.

#### ***Recent healthcare legislation could adversely affect our results of operations.***

In March 2010, the Patient Protection and Affordable Care Act, as amended by the Health Care and Education Reconciliation Act of 2010 (collectively, the Health Reform Law), was enacted. Among other things, the Health Reform Law contains provisions that will affect employer-sponsored health plans, impose excise taxes on certain plans, and reduce the tax benefits available to employers that receive the Medicare Part D subsidy. These provisions may significantly raise our employee health benefits costs and/or alter the benefits we are required to provide. In the first quarter of 2010 we recorded a one-time, non-cash tax charge of \$0.8 million to reflect the impact of the reduced tax benefits available to employers that receive the Medicare Part D subsidy. We are currently reviewing provisions of the Health Reform Law and their impact on our company-sponsored plans. Costs associated with compliance with the Health Reform Law are currently difficult to estimate, but we anticipate increased expenses relating to our company-sponsored plans. If we are not able to limit or offset future cost increases, those costs could have an adverse affect on our results of operations.

**ITEM 2. UNREGISTERED SALES OF EQUITY SECURITIES AND USE OF PROCEEDS.**

The following table sets forth information with respect to purchases of shares of the Company's common stock made during the three months ended September 30, 2010 by or on behalf of the Company or any affiliated purchaser, as defined by Rule 10b-18 of the Exchange Act:

<b>Period</b>	<b>Total Number of Shares Purchased</b>	<b>Average Price Paid per Share</b>	<b>Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs</b>	<b>Maximum Number of Shares that May Yet Be Purchased Under the Plans or Programs</b>
July 1 – July 31, 2010				
August 1 – August 31, 2010 (1)	331	\$ 29.54		
September 1 – September 30, 2010				
<b>Total</b>	<b>331</b>	<b>\$ 29.54</b>		

(1) Represents shares withheld from vested restricted stock to satisfy the minimum withholding requirement for federal and state taxes.

**ITEM 3. DEFAULTS UPON SENIOR SECURITIES.**

Inapplicable.

**ITEM 5. OTHER INFORMATION.**

Inapplicable.

**ITEM 6. EXHIBITS.**

See Index to Exhibits following the Signatures page.

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

**GAYLORD ENTERTAINMENT  
COMPANY**

Date: November 5, 2010

By: /s/ Colin V. Reed  
Colin V. Reed  
Chairman of the Board of Directors and  
Chief Executive Officer  
(Principal Executive Officer)

By: /s/ Mark Fioravanti  
Mark Fioravanti  
Senior Vice President and  
Chief Financial Officer  
(Principal Financial Officer)

By: /s/ Rod Connor  
Rod Connor  
Senior Vice President and  
Chief Administrative Officer  
(Principal Accounting Officer)

**INDEX TO EXHIBITS**

<b>EXHIBIT NUMBER</b>	<b>DESCRIPTION</b>
3.1	Restated Certificate of Incorporation of the Company, as amended (restated for SEC filing purposes only) (incorporated by reference to Exhibit 3.1 to the Company's Annual Report on Form 10-K for the year ended December 31, 2007).
3.2	Second Amended and Restated Bylaws of the Company, as amended (restated for SEC filing purposes only) (incorporated by reference to Exhibit 4.4 to the Company's Registration Statement on Form S-3 filed on May 7, 2009).
3.3	Certificate of Designations of Series A Junior Participating Preferred Stock of Gaylord Entertainment Company (incorporated by reference to Exhibit 3.1 to the Company's Current Report on Form 8-K dated August 13, 2008).
10.1+	Second Amended and Restated Credit Agreement, dated as of July 25, 2008, by and among the Company, certain subsidiaries of the Company party thereto, as guarantors, the lenders party thereto and Bank of America, N.A., as Administrative Agent.
10.2	Second Amendment to Executive Employment Agreement, dated September 3, 2010, by and between the Company and Colin V. Reed.
10.3	Amendment No. 2 to Employment Agreement, dated September 3, 2010, by and between the Company and David C. Kloeppel.
10.4	Amendment No. 1 to Employment Agreement, dated September 3, 2010, by and between the Company and Carter R. Todd.
10.5	Amendment No. 2 to Employment Agreement, dated September 3, 2010, by and between the Company and Mark Fioravanti.
10.6	Amendment No. 2 to Employment Agreement, dated September 3, 2010, by and between the Company and Richard A. Maradik.
10.7	2008 Long Term Incentive Plan Form of Amended and Restated Restricted Stock Unit Award Agreement amending grants made to the Company's named executive officers as described in the Company's Current Report on Form 8-K dated September 7, 2010
31.1	Certification of Colin V. Reed pursuant to Section 302 of Sarbanes-Oxley Act of 2002.
31.2	Certification of Mark Fioravanti pursuant to Section 302 of Sarbanes-Oxley Act of 2002.
32.1	Certification of Colin V. Reed and Mark Fioravanti pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of Sarbanes-Oxley Act of 2002.
+	Certain confidential portions of this exhibit were omitted by means of redacting a portion of the text. This exhibit has been filed separately with the SEC accompanied by a confidential treatment request



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pursuant to Rule 24b-2 of the Securities Exchange Act of 1934, as amended.

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