

Employee Complaint Procedure for Accounting and Auditing Matters

Any employee of Gaylord Entertainment Company or any of its subsidiaries (collectively, the “Company”) may submit a good faith complaint regarding accounting or auditing matters to Company management without fear of dismissal or retaliation of any kind. The Company is committed to compliance with all applicable securities laws and regulations, accounting standards, accounting controls and audit practices. The Audit Committee of the Company's Board of Directors will oversee treatment of employee concerns in this area. In order to facilitate the reporting of employee complaints, the Company's Audit Committee has established the following procedures for (1) the receipt, retention and treatment of complaints regarding accounting, internal accounting controls, or auditing matters (“Accounting Matters”) and (2) the confidential, anonymous submission by employees of concerns regarding questionable accounting or auditing matters.

Receipt of Employee Complaints

- Employees with concerns regarding Accounting Matters may report their concerns on a confidential or anonymous basis via the Gaylord Ethics Hotline, 1-888-736-9830.
- Employees may also forward complaints on a confidential or anonymous basis to the General Counsel through e-mail or regular mail to:

Carter R. Todd
Senior Vice President and General Counsel
Gaylord Entertainment Company
One Gaylord Drive Nashville, TN 37214
Email: ctodd@gaylordentertainment.com

Scope of Matters Covered by These Procedures

These procedures relate to employee complaints relating to any questionable accounting or auditing matters, including, without limitation, the following:

- fraud or deliberate error in the preparation, evaluation, review or audit of any Company financial statement;
- fraud or deliberate error in the recording and maintaining of the Company's financial records;
- deficiencies in or noncompliance with the Company's internal accounting controls; misrepresentation or false statement to or by a senior officer or accountant regarding a matter contained in the Company's financial records, financial reports or audit reports;
- or deviation from full and fair reporting of the Company's financial condition.

Treatment of Complaints

- Upon receiving a complaint, the General Counsel will (i) determine whether the complaint actually pertains to Accounting Matters and (ii) when possible, acknowledge receipt of the complaint to the sender.
- Complaints relating to Accounting Matters will be reviewed under Audit Committee direction and oversight by the General Counsel, Internal Audit or such other persons as the Audit Committee determines to be appropriate. Confidentiality will be maintained to the fullest extent possible, consistent with the need to conduct an adequate review.
- Prompt and appropriate corrective action will be taken when and as warranted in the judgment of the Audit Committee.
- The Company will not discharge, demote, suspend, threaten, harass or in any manner discriminate against any employee in the terms and conditions of employment based upon any lawful actions of the employee in making a good faith complaint regarding Accounting Matters or otherwise as specified in Section 806 of the Sarbanes-Oxley Act of 2002.

Reporting and Retention of Complaints and Investigations

The General Counsel will maintain a log of all complaints, tracking their receipt, investigation and resolution and shall prepare a periodic summary report for the Audit Committee. Complaints determined by the General Counsel to be material in nature will be reported to the Chairman of the Audit Committee immediately.

Approved by Audit Committee of Board of Directors November 5, 2003